



Nicco Parks & Resorts Limited

CIN: L92419WB1989PLC046487,

Registered office: 'Jheel Meel', Sector IV, Salt Lake City, Kolkata – 700 106

Tel: (033) 6628-5528/18, Website: www.niccoparks.com, E-mail: niccopark@niccoparks.com

Notice of the 32nd Annual General Meeting to the Members

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of NICCO PARKS & RESORTS LIMITED will be held on Wednesday, the 29th day of September, 2021 at 3:00 P.M. Indian Standard Time ("IST") through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, (both standalone & consolidated basis) together with the Reports of Auditors & the Board of Directors thereon.
2. To appoint a Director in place of Ms. Vandana Yadav (DIN: 02202329), who retires by rotation, and is eligible for reappointment.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**: -

Appointment of Mr. Vijay Dewan (DIN:-00051164), as an Independent Director:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 & 161 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Vijay Dewan, (DIN:-00051164), who was appointed as an Additional Director (Independent) of the Company at the Board meeting held on 12.02.2021 and who has submitted a declaration confirming that he meets the criteria of Independence under Section 149(6) of the Companies Act,

2013 read with the Listing Regulations, as amended from time to time, and is eligible for appointment under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director of the Company under section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company and Mr. Dewan, (DIN:-00051164), shall hold office for a term upto five consecutive years, commencing from February 12, 2021."

4. To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**: -

Appointment of Prof. Ashok Banerjee(DIN:- 06884670), as a Director: -

"RESOLVED THAT pursuant to the provisions of Section 152 & 161 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) & the Articles of Association of the Company, Prof. Ashok Banerjee, (DIN:- 06884670), Nominated by Nicco Corporation Ltd-in Liquidation, who was appointed as an Additional Director of the Company at the Board meeting held on 12.02.2021 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director of the Company under section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

By Order of the Board

Registered Office: NICCO PARKS & RESORTS LIMITED
'Jheel Meel'
Sector IV, Salt Lake City
Kolkata – 700 106

S/d

Rahul Mitra

President & Company Secretary
ICSI MembershipNo:-20714

Date: 13.08.2021

NOTES:

1. **General instruction for accessing and participating in the 32nd AGM through Video Conferencing (VC)/ Other Audio Visual Means (OVAM) facility**

In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively,

in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020 and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video

conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM on Wednesday, 29th day of September, 2021 at 3:00 P.M. (IST). The deemed venue for the 32nd AGM shall be the Registered Office of the Company situated at ‘Jheel Meel’, Sector-IV, Saltlake City, Kolkata – 700106. Hence Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the Meeting through VC/OAVM is annexed herewith.

A. VC/OAVM – Major Guidelines

- (i) Members are requested to join the Thirty-Second Annual General Meeting (AGM) through VC/OAVM mode on and from 2:30 P.M. IST by clicking on the link <https://www.evoting.nsdl.com> under Members login, where the EVEN of the Company will be displayed, by using the Remote E-Voting credentials and following the procedures mentioned later in these Notes (Refer Serial No. – 24). Facility for joining the VC/OAVM shall be kept open for the Members from 2.30 P.M. IST and may be closed at 3:15 P.M. IST or thereafter (NSDL providing facility)
- (ii) The facility of participation at the AGM will be made available for 1000 members on a first-cum-first-served basis.
- (iii) Members are requested to express their views/send their queries in advance mentioning their name, DP ID and Client ID number /Folio No., email ID, mobile no. at rahul@niccoparks.com till 4 P.M. (IST) on and before 27th September, 2021.
- (iv) Members who would like to ask questions during the Thirty-Second AGM of the Company need to register themselves as a speaker by sending their requests along with their questions mentioning their name, DP ID and Client ID number/folio

number, email id, mobile number, to the Company's email address at rahul@niccoparks.com latest by 4 P.M. (IST) on and before 27th September, 2021 .

- (v) When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed.
 - (vi) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
2. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC OR OAVM, the requirement of physical attendance of members has been dispensed. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
 3. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at - Item Nos. 3 & 4 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
 4. Corporate members are requested to send a certified scanned copy of the board resolution to the company prior to the commencement of e-voting, authorizing their representatives to attend the meeting, pursuant to Section 113 of the Companies Act, 2013, at the following e-mail addresses :- a) rahul@niccoparks.com or b) pvsml17@rediffmail.com or c) evoting@nsdl.co.in
 5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 6. The Register of Members and Share Transfer Books of the Company will remain closed from the Wednesday the 22nd day of September, 2021 to Wednesday the 29th day of September, 2021 (both days inclusive).
 7. During the AGM members may access the scanned copy of the register of directors and Key Managerial Person (KMP) and their shareholding, maintained u/s 170 of the Companies Act,

2013 (“the Act”) and the register of contracts or arrangements in which the directors are interested, maintained u/s 189 of the Act after logging in to NSDL e-voting system.

8. Members desirous of getting any information on the Accounts or operations of the Company, are requested to forward their queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
9. Members are requested to quote the ledger folio/account numbers in all communications with the Company and in case of shares held in dematerialized form they are requested to quote DP ID and Client ID numbers.
10. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Non-resident Indian Members are requested to inform R&D Infotech Private Limited, immediately of :-
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. Members are requested to address all correspondence, including dividend matters to our Registrar and Transfer Agent, R & D Infotech Pvt. Ltd., 15/C, Naresh Mitra Sarani formerly Beltala Road, Kolkata - 700 026.
12. i. Members are requested to note that pursuant to Section 205A of the Companies Act, 1956 all unclaimed / unpaid dividends upto the financial year ended 31.03.1995 have been transferred to the General Revenue Account of the Central Government. Shareholders, who have not yet encashed their dividend warrant(s) for the said period are requested to forward their claims to the Registrar of Companies, West Bengal, ‘Nizam Palace’, II M.S.O. Building, 234/3A, A.J.C. Bose Road, Kolkata – 700 020, by submitting an application in the prescribed form.
- ii. Pursuant to Section 205A of the Companies Act, 1956 & Section 124 of the Companies Act, 2013, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund set up by the Central Government.

iii. The unpaid/unclaimed dividends due for transfer to the Investor Education and Protection Fund (IEPF) set up by the Central Government are as follows:

Date of Declaration	Year	Date of Transfer to Unpaid Dividend Account	Due Date for Transfer to IEPF
12.08.2014	2013-14	18.09.2014	18.09.2021
01.08.2015	2014-15	07.09.2015	07.09.2022
06.02.2016 (Interim Dividend)	2015-16	14.03.2016	14.03.2023
10.08.2016	2015-16	16.09.2016	16.09.2023
11.02.2017 (Interim Dividend)	2016-17	20.03.2017	20.03.2024
07.08.2017 (Final Dividend)	2016-17	13.09.2017	13.09.2024
09.02.2018 (Interim Dividend)	2017-18	18.03.2018	18.03.2025
09.08.2018 (Interim Dividend)	2018-19	15.09.2018	15.09.2025
03.11.2018 (Interim Dividend)	2018-19	10.12.2018	10.12.2025
12.02.2019 (Interim Dividend)	2018-19	21.03.2019	21.03.2026
27.09.2019 (Final Dividend)	2018-19	03.11.2019	03.11.2026
26.07.2019 (Interim Dividend)	2019-20	01.08.2019	01.08.2026
31.10.2019 (Interim Dividend)	2019-20	07.12.2019	07.12.2026
12.02.2020 (Interim Dividend)	2019-20	20.03.2020	20.03.2027

- The Company proposes to transfer the Unclaimed amount lying in respect of Final Dividend declared for the F.Y 2013-14 to IEPF by 18th October, 2021.
- iv. Members who have not encashed their dividend warrant(s) for the above stated financial years are requested to make their claims to the Company accordingly and no claims shall lie with the company in this respect once the unclaimed dividend is transferred to the Investor Education and Protection Fund.
- v. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016 (the “IEPF Rules”) as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall have to be transferred by the Company to the designated Demat account of the IEPF Authority (‘IEPF Account’) within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Consequently, the

Company has transferred equity shares relating to Financial Years 2008-09, 2009-10, 2010-11, 2011-2012, 2012-2013 and letters have been sent to all the Shareholders whose shares are about to be transferred relating to F.Y. 2013-2014. Details of shares/shareholders in respect of which dividend has not been claimed, are provided on our website and enlisted under the heading IEPF at link <https://niccoparks.com/wp-content/uploads/formidable/35/13-14-IEPF2-FY3-192419WB1989PLC046487-20132014-20190331-WEB.pdf> the shareholders are therefore encouraged to verify their records and claim their dividends of all the earlier seven years, if not claimed.

- vi. Members are also informed that once the unclaimed / unpaid dividend is transferred to the designated account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend / shares. The eligible Members are entitled to claim such unclaimed / unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claim. Relevant details and the specified procedure to claim refund of dividend amount / shares can be accessed through the link: <http://www.iepf.gov.in/IEPFA/refund.html>
13. Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members are informed that they may nominate at any time, in the prescribed manner, a person to whom their shares in the Company shall vest in the unfortunate event of their death. Members holding shares in physical mode should file their nomination with the Company or with M/s. R & D Infotech Pvt. Limited, the Registrar and Share Transfer Agent (RTA) of the Company, at their address given in the Annual Report, whilst those Members holding shares in demat / electronic mode should file their nomination with their Depository Participants (DPs).
14. Additional particulars of Directors seeking appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and as per the directions issued by the Secretarial Standard on General Meetings (SS-2) are enclosed in **Annexure – A** to this notice
15. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the Company at the Registered Office or to M/s. R & D Infotech Pvt. Limited, the Registrar and Share Transfer Agent (RTA) of the Company. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant (s).
16. Members holding shares in physical mode/Members whose e-mail id's are not registered with the RTA, may send their mandates for receiving dividend directly into their bank accounts through any RBI approved electronic mode of payments, by writing at rahul@niccoparks.com / ankit@niccoparks.com or to the RTA at info@rdinfotech.net enclosing the following documents: a. Folio Number and self-attested copy of PAN Card; b. Name of the Bank, Branch where dividend is to be received and type of Account; c. Bank Account No. allotted by the Bank after implementation of Core Banking Solutions and 11 digits IFSC Code; and d. Self-attested scanned copy of Bank Passbook and Cancelled Cheque leaf bearing the name of the Member or the first holder. In case, the company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the company shall upon normalization of the postal services, dispatch the dividend warrant/cheque to such shareholder by post.
17. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of the physical copies of the Notice of the 32nd AGM and the Annual Report of the Company for the financial year ended 31st March, 2021 including therein the Audited Financial Statements for the year 2020-2021, the afore-mentioned documents are being sent only by email to the members. Therefore, Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant/s (DPs), and who wish to receive the Notice of the 32nd AGM of the Company along with the Annual Report for the 2020-2021 and all other communications from time to time, can get their email addresses registered by following the steps as mentioned herein below:-
 - A. For Members holding shares in physical form, please send a scanned copy of the signed request letter mentioning your Folio Number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA's email address info@rdinfotech.net

- B. For the Members holding shares in demat form, please update your email address through your respective Depository Participant(s).
18. The Notice of 32nd Annual General Meeting, Standalone & Consolidated Audited financial statements, Directors' report, Auditors' report, etc. will also be displayed on the website of the Company www.niccoparks.com. The Notice can also be accessed from the websites of the Stock Exchanges, namely, BSE LIMITED (BSE) at www.bseindia.com and Calcutta Stock Exchange (CSE) at www.cse-india.com respectively and the AGM Notice is also on the website of NSDL (Agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com. Taking into account the COVID-19 scenario, it is encouraged by the Company for its Members to view the full version of the AGM Notice along with the Annual Report of the Company for the Financial Year 2020-21 in electronic mode from the website of the Company, viz., www.niccoparks.com. The aforesaid documents will also be available in the "Corporate" segment in the website of the Company at www.niccoparks.com.
19. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members who have not registered their email id with their Depository Participants are requested to do so and support the green initiative. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company – R&D Infotech Pvt. Ltd., 15/C, Naresh Mitra Sarani (formerly Beltala Road) Kolkata - 700 026, quoting their folio number(s).
20. At the 30th AGM of the company M/s. Lodha & Co., Chartered Accountants had been appointed as the Statutory Auditors of the Company for a period of 5 years upto the conclusion of the 35th Annual General Meeting. The requirement to place the matter relating to the appointment of auditors for ratification by Members at every AGM has been done away by the Companies Act, 2013 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 32nd AGM.
21. Electronic copies of all the documents referred to in the accompanying Notice of the 32nd AGM of the Company and the Explanatory Statement shall be available in the "Corporate" section of the website of the Company at www.niccoparks.com.
22. In terms of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019. In view of the above, Members are advised to dematerialize shares, if held by them in physical form.
23. Since the AGM will be held through VC / OAVM facility, the Route Map is not annexed to this Notice.

24. VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities and the revised Secretarial Standard on General Meetings (SS- 2 issued by The Institute of Company Secretaries of India, read with the Circulars issued by the Ministry of Corporate Affairs 8th April, 2020, 13th April, 2020 and 5th May, 2020, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- I. The remote e-voting period commences on Sunday, the 26th day of September, 2021 from 9:00 am and ends on Tuesday, the 28th day of September, 2021 at 5:00 pm. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

A. The process and manner for remote e-voting are as under:

I. How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p>

Type of shareholders

Login Method

- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type

Helpdesk details

Individual Shareholders holding securities in demat mode with NSDL login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
---	-------------------------

- | | |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12***** |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 116030 user ID is 116030001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf

file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and Annual General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Annual General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Annual General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

II. Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@rdinfotech.net or the Company's email id – rahul@niccoparks.com.

In case shares are held in demat mode, please provide DPIDCLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@rdinfotech.net or the Company's email id – rahul@niccoparks.com.

- b. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Step (1) or Step (2) as the case may be.

25. Instructions for members for attending the AGM through VC/OAVM are as under [In addition to Note No. 1A]:

- a. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- b. Members are encouraged to join the Meeting through Laptops for better experience
- c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- d. The large shareholders who are Members of the Company mainly Directors, Promoters, are encouraged to attend and vote in the 32nd AGM of the Company through VC/OAVM Facility without restriction on account of First-come-first-served basis.
- e. The Chairman of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and the Statutory Auditors are encouraged to attend the meeting without restriction on account of First-come-first-served basis

26. General Guideline for Shareholders

- a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the e-mail id - rahul@niccoparks.com, b)pvsm17@rediffmail.com with a copy marked to evoting@nsdl.co.in
- b. It is strongly recommended not to share your Password with any other person and you must take utmost care to keep your Password confidential. Login to e-voting website will be disabled upon five unsuccessful login attempts with incorrect details. In such an event, you will require to reset the Password by clicking on the icon "Forgot User Details / Password" or "Physical User Reset Password" available on www.evoting.nsdl.com
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the "Downloads" section of www.evoting.nsdl.com or call on Toll Free No.: 1800 222 9900

- I. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-9900.

- II. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e., 22nd September, 2021 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investors@rdinfotech.in or rahul@niccoparks.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-9900.

- III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 22nd September, 2021 shall only be entitled to avail the facility of remote e-voting or casting vote through e-Voting system during the Meeting.
- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2021. E-Voting rights cannot be used by proxy although corporate / institutional users are used to vote through their authorized representatives with the proof of their authorization.
- V. The Company has appointed Mr. P. V. Subramanian (C.P No. : 2077 & ACS: 4585) Company Secretary in Whole-Time Practice, as the Scrutinizer for conducting the entire polling process (including remote e-voting) in a fair and transparent manner.
- VI. During the 32nd AGM of the Company, the Chairperson shall, after response to the questions raised by the Members in advance or as a speaker at the 32nd AGM, formally propose to the Members participating through VC/OAVM facility to vote on the Resolutions as set out in the Notice of the 32nd AGM of the Company and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM facility, eligible and interested to cast votes, have cast their votes, the e-Voting will be closed with the formal announcement of the closure of the 32nd AGM of the Company.
- VII. The Scrutinizer shall after the conclusion of e-Voting at the 32nd AGM, first download the votes cast at the 32nd AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.
- VIII. The consolidated voting results will be declared within two working days of the conclusion of 32nd AGM or three days from the conclusion of 32nd AGM, whichever is earlier, in compliance with requirements of the Companies Act, 2013 and Listing Regulations. The report of the Scrutinizer shall be also be placed on the website of the Company www.niccoparks.com and on the website of NSDL upon declaration of result by the Chairperson or a person authorized by him in writing.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NO. – 3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Vijay Dewan, (DIN:

00051164) Additional Director (Independent) on February 12, 2021. The Company has also received declarations from Mr. Dewan, that he meets the criteria of independence as prescribed under Section 149 of the Act and the LODR Regulations. In the opinion of the Board, Mr. Dewan, meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulations 16(1) (b), 17, 17A and 25(8) of LODR Regulations. Necessary confirmations have also been taken from Mr. Dewan in compliance with Rule 6 Sub Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2019, which has come into force with effect from 1st December, 2019 as amended from time to time. Mr. Dewan, is not disqualified from being appointed as Director in terms of Section 164 of the Act and has consented to act as Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulations 17 and 17A of the LODR Regulations, the appointment of Mr. Dewan, as an Independent Director with effect from February 12, 2021 for a period of 5 consecutive years is now being placed before the Members for their approval. In the opinion of the Board, he fulfils the conditions specified in the Act and the LODR Regulations for appointment as an Independent Director and is independent of the Management of the Company and is not aware of any circumstances which can challenge the material independence of his judgement and he is not debarred from accessing the capital markets and/or restrained from holding position of directors in any listed company pursuant to any SEBI order or any other such authority.

Mr. Vijay Dewan, aged 62 years, the Managing Director of Apeejay Surrendra Park Hotels Ltd, India's first and only collection of luxury boutique hotels. Mr. Dewan is responsible for overall hotel operations, business development, business strategy formulation, sales and marketing and planning of sustainable growth of the hotels. Mr. Dewan holds a master's degree in Hotel Management with over 30 years of experience in the hospitality industry. Mr. Dewan is the present Chairman of CII Eastern Region Council for the year 2021 – 22 and is an Executive Committee Member of the Federation of Hotel & Restaurant Association of India. He is also a member of Sector Committee: Hospitality & Tourism and the Business of Entertainment, Government of West Bengal, Commerce & Industries Department. Mr. Dewan is based out of Kolkata.

The Board considers that his association would be of immense benefit to the company and recommends the resolution for approval.

Except Mr. Vijay Dewan, who is interested in his appointment, no other Director of the Company or Key Managerial Personnel or their relatives is/are concerned or interested financially or otherwise in the said appointment.

The Board recommends the resolution set out in item No.3 for the approval of the members.

ITEM NO. – 4.

On the recommendations of the Nomination & Remuneration Committee (NRC), the Board of Directors of the Company appointed

Prof. Ashok Banerjee, Nominee of Nicco Corporation Ltd- in Liquidation, as Non-executive Director (Additional), on the Board of the Company with effect from 12.02.2021. Prof. Banerjee will hold office upto the date of this Annual General Meeting and if elected, will be liable to retire by rotation.

The Company has received from Prof. Banerjee– (i) Consent in writing to act as a director in Form DIR-2 pursuant to Section 152 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR-8 in terms of Rule 14 of the Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under section 164(2) of the Companies Act, 2013 and (iii) a notice of declaration of respective interest /concern in Form MBP-1 as provided in Section 184(1) of the Companies Act, 2013 (iv) Declaration that he is not debarred from holding the office of director pursuant to any SEBI order or any other such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018.

Prof. Banerjee, during his tenure as Dean, was instrumental in setting up an Incubator at IIM Calcutta called IIM Calcutta Innovation Park, which is duly recognized by the Department of Science & Technology (DST) as a Technology Business Incubator. Prof. Banerjee teaches Corporate Finance in the first year, and Corporate Restructuring, Trading Strategies and Business Valuation

in second year of the MBA Programme at IIM Calcutta. He also teaches Empirical Finance and Corporate Finance in the PhD programme. Prof. Banerjee was the founder-coordinator of the Financial Research and Trading Laboratory of IIM Calcutta. He was instrumental in starting the International Finance Conference in 2009 at IIM Calcutta. The conference is now rechristened as India Finance Conference and is organized jointly by IIM Calcutta, IIM Bangalore and IIM Ahmedabad. His current areas of research include high frequency finance and sentiment analysis. Prof. Banerjee studies the behaviour of algorithmic traders in intraday market. He is particularly interested in the role of proprietary algorithmic traders in supporting market quality. In sentiment analysis domain, he uses text from corporate filings and electronic media to estimate default probability of corporate borrowers. He is presently working on directional prediction of inflation using news. Prof. Banerjee serves as an independent director on the Boards of companies in the financial and technology sectors.

Except Prof. Banerjee, who is interested in his appointment, no other Director of the Company or Key Managerial Personnel or their relatives is/are concerned or interested financially or otherwise in the said appointment.

The Board recommends the resolution set out in item No. 4 for the approval of the members.

Details of Directors seeking appointment/re-appointment at the ensuing 32nd Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standards-2 issued by the Institute of the Company Secretaries of India :

Name of Director	Ms. Vandana Yadav	Mr. Vijay Dewan
DIN	02202329	00051164
Date of Birth	10.02.1972	18.08.1959
Date of Appointment:	26.07.2019	12.02.2021
Expertise in specific functional areas:	<p>Ms. Yadav, IAS is serving as the Secretary, Department of Industries, Commerce & Enterprise, Govt of West Bengal.</p> <p>Ms. Yadav is also the Managing Director of West Bengal Industrial Development Corporation Ltd and Chairperson of Greater Calcutta Gas Supply Corporation Ltd.</p> <p>Her area of expertise include management & administration.</p>	<p>Mr. Dewan is the Managing Director of Apeejay Surrendra Park Hotels Ltd.</p> <p>Mr. Dewan has over 30 years of experience in the hospitality industry.</p> <p>Mr. Dewan is the present Chairman of CII Eastern Region Council for the year 2021 – 22 and is an Executive Committee Member of Federation of Hotel & Restaurant Association of India. He is also a member of Sector Committee: Hospitality & Tourism and the Business of Entertainment, Government of West Bengal, Commerce & Industries Department.</p>
Qualifications	Masters in International Relations, M.SC in Public Policy and Management from Kings College, London.	Master's degree in Hotel Management.
List of other Listed Companies in which Directorships held:	Nil	Nil
Memberships / Chairmanships of Committees of Directors of the Company	Nil	Nil
Memberships/ Chairmanships of Committees of Directors of other Companies	<p style="text-align: center;">Audit Committee (Member)</p> <p>1. Haldia Petrochemicals Ltd. 2. West Bengal Industrial Development Corporation Ltd.</p> <p style="text-align: center;">Nomination & Remuneration Committee (Member)</p> <p>1. Haldia Petrochemicals Ltd. 2. West Bengal Industrial Development Corporation Ltd.</p> <p style="text-align: center;">Corporate Social Responsibility Committee (Member)</p> <p>1. Haldia Petrochemicals Ltd. 2. West Bengal Industrial Development Corporation Ltd.</p>	<p style="text-align: center;">Audit & Risk Committee (Member)</p> <p>1. Apeejay Surrendra Park Hotels Limited</p> <p style="text-align: center;">Stakeholders Relationship Committee (Member)</p> <p>1. Apeejay Surrendra Park Hotels Limited</p>
Shareholding of Non-Executive Directors	Nil	Nil
Disclosure of relationship between directors inter-se	NA	NA

Name of Director		Prof. Ashok Banerjee	
DIN	06884670		
Date of Birth	23.07.1965		
Date of Appointment:	12.02.2021		
Expertise in specific functional areas:	Prof. Banerjee joined the Indian Institute of Management, Calcutta (IIM-C) as Professor (Finance and Control) in August 2004. Prior to joining IIM-C, he was a professor at IIM-Lucknow. He was the Dean (New Initiatives and external Relations) of IIM Calcutta during 2012-2015.		
Qualifications	Postgraduate in Commerce from University of Calcutta, a qualified Chartered Accountant and a PhD.		
List of other Listed Companies in which Directorships held:	Nil		
Memberships / Chairmanships of Committees of Directors of the Company	Nil		
Memberships/ Chairmanships of Committees of Directors of other Companies	Membership Selection Committee(Member) I. Calcutta Stock Exchange Limited Audit Committee (Member) I. Calcutta Stock Exchange Limited. Nomination & Remuneration & HR Committee (Member) I. Calcutta Stock Exchange Limited Investor Grievance Redressal Committee(Member) I. Calcutta Stock Exchange Limited Regulatory Oversight Committee(Member) I. Calcutta Stock Exchange Limited Defaulters' Committee(Member) I. Calcutta Stock Exchange Limited Public Interest Directors' Committee (Member) I. Calcutta Stock Exchange Limited Legal Committee (Member) I. Calcutta Stock Exchange Limited	Premises Committee (Member) I. Calcutta Stock Exchange Limited Sub-Committee for Monitoring Compliance of Suggestions given in SEBI Inspection Report (Member) I. Calcutta Stock Exchange Limited Investor Services Committee(Member) I. Calcutta Stock Exchange Limited Ethics Committee(Member) I. Calcutta Stock Exchange Limited Stock Exchange Investors' Protection Fund (Chairman) I. Calcutta Stock Exchange Limited. Audit Committee (Chairman) I. Bandhan Financial Holdings Limited Audit Committee (Member) I. Fujisoft Vara Private Limited	
Shareholding of Non-Executive Directors	Nil		
Disclosure of relationship between directors inter-se	NA		

Registered Office:

'Jheel Meel'
Sector IV, Salt Lake City
Kolkata – 700 106

Date: 13.08.2021

By Order of the Board
NICCO PARKS & RESORTS LIMITED

S/d
Rahul Mitra
President & Company Secretary
ICSI Membership No:- 20714