

NICCO FINANCIAL SERVICES LIMITED  
CIN: U65993WB1985PLC038746

Regd. Office: Nicco House, 1B & 2 Hare Street, Kolkata — 700 001. India.  
Tel.: +91(033) 6628 5000 Fax: +91(033) 2230 9443, Website: [www.niccogroup.com](http://www.niccogroup.com)

**BALLOT FORM**

(To be returned to scrutinizer appointed by Company)

1. Name(s) of Member(s):  
(including joint-holders, if any)
2. Registered Folio No. /  
DPID No. / Client ID No.\*  
(\*Applicable to Members holding shares in dematerialised form)
3. No of Shares held:

I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s)/Special Resolution(s) as specified in the Notice of the Company dated 10<sup>th</sup> February, 2015, to be passed through Ballot for the business stated in the said Notice by conveying my/our assent or dissent to the said resolution in the relevant box below:

Item No.	Description	Type of resolution	I / We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Increase of Authorised Share Capital from Rs 1,00,00,000/- (Rupees one crore only) to Rs 2,00,00,000/- (two crores only) by creation of New 10,00,000 Non-Cumulative Redeemable Preference Shares of Rs 10/- each.	Ordinary		
2.	Amendment of Article 2 of Articles of Association pursuant to Section 14(1) of the Companies Act, 2013.	Special		
3.	Offer for subscription of 10,00,000-20 Year 9% Non-Cumulative Redeemable Preference Shares of Rs 10/- each on preferential basis.	Special		

Place:

Date:

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**Signature of Member / Beneficial Owner**

#E-mail:..... #Tel No.....

**NOTE:** Kindly read the instructions printed overleaf before filling the form, last date of receipt of Ballot Forms by Scrutinizer is Tuesday, the 24<sup>th</sup> March, 2015 at 6 PM.

## INSTRUCTIONS

1. Those members, who do not have access to e-voting facility provided by the Company for the EGM in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, may send their assent or dissent in writing on the Ballot Form.
2. The Company has appointed Mr P V Subramanian (CP No. 2077 & ACS:4585), Practising Company Secretary, as a Scrutinizer for conducting the entire polling process (including e-voting) in a fair and transparent manner.
3. A Member desiring to exercise his/her vote by Ballot Form should complete this Ballot form, sign and send in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer as per instruction 7 below at the address Mr. P.V. Subramanian, R&D Infotech Private Limited, 7A, Beltala Road, Kolkata - 700 026. Postage will be borne and paid by the Company.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address at which the Ballot Form is to be sent.
5. The Ballot Form should be completed and signed by the Members. In the case of joint share holding, this form should be completed and signed by the first named member. Unsigned Ballot forms will be rejected. The signature on the Ballot Form must tally with the specimen signature registered with the Company.
6. Where the Ballot Form has been signed by an Authorised Representative of a body corporate, a certified copy of the relevant authorisations to vote on the Ballot should accompany the Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Ballot Form.
7. Duly completed Ballot Form should reach the Scrutinizer not later than 6 p.m. on Tuesday, the 24<sup>th</sup> March, 2015. Any Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.
8. A Member may request for a duplicate Ballot Form, if so required. However the duly filled in duplicate Ballot Form should reach the Scrutinizer not later than the time and date specified at Item No. 7 above.
9. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Member on Tuesday, 10<sup>th</sup> February, 2015, which is the Record Date fixed for this purpose.
10. Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.

11. There will be only one Ballot Form for every folio irrespective of the member or joint Member (s).
12. The Scrutinizer's decision on the validity of a Ballot will be final and binding.
13. Incomplete, unsigned or incorrect Ballot Forms will be rejected.
14. The date of EGM will be the deemed date of passing resolution(s) through e-voting / Ballot. It may also be noted that, in terms of Section 114 of the Act, the Resolutions contained in the EGM Notice will be deemed to have been passed through the e-voting and Ballot Form unless the Poll is taken at the EGM. Accordingly, the results shall be declared in terms of Rules 20 or 21 of the Companies (Management and Administration) Rules 2014, as the case may be.
15. The right of e-voting and Ballot Form shall not be exercised by a Proxy.
16. Kindly note that members can opt for only one mode of voting i.e. either by physical ballot or through e-voting. If the members are opting for e-voting then they are advised not to vote by physical ballot or vice-versa. However, in case members cast their vote both by physical ballot and e-voting then voting done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
17. The result of the voting along with Scrutinizer's Report shall be placed on the website of the Company and on the website of NSDL within two days of passing of the Resolutions at the AGM. The results of the voting process will also displayed on the Company's website [www.niccogroup.com](http://www.niccogroup.com).



**PROXY FORM**

**Form No. MGT-11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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Name of the member (s):.....
Registered address:.....
E-mail Id:.....
Folio No/ Client Id:.....DP ID: .....

I/We, being the member (s) of .....shares of the above named Company, hereby appoint

- Name..... Address.....  
.....E-mail Id:..... Signature..... or failing him
- Name..... Address.....  
.....E-mail Id:..... Signature..... or failing him
- Name..... Address.....  
.....E-mail Id:..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Saturday, 28<sup>th</sup> March, 2015 at 2.30 PM. at the 4<sup>th</sup> Floor of the Registered Office of the Company, Nicco House, 1B & 2 Hare Street, Kolkata 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

SL NO.	ORDINARY BUSINESS	FOR	AGAINST
1.	Increase of Authorised Share Capital from Rs 1,00,00,000/- (Rupees one crore only) to Rs 2,00,00,000/- (two crores only) by creation of New 10,00,000 non-cumulative redeemable Preference Shares of Rs 10/- each.		
	<b>SPECIAL BUSINESS</b>		
2.	Amendment of Article 2 of Articles of Association pursuant to Section 14(1) of the Companies Act, 2013.		
3.	Offer for subscription of 10,00,000 20 year 9% non-cumulative redeemable preference Shares of Rs 10/- each on preferential basis.		

Affix  
revenue  
Stamp of  
Rs.1/-

Signed this                      day of                      2015.

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Signature of shareholder

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Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.