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CIN: L26920MH1966PLC016547 / **Website:** www.nitco.in

NOTICE

Notice is hereby given that the **55th Annual General Meeting** of the Members of **Nitco Limited ('the Company')** will be held on **Friday, the 24th day of September, 2021 at 11:00 a.m.** through Video Conferencing (VC) or other Audio Visual means (OAVM) to transact following businesses:

ORDINARY BUSINESS

1. To consider and adopt
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2021 and the Reports of Directors and Auditors of the Company thereon;
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2021 together with the Report of the Auditor's thereon;
2. To appoint a Director in place of Mr. Vivek Talwar (DIN: 00043180) who retires by rotation and being eligible, offers himself for re-appointment;

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. R. K. Bhandari & Co., Cost Accountants, (Firm Registration Number 10682), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2022, be paid Rs. 50,000/- plus out of pocket expenses and applicable taxes.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

4. To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and section 160 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as per provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Manish Puri (DIN: 02615918), who was appointed as an Additional Director (Non-Executive and Independent) of the Company with effect from 7th August, 2021 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and whose period of office is not liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 2013, being so eligible, be appointed as an Independent Director of the Company for a term of 5 consecutive years w.e.f. 7th August, 2021 upto 6th August, 2026 and who shall not be liable to retire by rotation."

By Order of the Board of Directors
For **NITCO LIMITED**

Sd/-
Puneet Motwani
Company Secretary

August 11, 2021
Mumbai

NOTES

1. In view of the COVID-19 pandemic and the consequential restrictions imposed by the Government of India, the Ministry of Corporate Affairs ("MCA") allowed conducting Annual General Meeting through video conferencing (VC) or other audio-visual means (OAVM) without the physical presence of Members at a common venue. Accordingly, MCA vide Circular No. 14/2020 dated April 08, 2020, CircularNo.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 ("MCA Circulars"), permitted holding Annual General Meeting (AGM) through VC/OAVM. Securities and Exchange Board of India ("SEBI") also vide its Circular dated May 12, 2020 and Circular dated January 15, 2021 ("SEBI Circulars"), permitted holding of Annual General Meetings through VC/OAVM. Accordingly, in compliance with the applicable provisions of the Companies Act, 2013, MCA Circulars and applicable provisions of the SEBI Circular, the 55th AGM of the Company will be held through VC/OAVM. Members can attend and participate in the AGM through VC/OAVM only. The venue of the Meeting shall be deemed to be the registered office of the Company.
2. In order to enable the members to attend the AGM through VC/OAVM the company has engaged the services of CDSL. The instructions for attending the meeting through VC/OAVM are given in subsequent paragraphs.
3. Since the AGM is being held through VC/OAVM, physical attendance of Members has been dispensed. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since the AGM will be held through VC/OAVM, the Route Map of the venue of the AGM is not annexed to this Notice.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Considering the difficulties caused due to the COVID-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Annual Report and the Notice of General Meetings. In compliance with the MCA Circulars and SEBI Circulars as mentioned in point no.1 of the notes, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.nitco.in and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intime at www.linkintime.co.in.
7. Member whose e-mail address is not registered can register the same in the following manner:
 - a) Members holding shares in Dematerialized form (electronic form) are requested to register/update their e-mail address with their respective Depository Participant's (DPs) for receiving all communications from the company electronically.
 - b) Members holding shares in physical form can register their email ID by providing necessary details viz. Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA at rnt.helpdesk@linkintime.co.in
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, Certificate from the Statutory Auditors relating to the Company's Employee Stock Options Plans under SEBI (Share Based Employee Benefits) Regulations, 2014 and the relevant documents referred to in the accompanying Notice calling the AGM are available for inspection by the Members. The above documents can be availed by the Members by providing their necessary details like Folio no. and Name by email to the company on investorgrievances@nitco.in
9. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize share(s) held by them in physical form.
10. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves at investorgrievances@nitco.in or use the **"RAISE HAND"** Button appearing on the screen during the Annual General Meeting. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.

11. Facility of joining the AGM through VC/OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and institutional investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
12. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The instructions for remote e-voting are given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 55th AGM being held through VC/OAVM.
13. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 18th day of September, 2021 TO Friday, the 24th day of September, 2021 (both days inclusive).
14. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
15. Particulars of Director(s): Relevant particulars of Mr. Manish Puri (DIN:02615918) are annexed with this notice and are also given in the report on Corporate Governance.
16. Members are requested to furnish their Bank Account details, change of address, e-mail address, etc. to the Company's Registrar and Transfer Agent viz; Link Intime India Pvt. Ltd. (Link Intime) at the address mentioned in the Corporate Governance Report, in respect of shares held in the physical form and to their respective Depository Participants, if shares are held in electronic form.
17. Members are advised to get their shares demated by sending Dematerialization Request Form (DRF) along with Share Certificates through their Depository Participant (DP) to Company's Registrar i.e. Link Intime India Private Limited (Link Intime).
18. All the dividends which were not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, have been transferred to the Investor Education and Protection Fund (IEPF) Account, as per Section 125 of the Companies Act, 2013. In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more are transferred by the Company to demat account of the IEPF Authority in accordance with the provisions of Section 124(6) of the Companies Act, 2013. Members wishing to claim dividends and shares which are transferred to Investor Education and Protection Fund (IEPF) are requested to approach the IEPF Department of the Government of India.
19. Corporate Members intending to authorize their representatives to attend the Annual General Meeting are requested to send a scanned copy of the signed Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the Meeting on the email id investorgrievances@nitco.in
20. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them in physical form. Members desirous of making nominations may procure the prescribed form from the RTA i.e. Link Intime India Pvt. Ltd. and have it duly filled and sent back to them.
- 21. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 23. Instructions for e-voting:**
 - I. The voting period begins on Tuesday, September 21, 2021 (9.00 a.m) and ends on Thursday, September 23, 2021 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date Friday, September 17, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - II. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to its Members in respect of the businesses to be transacted at the 55th Annual General Meeting ("AGM"). The Company has engaged the services of **Central Depository Services (India) Limited ("CDSL")** as the Authorised Agency to provide remote e-voting facilities.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all **the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- III. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-voting Service Providers, so that the user can visit the e-voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/ EasiRegistration 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress during or before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider’s website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 .

IV. Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.

1. The shareholders should log on to the e-voting website at www.evotingindia.com
2. Click on “Shareholders” tab.
3. Now Enter your User ID-
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login -Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically.

- V. Next enter the “Image Verification” as displayed and Click on “Login”.
- VI. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- VIII. After entering these details appropriately, click on “SUBMIT” tab.
- IX. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI. Click on the EVSN for the relevant “NITCO LIMITED” on which you choose to vote.
- XII. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same option “YES/NO”

for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- XIII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XIV. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XV. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- XVII. If Demat account holder has forgotten the same password then enter the “User ID” and the “Image Verification Code” and click on “Forgot Password” & enter the details as prompted by the system.

PROCESS FOR SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA on rnt.helpdesk@linkintime.co.in
- For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to RTA on rnt.helpdesk@linkintime.co.in

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- The procedure for attending meeting & e-voting on the day of the AGM/EGM is same as the instructions mentioned above for Remote e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- Shareholders are encouraged to join the Meeting through Laptops / Ipads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 7. If any votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address investorgrievances@nitco.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
3. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

XVIII. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as “Corporates” modules.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to krupa@krupajoisar.com with the copy marked to helpdesk.evoting@cdslindia.com

XIX. In case you have any queries or issues regarding AGM&e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

XX. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

24. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice though email and holds shares as on the cut-off date i.e. Friday, 17th September, 2021 may obtain the login ID and password by sending a request at evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing password for casting your vote.

25. 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 as well as voting at the AGM through e-voting.

26. Ms. Krupa Joisar of M/s. Krupa Joisar & Associates, Practicing Company Secretaries (Membership No. ACS A41023) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
27. The Members present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting shall be eligible to vote through e-voting system during the AGM.
28. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
29. The voting rights of the shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 17th September, 2021.
30. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website at www.nitco.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.

ANNEXURE TO NOTICE

Explanatory Statement in respect of the Special Business pursuant to section 102(1) of the Companies Act, 2013:

Item No. 3:

The Board of Directors at its meeting held on June 11, 2021 on the recommendation of the Audit Committee, approved the appointment of M/s. R. K. Bhandari & Co., Cost Accountants (Firm Registration Number 10682) as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending 31st March, 2022, at a remuneration amounting to Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and out of pocket expenses, if any. In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the shareholders of the Company.

The Board of Directors recommend the Ordinary Resolution, as set out in Item no. 3 of the Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel's or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at Item No. 3 of this Notice.

Item No.4:

Mr. Manish Puri (DIN: 02615918) was appointed as an Additional Director (Non-executive & Independent) w.e.f. 7th August, 2021, through Circular Resolution passed by the Board of Directors which was subject to the shareholder's approval.

The Company has received consent from Mr. Manish Puri, in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, in terms of provisions of Sections 149 and 152, Schedule IV of the Companies Act, 2013 read with

Companies (Appointment and Qualification of Directors) Rules, 2014, the Board hereby recommends appointment of Mr. Manish Puri as an Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a term of 5 consecutive years w.e.f. 7th August, 2021 upto 6th August, 2026 and who shall not be liable to retire by rotation.

The Company has also received declaration from Mr. Manish Puri that he meets the criteria of independence as prescribed under sub-section 6 of Section 149 of the Companies Act, 2013.

Accordingly, the Company hereby seeks the approval of shareholders for the appointment of Mr. Manish Puri as an Independent Director of the Company by passing Ordinary Resolution.

Details of Mr. Manish Puri, as required to be given pursuant to the Listing Regulations and the Secretarial Standards is attached to this notice.

The Board of Directors recommend the Ordinary Resolution as set out in Item no. 4 of the Notice for the approval of the shareholders.

Other than Mr. Manish Puri and his relatives, none of the Directors or Key Managerial Personnels of the Company or their respective relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board of Directors
For **NITCO LIMITED**

Sd/-

Puneet Motwani
Company Secretary

August 11, 2021
Mumbai

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard- 2)

Name of the Director	Manish Puri
Date of Birth	23/02/1967
Date of first Appointment on the Board	07/08/2021
Experience/Expertise in specific functional areas/ Brief resume of the Director	<p>Mr. Manish Puri has more than 25 years of experience in the Rail, Ports & Containerization sector, with additional expertise in the areas of Warehousing & Distribution Management, Cold-Chain Operations, PPP Engagements, Consulting, Operations Planning, Management & Control.</p> <p>He began his career with the Government of India in 1989 as member of the Indian Railway Traffic Service. During tenure with the government, he has managed rail freight operations for Delhi Area, and was head of Operations at the largest ICD in Asia at Tughlakabad. Later he was responsible for setting up new ICD facilities for Concor at Moradabad, Kanpur, Jodhpur etc.</p> <p>He then joined the private sector in 2003, and subsequently worked in senior management roles with international companies in Ports (P&O Ports), Logistic Parks (Transworld-Dubai) & Rail sector (Boxtrans Logistics and APLL-IndiaLinx).</p> <p>Worked as an Entrepreneur by setting up a consulting practice (PIVOT Consultants) with a small team and worked as a Strategic Advisor & Consultant in logistics and infrastructure, advising large Indian conglomerates and the Government of India for various projects. Have also served on various expert committees, of ASSOCHAM, CII etc., and currently hold the position of President of the Association of Container Train Operators.</p> <p>He brings to the table, a wide range of operational experience in the areas of Rail, Ports, Terminals, Warehousing, and access to a vast network of logistics professionals and best practices in the business.</p> <p>After having worked for 6 years as the Managing Director of IILPL (IndiaLinx), a rail logistics company, which is a subsidiary of APL Logistics (part of the KWE group), he has now returned to an Independent consulting and advisory role.</p>
Terms & conditions of appointment/re-appointment	As per explanatory statement
Details of remuneration sought to be paid and remuneration last drawn	As per explanatory statement
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NA
Number of meetings of the Board of Directors attended during the F.Y. 2020-21	NA
Other Directorships held	Companies in which he is a Director : 1) RailRunner Innovations Private Limited
Membership/Chairmanship of Committees of other Boards	NIL
Shareholding in the Company	NIL