



**NICCO PARKS &
RESORTS LIMITED**
JHEEL MEEL, SECTOR IV, SALT LAKE CITY
KOLKATA - 700 106

PHONE : 6628-5549 / 6628-5509
FAX NO. : (91) 33 2357-2116
E-mail : niccopark@niccoparks.com
Web : www.niccoparks.com
CIN : L92419WB1989PLC046487

Date: February 23, 2022

SECY/P-1A-NPRL ST.EX.-QY3/21-22

The Manager
Department of Listing Compliance
Bombay Stock Exchange Ltd
1st Floor, New Trading Ring
Rotunda Bldg, P J Towers
Dalal Street, Mumbai- 400 001
[Fax Nos. 022-2272 3121/2037/2041/2061]
(Scrip/Company Code: 526721/Niccopar)

The Manager
Listing Department
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata 700 001
[Fax Nos. (033) 2210 4500 / 4492]
(Company Code: 10024071)

Dear Sir(s),

Subject: Postal Ballot Notice of Nicco Parks & Resorts Limited

We enclose herewith a copy of the Postal Ballot Notice dated February 11, 2022, along with the Statement pursuant to Section 102 of the Companies Act, 2013 ('Notice') of Nicco Parks & Resorts Limited ('the Company') seeking approval of the Members of the Company on the following resolutions, being Ordinary Resolution(s), through Postal Ballot:

S.No.	Description of the Ordinary Resolution(s)
1.	Re-Appointment of Mr. Abhijit Dutta (DIN: 00233374) as Managing Director.
2.	Appointment of Mr. Ritendra Narayan Basu Roy Choudhury, IAS (DIN: 05119676) as a Nominee Director.

In compliance with General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs, Government of India, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, February 18, 2022 ('Cut-off date'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelopes not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting facility to its Members. The remote e-voting period commences on Friday, February 25, 2022, at 9.00 a.m. (IST) and ends on Saturday, March 26, 2021, at 5.00 p.m.(IST). The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are provided in the Notice.

Regd. Office : JHEEL MEEL, SECTOR IV, SALT LAKE CITY, KOLKATA - 700 106

Rahul Kumar



NICCO PARKS & RESORTS LIMITED

JHEEL MEEL, SECTOR IV, SALT LAKE CITY
KOLKATA - 700 106

PHONE : 6628-5549 / 6628-5509
FAX NO. : (91) 33 2357-2116
E-mail : niccopark@niccoparks.com
Web : www.niccoparks.com
CIN : L92419WB1989PLC046487

The attached Notice of Postal Ballot is also being made available on the website of the Company at <https://www.niccoparks.com> and on the website of NSDL at www.evoting.nsdl.com

This disclosure is being given pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records, please.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For **NICCO PARKS & RESORTS LIMITED**

A handwritten signature in black ink, appearing to read "Rahul Mitra".

Rahul Mitra

President- Company Secretary & Compliance Officer

Encl: As above



NICCO PARKS & RESORTS LIMITED

CIN: L92419WB1989PLC046487,

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

Tel: (033) 66285528/5518,

Website: www.niccoparks.com, E-mail: niccopark@niccoparks.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Friday, February 25, 2022, at 9.00 a.m. (IST)	Saturday, March 26, 2021, at 5.00 p.m. (IST)

Notice is hereby given to the Members of **NICCO PARKS & RESORTS LIMITED** (the '**Company**'), pursuant to Section 108 and Section 110 of the Companies Act, 2013 ('**the Act**') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('**Management Rules**') read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**SS-2**'), each as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**LODR**' hereinafter) read with Regulation 17(1C) of the LODR and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Ordinary Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means ('**remote e-voting**').

On account of the ongoing COVID-19 pandemic and in compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting.

SPECIAL BUSINESS

1. Re-Appointment of Mr. Abhjit Dutta (DIN: 00233374) as Managing Director:

To Consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION: -

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the reappointment and terms of remuneration of Mr. Abhjit Dutta (DIN - 00233374) Managing Director of the Company and designated as Managing Director and Chief Executive Officer of the Company for a period of 1 (one) year with effect from January 1, 2022 to December 31, 2022 upon the terms and conditions set out in the Explanatory Statement annexed to this Postal Ballot Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Abhjit Dutta (DIN - 00233374).”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with statutory/ regulatory authorities, with power to alter and vary the terms and conditions of the said re-appointment and settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Committee(s)/ Director(s)/ Officer(s) of the Company, to give effect to this resolution.”

2. Appointment of Mr. Ritendra Narayan Basu Roy Choudhury, IAS (DIN: 05119676) as a Nominee Director: -

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

“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. Ritendra Narayan Basu Roy Choudhury, IAS (DIN: 05119676), Nominee of West Bengal Tourism Development Corporation Limited, who was appointed as an Additional Director (Nominee) of the Company at the Board meeting held on 11.02.2022 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 Nominee Director of the Company, liable to retire by rotation”

Nicco Parks & Resorts Limited

Registered Office:

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

Date: 11.02.2022

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Postal Ballot Notice.
2. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of this Postal Ballot Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
3. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.
4. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.niccoparks.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) and The Calcutta Stock Exchange Ltd. (CSE) at www.bseindia.com and www.cse-india.com respectively and on the website of NSDL at www.evoting.nsdl.com.
5. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the date of declaration of Postal Ballot results. Members can inspect the same by writing an e-mail to the Company at rahul@niccoparks.com.
6. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
7. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, February 18, 2022 and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 10. Further, the Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, February 18, 2022, being the cut-off date are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
8. The e-voting period will commence from Friday, February 25, 2022, at 9.00 a.m. IST and end on Saturday, March 26, 2021, at 5.00 p.m. IST. The e-voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.

Electronic Dispatch of Postal Ballot Notice and Process for Registration of Email ID for obtaining copy of Postal Ballot Notice:

9. In compliance with the aforesaid MCA circulars, notice of this Postal Ballot is being sent only through electronic mode to Members whose e-mail address is registered with the Company or with the Depository Participant(s). The aforesaid Notice has been uploaded on the website of the Company i.e. www.niccoparks.com, the same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and The Calcutta Stock Exchange Ltd. (CSE) at www.cse-india.com and is also available on the website of NSDL (agency providing the remote e-Voting facility) at www.evoting.nsdl.com.
10. Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to contact our Registrar and Transfer Agent, R

& D Infotech Pvt. Ltd., 15/C, Naresh Mitra Sarani formerly Beltala Road, Kolkata - 700 026 or through email to rdinfotech@yahoo.com and investors@rdinfotech.in and update their respective email address by requisite documents. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to your registered e-mail address, upon request received from the Members.

11. Members may send their queries related to items included in the Postal Ballot Notice on the email id rahul@niccoparks.com from their registered email address, mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number & copy of PAN card. Said queries shall be appropriately replied to by the Company.

12. General Guidelines for Shareholders for Voting:

- 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. of the duly authorized signatory(ies) who are authorized to vote through remote e-voting, to the Scrutinizer by e-mail to pvsm17@rediffmail.com or rahul@niccoparks.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 take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon (5) five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 - c. In case of any queries related to e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 222 990 or send a request at evoting@nsdl.co.in.
 - d. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date Friday, February 18, 2022.
13. The Company has appointed Mr. P. V. Subramanian (C.P No. : 2077 & ACS: 4585), Practicing Company Secretary, as the Scrutinizer for conducting the entire polling process (including remote e-voting) in a fair and transparent manner.
 14. The Scrutinizer shall after the conclusion of the e-voting on Saturday, March 26, 2022, 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 scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any, and submit the report to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the e-voting of the Postal Ballot forthwith. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on Saturday, March 26, 2022, being the last day of remote e-voting.
 15. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.niccoparks.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.

Instructions for Members for Remote E-Voting areas 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: Access to NSDL e-Voting system

A) Login method for e-Voting 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.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. 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. 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 hold 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 company name or e-Voting service provider i.e. NSDL and you

	<p>will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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>

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	Members facing any technical issue in 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	Members facing any technical issue in 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 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 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 119402 then user ID is 119402001***

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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pvsm17@rediffmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders 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:

1. 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 rahul@niccoparks.com or ankit@niccoparks.com.
2. 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) to rahul@niccoparks.com or ankit@niccoparks.com. If you are an Individual

shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Nicco Parks & Resorts Limited

Registered Office:

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

Date:11.02.2022

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

Explanatory Statement as required under section 102(1) of the Companies Act, 2013.

ITEM NO. – 1

The present tenure of Mr. Abhijit Dutta as Managing Director & CEO of the Company expired on December 31, 2021. The Board of Directors, based on recommendations of the Nomination and Remuneration Committee ("NRC"), at its meeting held on December 24, 2021 re-appointed Mr. Abhijit Dutta as Managing Director & designated him as Managing Director & CEO of the Company for a further period of 1 (one) year w.e.f. 1 January, 2022 upto the close of business hours on December 31, 2022.

The re-appointment of and payment of the remuneration to Mr. Dutta will be in accordance with following terms and conditions: -

1. Basic Salary : Rs.1,80,000(One Lakh Eighty Thousand) per month.

2. Tenure

One year, effective, the First day of January, 2022 till the close of business hours on December 31, 2022.

3. Perquisites are in addition to Salary and they are restricted to the following:

i.	Residential Accommodation	Free furnished accommodation. In case no accommodation is provided by the Company, the managerial personnel shall be entitled to House Rent Allowance in lieu thereof @ 60% of salary. Value of perquisites to be calculated as per Income- tax Act, 1961.
ii.	Servant Allowance	Rs. 2,500/- per month.
iii.	Reimbursement of Gas & Electricity expenses	Actual expenses incurred on gas and electricity to be valued as per Income-tax Act, 1961.
iv.	Reimbursement of Club & Home Entertainment expenses	Upto the ceiling of Rs. 75,000/- per annum
v.	Reimbursement of Soft Furnishing expenses	Upto the ceiling of Rs. 20,000/- per annum.
vi.	Leave Travel Assistance	Upto a ceiling of Rs. 40,000/- per annum.
vii.	Medical Reimbursement for period commencing from 1 st January, 2022 to 31 st December, 2022.	Equivalent to 1 months' salary.
viii.	Personal Accident Insurance Premium	Upto Rs. 4,000/- per annum.
ix.	Car & Telephone	The Company shall provide car and telephone at residence. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls

		on telephones and use of car for private purposes shall be treated as perquisites as per Income-tax Rules.
x.	Fees to Professional Institutes	Reimbursement of the Actual fees paid.
xi.	Provident Fund / Superannuation Fund	The Company's contribution to Provident Fund and Superannuation Fund shall be in accordance with the Rules and Regulations of the Company. Such contributions to Provident Fund and Superannuation Fund shall not be included in the computation of the ceiling on remuneration to the extent that these either singly or put together, are not taxable under the Income-tax Act, 1961.
xii.	Gratuity	Gratuity in accordance with the Rules and Regulations of the Company and this will also not be included in computing limits for remuneration as aforesaid.
xiii.	Leave	Leave accumulated shall be encashable at the end of the tenure as per the Company's Rules. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on remuneration.

4. Minimum Remuneration

Notwithstanding anything contained herein above, where in any financial year, during the currency of tenure of Mr. Abhijit Dutta, Managing Director & CEO, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above, not exceeding salary limit specified in Part II (Section II) Schedule V of the Companies Act, 2013 or any amendments thereof, provided that the following perquisites will not be included in computation of the ceiling limits:

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable as per rules of the Company;
- c. Encashment of Leave at the end of the tenure.

The above remuneration is within the ceiling laid down in sections 196, 197 & 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013.

5. Notes

The above terms and conditions, of the said re-appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to Managing Director & CEO in accordance with Schedule V of the Companies Act, 2013 or any amendments made hereafter in this regard.

1. The appointment may be terminated by either party by giving the other party six months' notice or by the Company paying six months' salary in lieu thereof.
2. If at any time Mr. Abhijit Dutta ceases to be the Director of the Company for any cause whatsoever, he shall cease to be the Managing Director & CEO of the Company.

Mr. Abhijit Dutta shall not be entitled to supplement his earnings under the appointment with any buying or selling commission. He shall not also become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company, without the prior approval of the Central Government."

Particulars as required under Section II of Schedule V of the Companies Act, 2013.

I. General Information

1. Nature of Industry:

Operating Amusement Park thereby providing amusement & leisure services.

2. Date of commencement of commercial production:

The Company was incorporated in 1989 & commenced commercial operations in October, 1991.

3. Financial performance: Financial Year 2020-21 has been a challenging year for your company, due to the COVID-19 pandemic and subsequent lockdown restrictions imposed by the Government. Owing to pandemic and subsequent restrictions/lockdown imposed by the Central & State Governments, Nicco Park was closed to its visitors from March 22, 2020 - October 14, 2020. The pandemic resulted in an unprecedented, first ever loss in the 30 years of company's history.

	(Rs. Lakhs)	
Particulars	2020-21	2019-20
Total Revenue	1903.88	5662.09
Net Profit/(Loss) before tax	(552.81)	903.99
Net Profit/(Loss) after tax	(437.14)*	690.30

*After adjustment of 'deferred tax credit'

4. Foreign Investments or Collaborations, if any: There has been no foreign investment or collaborations.

II. Information about the appointee: -

PARTICULARS	MR. ABHIJIT DUTTA, MANAGING DIRECTOR & CEO
Background details	Mr. Dutta has vast professional experience of over 40 years. A first class Mechanical Engineer, Mr. Dutta has been associated with Nicco Park, for over 30 years, since its inception in 1991 and is credited with several firsts in the Industry and is regarded highly amongst his industry peers for his technical, marketing

	and managerial skills. Mr. Dutta was appointed as Managing Director & CEO on 01.01.2014.
Past remuneration	Mr. Abhijit Dutta's last drawn basic salary is Rs. 1,70,000/- per month.
Recognition or awards	Mr. Abhijit Dutta is presently the Chairman of Eastern Region of Indian Association of Amusement Park & Industries (IAAPI) and he is also on the Board of IAAPI, the apex body of the amusement park industry. Mr. Dutta is also on the Boards of Nicco Jubilee Park Ltd, Nicco Parks Leisure Projects Private Ltd & Nandan Park Ltd.
Job profile and his suitability	Mr. Abhijit Dutta has been looking after the overall affairs and operations of the Company under the guidance, supervision and control of the Board of Directors. A prolific leader, Mr. Dutta is involved in overall operation of business, strategic planning & long-term developmental activities of the Company. Nicco Parks & Resorts Limited has made enormous progress under the stewardship of Mr. Dutta, he has been instrumental in driving the business of the company on a sustainable & profitable course.
Remuneration proposed	The remuneration proposed has been adequately disclosed above.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration as proposed for Mr. Abhijit Dutta is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Dutta is entitled to the remuneration as approved by the Members. Mr. Dutta is not entitled to sitting fees. No commission is paid to Mr. Dutta. Mr. Dutta does not hold any shares in the company as on date of the Notice. Mr. Dutta is not related to any Director, KMP or any other managerial personnel of the Company.

III. Other Information

1. Reasons for loss or inadequate profits:

Owing to the COVID pandemic and subsequent lockdown restrictions imposed by the Government, Nicco Park was closed from March 22, 2020 - October 14, 2020. The pandemic resulted in the first ever loss in the 30 years of company's history. Due to complete closure of the park operations, the Company irretrievably lost the footfalls, impacting the revenue of the Company. The Company had taken various measures for reduction of costs, however, many expenses which were fixed in nature could only be reduced marginally, and consequently company posted a Net Loss Before tax of Rs. 552.81 lakhs during the financial year 2020-2021, which led to a significant depletion in the company's reserves.

2. Steps taken or proposed to be taken for improvement:

The recovery of visitor footfalls in medium to long term will be guided by easing of capacity restrictions, disciplined practices of people, ability of local health authorities to contain the virus within small pockets, control over new strains of the virus and production, distribution and administration of vaccines. Our priority is to get our visitors back to the park and incentivising their efforts with promotional schemes to attract potential visitors from the city and suburbs. Our focus is on digital marketing to encourage footfalls and innovative campaigns to connect with our customers.

3. Expected increase in productivity and profits in measurable terms:

As restrictions on movement were relaxed, the industry saw pent-up demand emerging from a sudden urge to travel to leisure destinations, mostly resorts, wellness centers, eco-tourism destinations and homestays within drivable distances. Successive lockdowns, resulting in businesses moving to a digital, work-from-home concept, ensured that the usual business travel was drastically reduced. Some industry experts are of the opinion that during the pandemic scenario with easing of restrictions, families will tend to travel drivable distances for day-out. There is a pent-up demand since, people have been confined to their homes for over a year, and there will be a significant demand for hygienic, healthy, and active outdoor activities. Amusement parks are likely to receive sizeable number of such visitors. The following data is encouraging and save and except further closure/lockdown is imposed to contain infection, we are hopeful we will be able to regain pre-covid levels in footfall.

Particulars	(Rs. Lakhs)	
	2021-22 April – Dec [#]	2020-21 April - Dec
Total Revenue*	2229.76	722.02
Net Profit/(Loss) before tax*	226.97	(910.13)
Net Profit/(Loss) after tax*	195.10	(739.59)

*figures Standalone & Unaudited

In order to contain spread of Covid-19 infections and consequent to order of State Government, Nicco park remained closed to its visitors from

1. 28.04.21 to 17.08.21 and from 03.01.22 to 31.01.22 in FY 2021-22 &
2. 22.03.2020 to 14.10.21 in FY 2020-2021

IV. Disclosures in terms of Remuneration Package and elements of Remuneration split between salary, benefit etc. These have been adequately disclosed above.

None of the Directors and Key Managerial Personnel, except Mr. Abhijit Dutta, Managing Director & CEO of the Company or his relatives in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at item No. 1 of the Notice.

The Board recommends the resolution set out in item No. 1 for the approval of the members.

ITEM NO. – 2

The Company was intimated by West Bengal Tourism Development Corporation Ltd ('WBTDC') vide letter dated 04.02.2022 read along with Memo No: - 215-TM-15013(99)/9/2022, dated 01.02.2022 about the nomination of Mr. Ritendra Narayan Basu Roy Choudhury, (DIN:05119676) IAS, Managing Director, West Bengal Tourism Development Corporation Ltd., on the Board of Directors of the company, in place of Mr. Kaushik Bhattacharya, IAS DIN: 08696374) on the Board of Directors of the Company.

Mr. Ritendra Narayan Basu Roy Choudhury is presently the Managing Director of West Bengal Tourism Development Corporation Limited with Additional Charge as Director Tourism – Government of West Bengal. He was previously posted as Special Commissioner in the rank of Special Secretary, Health and Family Welfare Department, Government of West Bengal. On the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company appointed Mr. Ritendra Narayan Basu Roy Choudhury, IAS, (DIN:05119676) as an Additional Director (Nominee) on the Board of the Company with effect from 11th February, 2022, in place of the outgoing Nominee Director, Mr. Kaushik Bhattacharya (DIN; 08696374).

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 Mr. Basu Roy Choudhury as a Nominee Director. Mr. Basu Roy Choudhury, if elected, will be liable to retire by rotation.

The Company had received from Mr. Ritendra Narayan Basu Roy Choudhury – (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 his interest /concern in Form MBP-1 as provided in Section 184(1) of the Companies Act, 2013.

The Board is of the opinion that his association would be of immense benefit to the Company and recommends the resolution for shareholders' approval.

Excepting, Mr. Ritendra Narayan Basu Roy Choudhury, 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.

Nicco Parks & Resorts Limited

Registered Office:

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

Date:11.02.2022

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