



# NICCO CORPORATION LIMITED

October 01, 2015

The Vice President  
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,

Nicco Corporation Limited  
Stock Code : NICCO ISIN No: INE241 C 01026

**Sub: Outcome of the 32<sup>nd</sup> AGM held on 29<sup>th</sup> September, 2015**

This has reference to the captioned subject.

The 32<sup>nd</sup> Annual General Meeting of the Company was held on the 29<sup>th</sup> day of September, 2015 at 'Williamson Magor Hall', The Bengal Chamber of Commerce & Industry, 6 Netaji Subhas Road, Kolkata 700001.

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 October 01, 2015.

This is for your information and records.

Thanking you,

Yours faithfully,

NICCO CORPORATION LIMITED

INDRANIL MITRA  
GENERAL MANAGER  
& CO SECRETARY

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**P. V. Subramanian**  
*B.Com., LL.B., ACS.*  
Company Secretary in Whole-time Practice

81/8, Regent Estate,  
Kolkata-700 092, India.  
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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 remote e-voting/physical ballot forms 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 at the Annual General Meeting of Nicco Corporation Limited held on Tuesday, September 29, 2015 at 11.30 a.m..

I, P. V. Subramanian, Practicing Company Secretary, had been appointed as the Scrutinizer by **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, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the Shareholders in respect of the below mentioned resolutions to be passed at the 32<sup>nd</sup> Annual General Meeting of the Company held on Tuesday, September 29, 2015 at 11.30 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on September 29, 2015.

The Notice dated August 13, 2015 along with statement setting out material facts under Section 102 of the Act were 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 remote e-voting by the Shareholders of the Company. The Company had also provided voting by physical ballot forms to the members who do not have access to remote e-voting facility.

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

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INDRANIL MITRA  
GM & COMPANY SECRETARY





The shareholders of the Company holding shares as on the "cut-off" date of September 23, 2015 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 Saturday, September 26, 2015 at 09.00 a.m. and ended on Monday, September 28, 2015 at 05.00 p.m. and the NSDL e-voting platform was blocked thereafter.

No votes were cast by ballot paper at the venue of the Annual General Meeting.

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 and the votes cast there under were counted. Votes cast through physical ballot forms received up to September 28, 2015 were also considered.

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 the ballot forms received respectively.

I now submit my consolidated Report as under on the result of the remote e-voting/physical ballot forms.

**Resolution 1: Ordinary Resolution:**

**Adoption of Audited Statement of Profit and Loss of the Company for the year ended 31<sup>st</sup> March, 2015, the Balance Sheet as on that date and the Directors' Report and 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
29	45568650	99.9976%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1109	0.0024%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise



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G M & COMPANY SECRETARY

**Resolution 2: Ordinary Resolution:**

**Appointment of Director in place of Mr. Niraj Kela (DIN: 05345300), who retires by rotation and, being eligible, offers himself for re-appointment.**

(\*) Please see Note below.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	45568700	99.9976%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1109	0.0024%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

(\*)Note:- Mr. Niraj Kela had ceased to be a director of the Company w.e.f. 16<sup>th</sup> September, 2015 and, consequently, the ordinary business / resolution proposed to be transacted at item no.2 of the Notice convening the AGM had lost its relevance as on the date of the AGM.

**Resolution 3: Ordinary Resolution:**

**Re-appointment of Ms. Pallavi Priyadarshini Kaul (DIN: 00065554) as a Director of the Company.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	45568700	99.9976%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1109	0.0024%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise



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**Resolution 4: Ordinary Resolution:**

**Re-appointment of M/s. G. Basu & Company, Chartered Accountants (FRN: 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
29	45568700	99.9976%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1109	0.0024%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

**Resolution 5: Ordinary Resolution:**

**Appointment of Dr. Sourendra Nath Ghosal (DIN: 00201108) as an Independent Director for 5 consecutive years upto the conclusion of the 37<sup>th</sup> AGM to be held in the calendar year 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
29	45568700	99.9976%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1109	0.0024%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise



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**Resolution 6: Ordinary Resolution:****Ratification of Cost Auditors' remuneration for the FY ending on 31<sup>st</sup> March, 2016.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	45568700	99.9976%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1109	0.0024%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

**Resolution 7: Special Resolution:****Allotment of 37,00,000 Equity Shares of Rs.2/- each to Nicco Restructuring Employees' Trust Fund.**

(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	45567850	99.9957%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	1959	0.0043%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise



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**Resolution 8: Special Resolution:****Modification in the Explanatory Statement to the Special Resolution passed at the AGM held on 29<sup>th</sup> September, 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
29	45568700	99.9976%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1109	0.0024%

(i) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

**Resolution 9: Ordinary Resolution:****Appointment of Mr. Kartick Kumar Chatterjee (DIN: 00198722) as Director of the Company.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	45568700	99.9976%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1109	0.0024%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise



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**Resolution 10: Special Resolution:**

**Appointment of and remuneration payable to Mr. Kartick Kumar Chatterjee (DIN: 00198722) as Managing Director & CEO of the Company for a period of 3 years w.e.f. 1<sup>st</sup> October, 2015 to 30<sup>th</sup> September, 2018.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	45568700	99.9976%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1109	0.0024%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

*Accordingly, all the resolutions stand passed with requisite majority.*

Place : Kolkata

Dated: October 01, 2015.



*P.V. Subramanian*

(P V SUBRAMANIAN)

Company Secretary in Whole-time Practice

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

NICCO CORPORATION LIMITED

*[Signature]*  
INDRANIL MITRA  
G M & COMPANY SECRETARY