



Nicco Parks & Resorts Limited

CIN: L92419WB1989PLC046487,

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

Tel: (033) 6628-5528/18, Fax: (033) 23572116, Website: www.niccoparks.com, E-mail: niccopark@niccoparks.com

Notice of the 31st Annual General Meeting to the Members

NOTICE is hereby given that the 31st Annual General Meeting of the Members of **NICCO PARKS & RESORTS LIMITED** will be held on Thursday, the 24th day of December, 2020 at 2:30 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, 2020, (both standalone & consolidated basis) together with the Reports of Auditors & the Board of Directors thereon.
2. To confirm the payment of Interim Dividend @ 60% (Re. 0.60 paisa on an Equity Share of par value of Re.1/- each) already paid during the year for the Financial Year 2019-2020.
3. To appoint a Director in place of Ms. Vandana Yadav (DIN: 02202329), who retires by rotation, and is eligible for re-appointment.

SPECIAL BUSINESS

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

Appointment of Ms. Nandini Chakravorty 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, Ms. Nandini Chakravorty, IAS (DIN:01281290), Nominated by the Government of West Bengal, Department of Tourism, who was appointed as an Additional Director of the Company at the Board meeting held on 12.02.2020 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director of the Company under section 160 of the Companies Act, 2013, be and is hereby appointed as a Director, liable to retire by rotation and designated as Chairperson of the Company."

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

Appointment of Mr. Kaushik Bhattacharya 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, Mr. Kaushik Bhattacharya, IAS (DIN:08696374) Nominated by West Bengal Tourism Development Corporation Limited, who was appointed as an Additional Director of the Company at the Board meeting held on 12.02.2020 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of 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".

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

Appointment of Ms. Nayantara Palchoudhuri, as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 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"), Ms. Nayantara Palchoudhuri, (DIN: 00581440) who was appointed as an Additional Director (Independent) of the Company at the Board meeting held on 12.02.2020 and who has submitted a declaration confirming that she 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, along with a declaration of compliance of sub-rule (1) and sub-rule (2) of Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, 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 her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company and Ms. Palchoudhuri, (DIN: 00581440) shall hold office for a term of five consecutive years, commencing from February 12, 2020."

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

Appointment of Ms. Swati Gautam 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, Ms. Swati Gautam, (DIN:- 00948430, Nominated by Nicco Corporation Ltd-in Liquidation, who was appointed as an Additional Director of the Company at the Board meeting held on 30.07.2020 be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

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

Appointment of Ms. Banusri Velpandian 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, Ms. Bansuri Velpandian, (DIN:-06692567), Nominated by Nicco Corporation Ltd-in Liquidation, who was appointed as an Additional Director of the Company at the Board meeting held on 11.11.2020 be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

9. To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

Re-Appointment of Mr. Deepak Premnarayen, as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 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 SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (“Listing Regulations”), Mr. Deepak Premnarayen (DIN:-00154746), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Non-Executive Independent Director of the Company to hold office for a second term of five consecutive years with effect from August 10, 2021 upto August 9, 2026.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018 and the applicable provisions of the Companies Act, 2013, if any, Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for the continuation of Mr. Deepak Premnarayen (DIN:-00154746) as a Non-Executive Independent Director of the Company consequent to Mr. Premnarayen attaining the age of 75 years during the currency of his tenure as a Non-Executive Independent Director of the Company.”

Registered Office:

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

Date: 01.12.2020

By Order of the Board
NICCO PARKS & RESORTS LIMITED

S/d
Rahul Mitra
President & Company Secretary
ICSI MembershipNo:-20714

NOTES:

1. General instruction for accessing and participating in the 31st AGM through Video Conferencing (VC)/ Other Audio Visual Means (OVAM) facility :-

In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to ‘Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)’ read with General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 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’ pandemic (collectively referred to as ‘MCA Circulars’) and SEBI vide its circular 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’ (‘SEBI Circular’) 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 provisions of the Companies Act, 2013 (‘Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Thursday, 24th day of December, 2020 at 2:30 p.m (IST). The deemed venue for the 31st 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-first Annual General Meeting (AGM) through VC/OAVM mode on and from 2:00 pm 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 2.00 p.m. IST and may be closed at 2:45 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 22nd December, 2020.
 - (iv) Members who would like to ask questions during the Thirty-first 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 22nd December, 2020
 - (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. The Company has also availed general relaxation granted for convening AGM upto December 31, 2020 by Registrar of Companies (ROC), West Bengal, Ministry of Corporate Affairs vide office order No. ROC/WB/Admn/2020/2717, dated 8th September, 2020.
 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. 4 to 9 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) pvs17@rediffmail.com or c) evoting@nsdl.co.in d) shawmanoj2003@outlook.com.
 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 Friday the 18th day of December, 2020 to Thursday the 24th day of December, 2020 (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	Financial Year	Date of Transfer to Unpaid Dividend Account	Due Date for Transfer to IEPF
06.08.2013	2012-13	12.09.2013	12.09.2020
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	2016-17	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 has transferred the Unclaimed amount lying in respect of Final Dividend declared for the F.Y 2012-2013 to IEPF.
- 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. 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/financials/#collapse> Four 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 Director retiring by rotation and eligible for 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**.
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 / saswata.s@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 31st AGM and the Annual Report of the Company for the financial year ended 31st March, 2020 including therein the Audited Financial Statements for the year 2019-2020, 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 31st AGM of the Company along with the Annual Report for the 2019-2020 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 31st 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, Bombay Stock Exchange (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 2019-20 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 (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 31st AGM.
21. Electronic copies of all the documents referred to in the accompanying Notice of the 31st 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. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated March 27, 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) after April 1, 2019 can do so only after the shares are dematerialized. In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018
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 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 31st 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). The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

1. The remote e-voting period commences on Monday, the 21st day of December, 2020 from 9:00 a.m and ends on Wednesday, the 23rd day of December, 2020 at 5:00pm. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th December, 2020, 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:

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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system

Details as on Step 1 are mentioned below :-

1. Open the web browser by typing the 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 ‘Shareholders’ section.
3. A new screen will open and enter your User Id, Password and also 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:
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- | | |
|--|---|
| 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
For 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 101456 then user ID is 101456001*** |

5. Your password details 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 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. niccoparks.pdf file. Open the niccoparks.pdf file. The password to open the niccoparks.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 niccoparks.pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

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.
 - 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.

Details on step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. Click on remote e-voting: “Active Voting Cycles”.
 - (a) Select “EVEN” of Nicco Parks & Resorts Limited.
 - (b) Now you are ready for remote e-voting as “Cast Vote” page opens.
 - (c) 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 thereafter click on icon “Submit” and also “Confirm” when prompted.
 - (d) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (e) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - (f) Once you have confirmed after voting on the Resolution, you will not be allowed to modify your vote.

B. 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 DPID/CLID (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 proving the details mentioned in Point (1) or (2) as the case may be.

C. 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 31st 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.

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) pvs17@rediffmail.com (C.P. No:-2077, Membership No:- 4585) c) shawmanoj2003@outlook.com, (C.P. No:-4194, Membership No:- 5517) 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 222 990

- 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.: 1800-222-990.

- 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., 17th December, 2020 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.: 1800-222-990.

- 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. 17th December, 2020 shall only be entitled to avail the facility of remote e-voting or 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 17th December, 2020. 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, Membership No:- 4585) & Mr. Manoj Prasad Shaw (C.P. No:-4194, Membership No:- 5517), Practicing Company Secretaries, as the Scrutinizer for conducting the entire polling process (including remote e-voting) in a fair and transparent manner.
- VI. During the 31st AGM of the Company, the Chairperson shall, after response to the questions raised by the Members in advance or as a speaker at the 31st AGM, formally propose to the Members participating through VC/OAVM facility to vote on the Resolutions as set out in the Notice of the 31st 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 31st AGM of the Company.
- VII. The Scrutinizers shall, after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. Pursuant to

Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results are also to be forwarded to the Stock exchanges, where the shares of the Company are listed, within 48 hours of the conclusion of the AGM, in the prescribed format.

- VIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company <https://niccoparks.com/financials/#collapseFour> and on the website of NSDL immediately after the declaration of result by the Chairperson or a person authorized by him in writing.

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

ITEM NO. – 4 & 5

The Company was in receipt of a letter -WBIDC /CA/NPR / NOD /2019 /01/ 2003, dated 09.01.2020 from the West Bengal Industrial Development Corporation, 23, Abanindranath Thakur Sarani, Kolkata-700017 intimating the nomination of Ms. Nandini Chakravorty, IAS (DIN: 01281290), Principal Secretary, Tourism Department, in place of outgoing Mr. Atri Bhattacharya, IAS on the Board of Directors of the Company and Mr. Kaushik Bhattacharya, IAS (DIN:08696374), Managing Director, West Bengal Tourism Development Corporation Ltd., in place of outgoing Mr. Tanmay Chakrabarty, IAS on the Board of Directors of the Company.

Ms. Nandini Chakravorty, IAS is presently posted as Principal Secretary, Tourism Department, Government of West Bengal. Mr. Kaushik Bhattacharya, IAS is presently the Managing Director of West Bengal Tourism Development Corporation Limited.

On the recommendations of the Nomination & Remuneration Committee (NRC), the Board of Directors of the Company appointed Ms. Nandini Chakravorty, IAS, Principal Secretary, Tourism Department, Nominated by Government of West Bengal, Department of Tourism, as an Additional Director on the Board of the Company with effect from 12th February, 2020 and also designated Ms. Chakravorty as the Chairperson of the Company in place of outgoing Mr. Atri Bhattacharya. At the aforesaid meeting the Board on the recommendations of the Nomination & Remuneration Committee also appointed Mr. Kaushik Bhattacharya, IAS, Managing Director, West Bengal Tourism Development Corporation Ltd, Nominated by Government of West Bengal, as an Additional Director on the Board of the Company with effect from 12th February 2020, in place of outgoing Mr. Tanmay Chakrabarty.

Both, Ms. Chakravorty & Mr. Bhattacharya will hold their respective offices as Directors upto the date of this Annual General Meeting. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member of the Company signifying his intention to propose the appointment of Ms. Chakravorty & Mr. Bhattacharya as Directors at the 31st Annual General Meeting. Both, Ms. Chakravorty & Mr. Bhattacharya, if elected, will be liable to retire by rotation.

The Company has received from Ms. Chakravorty & Mr. Bhattacharya– (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 they are not disqualified under section 164(2) of the Companies Act, 2013 and (iii) a notice of declaration of their respective interest /concern in Form MBP-1 as provided in Section 184(1) of the Companies Act, 2013 (iv) Declaration to the effect that neither Directors are 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.

The Board is of the opinion that the association of Ms. Chakravorty & Mr. Bhattacharya would be of immense benefit to the company and recommends their respective resolutions for approval.

Except Ms. Chakravorty, who is interested in her 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.

Except Mr. Bhattacharya, 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 & 5 for the approval of the members.

ITEM NO. – 6

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Nayantara Palchoudhuri, (DIN: 00581440) as an Additional Director (Independent) on February 12, 2020. The Company has also received declarations from Ms. Palchoudhuri, that she meets the criteria of independence as prescribed under Section 149 of the Act and the LODR Regulations. In the opinion of the Board, Ms. Palchoudhuri, 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 Ms. Palchoudhuri in compliance with Rule 6 Sub Rule 3 of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, which has come into force with effect from 1st December, 2019 as amended from time to time. Ms. Palchoudhuri, is not disqualified from being appointed as Director in terms of Section 164 of the Act and has consented to act as an 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 Ms. Palchoudhuri, as an Independent Director with effect from February 12, 2020 for a period of 5 consecutive years is now being placed before the Members for their approval. In the opinion of the Board, she 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 her judgement and she 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.

Ms. Nayantara Palchoudhuri, aged 58 years, Industrialist, an eminent Citizen is a fourth generation Tea Planter with more than 20 years of experience in the successful operations and management of tea estates in North Bengal. She completed B.A. (Hons) in Political Science from University of Jadavpur with a First Class First and was

awarded the University Gold Medal and the National Scholarship; an M.A. In Development Studies from School of Oriental and African Studies (SOAS, University of London) and M. Phil (Research Degree) from the London School of Economics & Political Science where she was awarded the prestigious Metcalfe Scholarship. She is presently serving as the Honorary Consul of Norway in the Eastern Region looking after their trade development and consular matters.

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

Except Ms. Palchoudhuri, who is interested in her 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.6 for the approval of the members.

ITEM NO. –7

The Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT"), in the matter of NICCO Corporation Ltd. (in Liquidation), in an application filed by the Liquidator being C.A.(IB)No.669/KB/2019 in C.P.(IB)No.03/KB/2017, vide its order dated 18th December, 2019, held that the Liquidator has the power to nominate directors and that NPRL is bound to act upon the proposal for replacement of the existing directors nominated by the Corporate Debtor, NICCO Corporation Ltd.

The Company challenged the impugned order of NCLT, Kolkata Bench before the Hon'ble National Company Law Appellate Tribunal, New Delhi ("NCLAT") in Company Appeal (AT) (INS) No.224 of 2020. Similar appeals were also filed by Mr. Rajive Kaul & Ms. Pallavi Priyadarshini Kaul. Vide a composite order dated 22nd March, 2020 in Company Appeal (AT) (INS) No.224 of 2020, Company Appeal (AT) (INS) No. 44 of 2020 and Company Appeal (AT) (INS) No.1518 of 2019, the Hon'ble NCLAT dismissed the three appeals and held that the Liquidator is entitled to nominate the 'Directors' and the Appellant 'Nicco Parks and Resorts Ltd.' (in Company Appeal(AT)(Ins) No. 224 of 2020/Respondent No.5 in C.A(1B) 669/KB/2019 is enjoined to act upon the replacement proposal of 'Corporate Debtor' (NICCO Corporation Ltd.).

Consequently, the Company appealed against the NCLAT order dated 22nd March, 2020 before the Hon'ble Supreme Court of India. However, the Hon'ble Supreme Court of India dismissed the civil appeal on 21st July, 2020.

Thereafter, Mr. Rajive Kaul & Ms. Pallavi Kaul tendered their resignations to the Board w.e.f 22nd July, 2020. The Liquidator nominated Ms. Mamta Binani (DIN:00462925) and Ms. Swati Gautam (DIN: 00948430) to replace the outgoing Directors.

On the recommendations of the Nomination & Remuneration Committee (NRC), the Board of Directors of the Company appointed Ms. Swati Gautam as Non-executive Director (Additional) of Nicco Corporation Ltd-in Liquidation, on the Board of the Company with effect from 30th July 2020. Ms. Gautam will hold her office upto the date of this Annual General Meeting. Ms. Gautam, if elected, will be liable to retire by rotation.

The Company has received from Ms. Gautam – (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 neither Directors are 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 neither Directors are 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.

Except Ms. Gautam, who is interested in her 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.7 for the approval of the members.

ITEM NO. – 8

The Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT"), in the matter of NICCO Corporation Ltd. (in Liquidation), in an application filed by the Liquidator being C.A. (IB) No. 669/KB/2019 in C.P. (IB) No. 03/KB/2017, vide its order dated 18th December, 2019, held that the Liquidator has the power to nominate directors and that NPRL is bound to act upon the proposal for replacement of the existing directors nominated by the Corporate Debtor, NICCO Corporation Ltd.

The Company challenged the impugned order of NCLT, Kolkata Bench before the Hon'ble National Company Law Appellate Tribunal, New Delhi ("NCLAT") in Company Appeal (AT) (INS) No.224 of 2020. Similar appeals were also filed by Mr. Rajive Kaul & Ms. Pallavi Priyadarshini Kaul. Vide a composite order dated 22nd March, 2020 in Company Appeal (AT) (INS) No.224 of 2020, Company Appeal (AT) (INS) No. 44 of 2020 and Company Appeal (AT) (INS) No.1518 of 2019, the Hon'ble NCLAT dismissed the three appeals and held that the Liquidator is entitled to nominate the 'Directors' and the Appellant 'Nicco Park and Resorts Ltd.' (in Company Appeal(AT)(Ins) No. 224 of 2020/Respondent No.5 in C.A(IB) 669/KB/2019 is enjoined to act upon the replacement proposal of 'Corporate Debtor' (NICCO Corporation Ltd.).

Consequently, the Company appealed against the NCLAT order dated 22nd March, 2020 before the Hon'ble Supreme Court of India. However, the Hon'ble Supreme Court of India dismissed the civil appeal on 21st July, 2020.

Thereafter, Mr. Rajive Kaul & Ms. Pallavi Kaul tendered their resignations to the Board w.e.f 22nd July, 2020. The Liquidator nominated Ms. Mamta Binani (DIN: 00462925) and Ms. Swati Gautam (DIN: 00948430) to replace the outgoing Directors. Subsequently, vide email communication dated 17th October, 2020 the Liquidator of Nicco Corporation (in Liquidation) withdrew the nomination of Ms. Mamta Binani(DIN:00462925) and nominated Ms. Banusri Velpandian (DIN:06692567) in place of the outgoing Ms. Mamta Binani.

On the recommendations of the Nomination & Remuneration

Committee (NRC), the Board of Directors of the Company appointed Ms. Banusri Velpandian as Non-executive Director (Additional) of Nicco Corporation Ltd-(in Liquidation), on the Board of the Company with effect from 11th November, 2020. Ms. Velpandian will hold her office upto the date of this Annual General Meeting. Ms. Velpandian, if elected, will be liable to retire by rotation.

The Company has received from Ms.Velpandian– (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 neither Directors are 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 neither Directors are 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.

Except Ms. Velpandian, who is interested in her 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. 8 for the approval of the members.

ITEM NO:–9

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with SEBI (Listing Obligations & Disclosure Requirements), Regulation 2015, at the 28th Annual General Meeting, Mr. Deepak Premnarayan was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f 10th August, 2016. Mr. Deepak Premnarayan will complete his initial term as Independent Director on 9th August, 2021.

Mr. Premnarayan, has rich experience of over 40 years in general management, marketing & in the field of finance. His diverse experience and global association and networking skills will be beneficial to the company. Mr. Premnarayan is also a member of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of Nicco Parks & Resorts Limited.

Mr. Premnarayan is set to complete his first term as Non-Executive Independent Director on August 9, 2021. On the recommendations of the Nomination and Remuneration Committee the Board of Directors of the company at its meeting held on 11.11.2020, re-appointed Mr. Premnarayan as a Non-Executive Independent Director of the company for a second term of 5(Five) years,w.e.f 10th August, 2021 upto 9th August, 2026, subject to approval of Members at the ensuing Annual General Meeting.

Mr. Premnarayan will attain the age of 75 years during his present term as Non-Executive Independent Director, consequently, in compliance with the provisions of Regulation 17(1A) of the SEBI (Listing Obligations & disclosure Requirements) Regulations, 2015 (as amended from time to time), the resolution set out in agenda No: 9 is proposed as Special Resolution.

The Company has also received declarations from Mr. Premnarayen, 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. Premnarayen, 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. Premnarayen in compliance with Rule 6 Sub Rule 3 of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, which has come into force with effect from 1st December, 2019 as amended from time to time. Mr. Premnarayen, 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.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in this items of the Notice for the re-appointment of Mr. Premnarayen as an Independent Director of the Company.

Mr. Premnarayen, being appointee Director are interested in this resolution in relation to reappointment as Independent Director. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 9. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the resolution set out in item No.9 for the approval of the members.

In view of the unprecedented situation posed due to the outbreak of COVID-19 pandemic and the general relaxation granted for convening AGM upto December 31, 2020 by Registrar of Companies (ROC), West Bengal, Ministry of Corporate Affairs (MCA), vide Office Order No. ROC/WB/Admn/2020/2717, dated 8th September, 2020, it was decided to postpone the 31st AGM, scheduled to be held on Wednesday, 30th day of September, 2020.

Subsequent to the issue of the earlier Notice of AGM dated 28.08.2020, there has been changes in the Directorship of the company and accordingly the changes have been duly incorporated in the revised Notice of AGM dated 01.12.2020 and is being circulated to the Members of the company. The Directors Report alongwith Annexures as approved by the Board of Directors of the company dated 28.08.2020 is to be read in conjunction with revised Notice of 31st AGM dated 01.12.2020.

Details of Directors seeking appointment/re-appointment at the ensuing 31st Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Ms. Vandana Yadav	Ms. Nandini Chakravorty	Mr. Kaushik Bhattacharya
DIN	02202329	01281290	08696374
Date of Birth	10.02.1972	10.06.1969	19.07.1982
Date of Appointment:	26.07.2019	12.02.2020	12.02.2020
Expertise in specific functional areas:	Management & Administration, IAS Managing Director, West Bengal Industrial Development Corporation Ltd	IAS, Principal Secretary, Tourism Department	IAS, Managing Director, West Bengal Tourism Development Corporation Ltd
Qualifications	Masters in International Relations, M.SC in Public Policy and Management from Kings College, London.	IAS	IAS
List of other Listed Companies in which Directorships held:	Nil	Nil	Nil
Memberships / Chairmanships of Committees of Directors of the Company	Nil	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>	Nil	Nil
Shareholding of Non-Executive Directors	Nil	Nil	Nil
Disclosure of relationship between directors inter-se	NA	NA	NA

Name of Director	Ms. Nayantara Palchoudhuri	Ms. Banusri Velpandian	Ms. Swati Gautam	Mr. Deepak Premnarayan
DIN	00581440	06692567	00948430	00154746
Date of Birth	24.06.1962	10.08.1975	22.01.1970	20.12.1945
Date of Appointment:	12.02.2020	11.11.2020	30.07.2020	10.08.2016
Expertise in specific functional areas:	Ms. Nayantara Palchoudhuri, aged 58 years, industrialist, an eminent Citizen is a fourth generation Tea Planter with more than 20 years of experience In the successful operations and management of tea estates in North Bengal. She completed B.A. (Hons) In Political Science from University of Jadavpur with a First Class First and was awarded the University Gold Medal and the National Scholarship; an M.A. In Development Studies from School of Oriental and African Studies (SOAS, University of London) and M. Phil (Research Degree) from the London School of Economics & Political Science where she was awarded the prestigious Metcalfe Scholarship. She is presently serving as the Honorary Consul of Norway in the Eastern Region looking after their trade development and consular matters.	Professional	Entrepreneur	Mr. Deepak Premnarayan is the Executive Chairman and founder of ICS Group, an asset management, financial services, real estate and hospitality conglomerate headquartered in Mumbai and involved in executing projects across India and Africa. Mr. Premnarayan is the Chair of the World Bank - Private Sector Advisory Council (India), Chair of the United Nations' Women - Business Sector Advisory Council (India) which focusses on best practices in Women Empowerment Principles (WEP) and Gender Equality, he has led CII's business delegations to Norway, Libya and Sweden in 2014 and to South Africa in 2015. Convenor of the India-South Africa CEOs Forum. Committee member of All India Management Association (AIMA). Managing Committee Member of IMC Chamber of Commerce and Industry. Mr. Premnarayan is the founder and Chairman of MiracleFeet India. MiracleFeet India is supported by Hero Corporate Services, Bajaj Foundation, Tata International, JSW Foundation, amongst others. Mr. Premnarayan was conferred the 'Indian Business Leader of the Year' award by 'Horusis Global India Business Meet' at Liverpool, UK.
Qualifications	B.A. (Hons), M.A. in Development Studies from School of Oriental and African Studies (SOAS, University of London) and M. Phil (Research Degree) from the London School of Economics.	Doctor of philosophy (phD), Masters of Law.	Post Graduate in Broadcasting University of Sheffield, UK	B.A. Economics (H)
List of other Listed Companies in which Directorships held:	1. Rossell India Limited (Independent Director) 2. Tide Water Oil Co India Ltd. (Independent Director) 3. Ludlow Jute & Specialities Ltd. (Independent Director) 4. Vesuvius India Ltd. (Independent Director) 5. Titagarh Wagons Ltd. (Independent Director)	Nil	Nil	Nil

Name of Director	Ms. Nayantara Palchoudhuri	Ms. Banusri Velpandian	Ms. Swati Gautam	Mr. Deepak Premnarayan
Memberships / Chairmanships of Committees of Directors of the Company	Member of:- Corporate Social Responsibility Committee	Nil	Nil	Member of:- 1) Audit Committee 2) Nomination & Remuneration Committee 3) Stakeholders Relationship Committee
Disclosure of relationship between directors inter-se	NA	NA	NA	NA
Memberships/ Chairmanships of Committees of Directors of other Companies	Audit Committee (Member) 1. Rossell India Limited. 2. Amba Coke Ltd 3. Ludlow Jute & Specialities Ltd 4. Vesuvius India Ltd 5. JSW Bengal Steel Ltd. Nomination & Remuneration Committee (Member) 1. Amba Coke Ltd 2. Vesuvius India Ltd 3. JSW Bengal Steel Ltd. Stakeholders Relationship Committee (Member) 1. Rossell India Limited. 2. Vesuvius India Ltd 3. Ludlow Jute & Specialities Ltd Corporate Social Responsibility Committee (Member) 1. Vesuvius India Ltd 2. Ludlow Jute & Specialities Ltd 3. Amba Coke Ltd Risk Management Committee (Member) 1. Vesuvius India Ltd Nomination & Remuneration Committee (Chairperson) 1. Rossell India Limited Corporate Social Responsibility Committee (Chairperson) 1. Tide Water Oil Co India Ltd	Nil	Nil	Chairman – Audit Committee:- 1. Tata International Limited 2. Tata Africa Holdings (SA) (Pty) Ltd (South Africa) Member - NRC 1. Tata International Limited Member – CSR Committee 1. Tata International Limited Chairman – Risk Management Committee 1. Tata International Limited Member – Committee of Directors 1. Tata International Limited
Shareholding of Non-Executive Directors	Nil	Nil	Nil	Nil
Disclosure of relationship between directors inter-se	NA	NA	NA	NA

Registered Office:

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

Date: 01.12.2020

By Order of the Board
NICCO PARKS & RESORTS LIMITED

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