



NICCO CORPORATION LIMITED

September 29, 2016

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra - Kurla Complex
Bandra (E)
Mumbai 400 051.

Dear Sir,

**Sub : Scrutinizer Report for the 33rd Annual General Meeting held on 27th
September, 2016**

This has reference to the captioned subject.

The 33rd Annual General Meeting of the Company was held on 27th September, 2016 at the Auditorium on 10th Floor of The Indian Chamber of Commerce, ICC Towers, 4 India Exchange Place, Kolkata 700001 at 11:00 AM.

In compliance with section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, please find enclosed the Scrutinizer's Report dated 28th September, 2016.

This is for your information and records.

Thanking you,

Yours faithfully,

NICCO CORPORATION LIMITED

RAHUL BANERJEE
COMPANY SECRETARY

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P. V. Subramanian

B.Com., LL.B., ACS.

Company Secretary in Whole-time Practice

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Scrutinizer's Report

To,

The Chairman
Nicco Corporation Limited
Nicco House,
2, Hare Street,
Kolkata-700001.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on 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 by Companies (Management and Administration) Amendment Rules, 2015 and voting through ballot paper at the Annual General Meeting of Nicco Corporation Limited held on Tuesday, September 27, 2016 at 11.00 a.m.

I, P. V. Subramanian, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Nicco Corporation 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 conduct the e-voting process in respect of the below mentioned resolutions passed at the 33rd Annual General of the Company held on Tuesday, September 27, 2016 at 11.00 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on September 27, 2016.

The Notice dated August 11, 2016 was sent to the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

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

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date of September 20, 2016 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.



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The voting period for e-voting commenced on Saturday, September 24, 2016 at 09.00 a.m. (IST) and ended on Monday, September 26, 2016 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 e-voting facility were thereafter unblocked by me in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and voting through ballot paper at the AGM.

I now submit my consolidated Report as under on the result of the e-voting and voting through ballot paper at the AGM in respect of the said Resolutions.

ORDINARY BUSINESS:

Resolution 1: Ordinary Resolution:

Adoption of:-

(a) Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2016 together with the Auditors' Report and Directors' thereon; and

(b) Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2016 together with the Auditors' Report 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
28	46474615	100.00%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Does not arise	0.00%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	80



Resolution 2: Ordinary Resolution:

Re-appointment of Mr. Udayan Ray (DIN: 00065616) 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
25	46403312	99.85%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	71303	0.15%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	80

Resolution 3: Ordinary Resolution:

Re-appointment of Mr Shiv Siddhant Narayan Kaul (DIN: 01495808) 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
25	46403312	99.85%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	71303	0.15%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	80

Resolution 4: Ordinary Resolution:

Ratification of appointment of M/s. G. Basu & Co., Chartered Accountants (Firm Registration No: 301174E) as Statutory Auditors of the Company and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
26	46404365	99.85%



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(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	70250	0.15%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	80

SPECIAL BUSINESS:

Resolution 5: Special Resolution:

Appointment of Dr Dilip Kumar Datta (DIN: 00406151) as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	46403312	99.85%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	71303	0.15%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	80

Resolution 6: Ordinary Resolution:

Modification of Ordinary Resolution passed in AGM held on 29th September, 2015 regarding remuneration to the Cost Auditor for the Financial Year 2015-16.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
26	46404365	99.85%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	70250	0.15%



(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	80

Resolution 7: Ordinary Resolution:

Remuneration to the Cost Auditor for the Financial Year 2016-17

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	46404315	99.85%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	70300	0.15%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	80

Accordingly, all the resolutions stand passed with requisite majority.

Place : Kolkata

Dated: September 28, 2016.



P. V. Subramanian

(P V SUBRAMANIAN)

Company Secretary in Whole-time Practice

ACS:4585/C.P.No.: 2077