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Company Secretary in Whole-time Practice

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Scrutinizer's Report

To,

Mr. Atri Bhattacharya, IAS,
Chairman of
30th Annual General Meeting of the shareholders of
Nicco Parks & Resorts Limited
held on Friday, the 27th September, 2019 at
'Williamson Magor Hall',
The Bengal Chamber of Commerce & Industry,
6, Netaji Subhas Road,
Kolkata-700001.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on "remote e-voting" conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended to date, and voting through ballot paper at the 30th Annual General Meeting of Nicco Parks & Resorts Limited held on Friday, September 27, 2019 at 10.30 a.m.

I, P. V. Subramanian, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Nicco Parks & Resorts Limited** ("the Company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to scrutinize voting on the Resolutions proposed at the 30th Annual General Meeting of the Company ("AGM") held on Friday, September 27, 2019 at 10.30 a.m. by electronic means ("remote e-voting") in terms of the Notice dated July 26, 2019 issued to the members.

I was also appointed as Scrutinizer to scrutinize the process of voting through physical ballot forms at the venue of the AGM held on September 27, 2019.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided facilities for voting through physical ballot forms to those shareholders present at the venue of the AGM who had not cast their votes earlier through remote e-voting facility. One empty Ballot Box was locked and sealed by me in the presence of members and proxies at the AGM venue.



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The shareholders of the Company holding shares as on the “cut-off” date of September 20, 2019 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Tuesday, September 24, 2019 at 09.00 a.m. (IST) and ended on Thursday, September, 26, 2019 at 05.00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were unblocked by me in the presence of two witnesses who were not in the employment of the Company immediately after counting the votes cast through Ballot Papers at the AGM.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system and also the votes tendered through ballot papers received at the venue of the AGM.

I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the said Resolutions.

ORDINARY BUSINESS:

Resolution 1: Ordinary Resolution:

Adoption of Audited Financial Statements of the Company for the financial year ended on 31st March, 2019 (both Standalone & Consolidated basis) together with the Reports of Auditors & the Board of Directors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
53	20430094	99.3054

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	142900	0.6946

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable



Resolution 2: Ordinary Resolution:

- (a) Confirmation of 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; &
- (b) Declaration of final Dividend @ 20% (Re. 0.20 paisa on an Equity Share of par value of Re.1/- each) on the Equity Shares of the Company for the Year ended 31st March, 2019.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
53	20430094	99.3054

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	142900	0.6946

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable

Resolution 3: Ordinary Resolution:

Re-appointment of Mr. Rajive Kaul (DIN: 00065554) as Director, who retires by rotation and is eligible for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
50	20429083	99.3005

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	143911	0.6995

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable



Resolution 4: Ordinary Resolution:

Appointment of Messrs Lodha & Co, Chartered Accountants (Firm Registration No: 301051E), as Statutory Auditors of the Company for a period of 5 consecutive years to hold office from the conclusion of the 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting and fixation of remuneration thereof.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
50	20430063	99.3052

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	142931	0.6948

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable

SPECIAL BUSINESS

Resolution 5: Ordinary Resolution:

Appointment of Mr Atri Bhattacharya, IAS, (DIN: 02433347), Chairman, as a Nominee Director, liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
50	20429084	99.3005

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	143910	0.6995

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable



Resolution 6: Ordinary Resolution:

Appointment of Ms. Vandana Yadav, IAS, (DIN: 02202329), as a Nominee Director, liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
49	20429078	99.3053

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	142916	0.6947

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable

Resolution 7: Ordinary Resolution:

Appointment of Mr. Tanay Chakrabarty, IAS, (DIN: 07944812), as a Nominee Director, liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
49	20429079	99.3005

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	143915	0.6995

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable

Resolution 8: Ordinary Resolution:

Appointment of Mr Dipankar Chatterjee (DIN: 00031256) as an Independent Director of the Company for a term upto 5 consecutive years, commencing from July 26, 2019.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
49	20428969	99.3004



(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	143925	0.6996

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable

Resolution 9: Ordinary Resolution:

Re-appointment and terms of remuneration of Mr Abhijit Dutta (DIN: 00233374) as Managing Director & Chief Executive Officer of the Company for period of 2 (two) years with effect from 1st January, 2020.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
51	20429089	99.3005

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
9	143905	0.6995

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable

Resolution 10: Special Resolution:

Re-appointment of Mr Sunil Mitra (DIN: 00113473) as an Independent Director of the Company for a second term of 5 consecutive years with effect from September 27, 2019 upto September 26, 2014.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
51	20429089	99.3005

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
9	143905	0.6995



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(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable

Resolution 11: Special Resolution:

Re-appointment of Mr Anand Chatrath, (DIN: 00234885) as an Independent Director of the Company for a second term of 5 consecutive years with effect from September 27, 2019 upto September 26, 2024.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
51	20429089	99.3005

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
9	143905	0.6995

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable

Resolution 12: Special Resolution:

Re-appointment of Mr Tapan Chaki (DIN: 00235340) as an Independent Director of the Company for a second term of 5 consecutive years with effect from September 27, 2019 upto September 26, 2024 and continuance of his office as Independent Director post attaining the age of 75 years.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
49	20429078	99.3005

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	143916	0.6995

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable



Resolution 13: Special Resolution:

Re-appointment of Mr Sujit Poddar (DIN: 00041438) as an Independent Director of the Company for a second term of 5 consecutive years with effect from September 27, 2019 upto September 26, 2024 and continuance of his office as Independent Director post attaining the age of 75 years.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
51	20429074	99.3004

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
9	143920	0.6996

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable

Based on the aforesaid results, I report that all the resolutions stand passed with requisite majority.

Place : Kolkata

Dated: September 28, 2019.



P. V. Subramanian
(P V SUBRAMANIAN)
Company Secretary in Whole-time Practice
ACS:4585/C.P.No.: 2077

Countersigned by:

For Nicco Parks & Resorts Limited

Rahul Mitra
Rahul Mitra
-President & Company Secretary
A 20714