

NICCO FINANCIAL SERVICES LIMITED

NOTICE OF THE ANNUAL GENERAL MEETING TO THE MEMBERS

NOTICE is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of NICCO FINANCIAL SERVICES LIMITED will be held on Saturday, the 1<sup>st</sup> August, 2015 at 3.30 PM, at the the "Williamson Magor Hall" of The Bengal Chamber of Commerce & Industry, 6 Netaji Subhas Road, Kolkata 700 001, to transact the following business :-

**ORDINARY BUSINESS :**

1. To consider and adopt the Audited Profit & Loss Account of the Company for the year ended on 31<sup>st</sup> March, 2015, the Balance Sheet as on that date and the Directors' Report and Auditors' Report thereon.
2. a) To appoint a Director in place of Mr Prabir Chakravarti who retires by rotation and, being eligible, offers himself for re-appointment.  
b) To appoint a Director in place of Mr Shiv Siddhant Narayan Kaul who retires by rotation and, being eligible, offers himself for re-appointment.  
c) To appoint a Director in place of Mr Biswajit Sen who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s G Basu & Co, Chartered Accountants, as Statutory Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.

Registered Office:  
"Nicco House"  
2 Hare Street  
Kolkata 700 001

By Order of the Board  
NICCO FINANCIAL SERVICES LTD.

M K OGRA  
DIRECTOR

Dated, the 14<sup>th</sup> May, 2015

Notes :

**1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a Member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of total share capital of the Company.**

**2. Proxies to be effective must be lodged with the Company not less than 48 hours before the start of the Meeting.**

3. The Share Transfer Books and the Register of Members of the Company will remain closed from Tuesday, the 28<sup>th</sup> July, 2015 to Saturday, the 1<sup>st</sup> August, 2015 (both days inclusive).

4. Members are requested to bring their copies of Annual Reports and Accounts to the Meeting.

5. Members are requested to notify changes in their addresses including Pin Code, Income Tax Permanent Account Number, etc., if any, immediately to the Company.

6. Members who are holding shares in identical order of names in more than one folios are requested to send to the Company, the details of such folios together with the Share Certificates for consolidating their holdings in one folio.

The Share Certificates will be returned to the Members after making requisite changes thereon.

7. In terms with Circular No MRD / DOP / Cir-05 / 2009 dated 20<sup>th</sup> May, 2009 issued by Securities and Exchange Board of India (SEBI), it is now mandatory for the transferee of the physical shares to furnish copy of PAN Card to the Company for registration of transfer of shares. Shareholders are requested to furnish copy of PAN Card at the time of transferring physical shares.

8. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company.

9. Pursuant to the amalgamation of Furmanite Nicco Financial Services Ltd. (FNFSL) and Nicco Helifusion Ltd. (NHL) with Nicco Financial Services Ltd. (NFSL), Members of erstwhile FNFSL and NHL are requested to surrender their Share Certificate(s) of FNFSL and NHL for exchange at the Company's Registered Office at Nicco House, 2 Hare Street, Kolkata 700 001, to enable us to exchange the same with the Share Certificate(s) of Nicco Financial Services Ltd. and to forward fresh Share Certificate(s) to the respective shareholders by Registered Post.

10. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of Notice/Documents including Annual Report can be sent by e-mail to its members. Therefore, members who have not registered their e-mail addresses, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold Shares in physical form are requested to register their e-mail ids with the Registrar and Share Transfer Agents.

11. In terms of Circular No. CIR / CFD / DIL / 7 / 2011 dated 5<sup>th</sup> October, 2011 and in line with the Green Initiative of Ministry of Corporate Affairs vide their Circular dated 29<sup>th</sup> April, 2011, the abridged Balance Sheet of the Company for the year ended on 31<sup>st</sup> March, 2015, will be circulated to the Members of the Company.

Shareholders will be entitled to be furnished, free of cost, with a copy of the Balance Sheet of the Company and all other documents required by law to be attached thereto including the Statement of Profit & Loss and Auditors' Report, upon receipt of the requisition from the Shareholders, any time, as a Member of the Company. The physical copies of the Annual Report will also be available at the Company's Registered Office in Kolkata for inspection during 3.00 PM to 4.00 PM on any working day upto 29<sup>th</sup> July, 2015.

12. The Notice of the 30<sup>th</sup> AGM and instruction for e-voting along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all the Members whose e-mail address registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report 2015, are being sent by permitted mode.

## **Annexure A to the notice**

### **Instructions for the voting through electronic means**

- I. In compliance with 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 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing 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).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 29<sup>th</sup> July, 2015 (9:00 am) and ends on 31<sup>st</sup> July, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27<sup>th</sup> July, 2015, 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.

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

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company]:

- (i) Open email and open PDF file viz: "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch Internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "NICCO FINANCIAL SERVICES LIMITED".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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 duty authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [rdinfotec@yahoo.com](mailto:rdinfotec@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<b>EVEN (Remote e-voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>
--	----------------	---------------------

(ii) Please follow all steps from SI. No. (ii) to SI. No. (xii) above, to cast vote.

VI. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. 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 27<sup>th</sup> July, 2015.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 27<sup>th</sup> July, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA. 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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

XI. 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 only shall be entitled to avail the facility of remote e-voting / voting at the AGM through ballot paper.

XII. Mr P V Subramanian, Company Secretary in Wholetime Practice (CP NO. 2077, ACS NO. 4585) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" / "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIV. The Scrutinizer shall after the conclusion of voting at the 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 three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.niccogroup.com](http://www.niccogroup.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

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) as specified in the Notice of the Company dated 14<sup>th</sup> May, 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.	Adoption of Balance Sheet, Statement of Profit/Loss, Report of the Board of Directors and auditors for the Financial Year ended on 31 <sup>st</sup> March, 2015.	Ordinary		
2. (a)	Appointment of Director in place of Mr Prabir Chakravarti, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary		
(b)	Appointment of Director in place of Mr Shiv Siddhant Narayan Kaul, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary		
(c)	Appointment of Director in place of Mr Biswajit Sen, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary		
3.	Re-appointment of M/s G Basu & Co., Chartered Accountants, as Statutory Auditors and fixation of remuneration thereof.	Ordinary		

Place:

Date:

-----  
**Signature of Member / Beneficial Owner**

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

### INSTRUCTIONS

1. Those members, who do not have access to e-voting facility provided by the Company for the AGM 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 5 p.m. on Friday, the 31st July, 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, 28th July, 2015, which is the cut-off 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 AGM 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 AGM Notice will be passed after considering the voting through e-voting and Ballot Form and the voting that will take place at the AGM. Accordingly, the results shall be declared in terms of Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 or Rule 21 of the Companies (Management and Administration) Rules, 2014, as the case may be.

NOTE : The Facility for Voting at the venue of the AGM shall be decided by the company i.e. "Ballot Paper" or "Polling Paper".

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.





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.

SRL NO :

NICCO FINANCIAL SERVICES LIMITED  
CIN: U65993WB1985PLC038746  
'NICCO HOUSE',  
1B & 2 HARE STREET, KOLKATA – 700001  
Ph.: 033 66285000, 66285250 - 55, Fax: 033 22309443  
Website: www.niccogroup.com

ATTENDANCE SLIP

(Please fill the attendance slip & hand it over at the entrance of the meeting hall)

Name of the sole / first named :  
shareholder incld. joint holders, if any

Name of Proxy holder :

Address of sole / first named :  
shareholder

Registered folio no. :  
DP ID / Client ID

Number of shares held :

PLEASE REGISTER YOUR EMAIL ID WITH DP/RTA

I hereby record my presence at the Extra Ordinary General Meeting of Nicco Financial Services Limited being held on Saturday, the 1<sup>st</sup> day of August, 2015 at 3.30 PM at the the "Williamson Magor Hall" of The Bengal Chamber of Commerce & Industry, 6 Netaji Subhas Road, Kolkata 700 001.

\_\_\_\_\_  
Signature of Member/Proxy



Dear Shareholder,

SUBJECT: PROCESS AND MANNER FOR AVAILING E-VOTING FACILITY

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting to be held on Saturday, the 1<sup>st</sup> day of August, 2015 at 3.30 PM. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities. The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password
---------------------------------	---------	----------

--	--	--

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
29 <sup>th</sup> July, 2015, from 9.00 AM	31 <sup>st</sup> July, 2015, upto 5.00 PM