


**28th ANNUAL GENERAL MEETING**

Date : 22nd September, 2011

Day : Thursday

Time : 11.00 a.m.

 Place : ``Williamson Magor Hall`` of  
 The Bengal Chamber of  
 Commerce & Industry  
 6, Netaji Subhas Road,  
 Kolkata 700 001

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr Rajive Kaul  
 Mr Udayan Ray  
 Dr Tridibesh Mukherjee  
 Mr Narottam Das  
 Mr Prabir Chakravarti  
 Mr Dharendra Nath Bhattacharjee  
 Mr Sujit Poddar  
 Mr Sanjoy Bhattacharya  
 Ms Pallavi Priyadarshini Kaul  
 Mr Shiv Siddhant Narayan Kaul  
 Dr Dilip Kumar Datta  
 Mr Umesh Kumar (TDB nomination withdrawn w.e.f. 29th July, 2011)  
 Dr P S Raju (TDB nominated w.e.f. 29th July, 2011)

Chairman  
 Managing Director & CFO.

### GENERAL MANAGER & CO. SECRETARY

Mr Indranil Mitra (w.e.f. 4th May 2011)

### AUDITORS

Messrs G Basu & Co.,  
 Chartered Accountants, Kolkata

### BOARD COMMITTEES

#### Audit Committee

Mr Narottam Das	Chairman
Mr Prabir Chakravarti	Member
Mr Sujit Poddar	Member
Mr Dharendra Nath Bhattacharjee	Member
Mr Indranil Mitra	Secretary

### SOLICITORS

Messrs Khaitan & Co., Kolkata

### BANKERS

Allahabad Bank  
 Canara Bank  
 Central Bank of India  
 State Bank of India  
 State Bank of Bikaner & Jaipur  
 State Bank of Travancore  
 UCO Bank

#### Compensation & Remuneration Committee

Mr Narottam Das	Chairman
Mr Prabir Chakravarti	Member
Mr Sujit Poddar	Member

#### Share Transfer Committee

Mr Rajive Kaul	Chairman
Mr Udayan Ray	Member
Mr Sanjoy Bhattacharya	Member
Ms Pallavi Priyadarshini Kaul	Member
Mr Shiv Siddhant Narayan Kaul	Member

### REGISTERED OFFICE

Nicco House,  
 2 Hare Street, Kolkata-700 001  
 Phone No.: (033) 6628 5000  
 Fax No. : (033) 2230 9443

#### Shareholders' Grievances Committee

Mr Narottam Das	Chairman
Mr Dharendra Nath Bhattacharjee	Member
Mr Udayan Ray	Member
Mr Sanjoy Bhattacharya	Member
Ms Pallavi Priyadarshini Kaul	Member
Mr Shiv Siddhant Narayan Kaul	Member

### WORKS

1. Shamnagar, 24-Parganas (North), West Bengal
2. Baripada Dist. Mayurbhanj, Orissa



**NAMES & ADDRESSES OF THE STOCK EXCHANGES WHERE THE SHARES OF THE COMPANY ARE LISTED AND WHETHER LISTING FEES PAID.**

(Pursuant to Clause 49 of the Listing Agreement)

National Stock Exchange of India Ltd.,  
Exchange Plaza, 5th Floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai-400 051  
e-mail : cmlist@nse.co.in

The Company has already paid Annual Listing Fees for the year 2011-12 to the above mentioned Stock Exchange.

**WEBSITE :**

[www.niccogroup.com](http://www.niccogroup.com)

**E-mail Id for Investors :**

[investorsservices@niccocorp.com](mailto:investorsservices@niccocorp.com)

**REGISTRARS & SHARE TRANSFER AGENTS**

M/s R & D Infotech Pvt. Ltd.

1st Floor, 7A Beltala Road

Kolkata-700 026

Phone No : (033) 2419-2641/2

E-mail Id : [rdinfotec@yahoo.com](mailto:rdinfotec@yahoo.com)

[rd.infotech@vsnl.net](mailto:rd.infotech@vsnl.net)

## Notice of the Annual General Meeting to the Members

NOTICE is hereby given that the 28th Annual General Meeting of the Members of Nicco Corporation Limited will be held on Thursday, the 22nd September, 2011 at 11.00 a.m. at 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 31st March, 2011, the Balance Sheet as on that date and the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr Shiv Siddhant Narayan Kaul who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr D N Bhattacharjee who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr Sujit Poddar who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr Prabir Chakravarti who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint 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.

### SPECIAL BUSINESS :

7. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an ORDINARY RESOLUTION :  
"RESOLVED that Dr. Dilip Kumar Datta be and is hereby appointed as a Director of the Company, whose period of Office will be liable for determination by retirement of Directors by rotation."
8. To consider and, if thought fit, to pass with or without modification, the following Resolution as an ORDINARY RESOLUTION :  
"RESOLVED that Dr P S Raju be and is hereby appointed as a Director of the Company, whose period of Office will be liable for determination by retirement of Directors by rotation."
9. To consider and, if thought fit, to pass with or without modification, the following Resolution as an ORDINARY RESOLUTION :  
"RESOLVED that the Company hereby accords its approval and consent under section 198, 269, 309, 310, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and subject to such other approvals/clearances as may be required to the Re-appointment of and to the payment of remuneration to Mr Udayan Ray as Managing Director & CFO of the Company for a further period of one year with effect from 1st October, 2011 to 30th September, 2012 upon the terms & conditions and stipulations and on the remuneration and perquisites as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with an authority and power to the Board of Directors of the Company ("The Board") to alter and vary the terms and conditions, referred to above, in such manner as may, from time to time, be stipulated by the Central Government or as may be in consonance with the applicable provisions of law and as may be agreed to by and between the Board and Mr Udayan Ray within the overall ceiling prescribed under Schedule XIII of the Act.  
"RESOLVED FURTHER that the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to this resolution."
10. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION :  
"RESOLVED that consent of the Company be and is hereby accorded to the Board of Directors of the Company for keeping the Register of Members together with the index of Members and copies of all returns prepared under section 159 and 160 of the Companies Act, 1956, as also the copies of certificates and documents required to be annexed thereto under section 160 and 161 of the Companies Act, 1956, at the Office of the Registrar and Share Transfer Agents of the Company, M/s R&D Infotech Pvt. Ltd, located at 1st Floor, 7A Beltala Road, Kolkata 700 026, (previously located at 22/4, Nakuleshwar Bhattacharya Lane, Ground Floor, Kolkata 700 026)."

Registered Office:

NICCO HOUSE  
2 Hare Street  
Kolkata 700 001

By Order of the Board  
NICCO CORPORATION LIMITED

INDRANIL MITRA  
General Manager & Company Secretary

Dated, the 29th July, 2011



## NOTES

1. **A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself and the Proxy need not be a member of the Company.**
2. **Proxies in order to be effective must be received by the Company, not less than 48 hours before the commencement of the Meeting.**
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 12th September, 2011 to Thursday, the 22nd September, 2011, (both days inclusive).
4. Members are requested to produce the enclosed Attendance Slip, duly signed as per the specimen signature recorded with the Company/Depository Participant for admission to the Meeting Hall.
5. Members, who hold shares in the de-materialised form are requested to bring their Client ID and DP ID Numbers for easier identification of attendance at the meeting.
6. A Member desirous of getting any information on the Accounts or operations of the Company, is requested to forward his/her queries to the Company at least seven working days prior to the Meeting, so that the required information can be made available at the Meeting.
7. Members holding shares in physical form are requested to notify immediately any change in their address and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialised form, this information should be passed on directly to their respective Depository Participants and not to the Company/Registrar & Share Transfer Agent, without any delay.
8. In all correspondence with the Company, Members are requested to quote their account/folio numbers and in case their shares are held in the dematerialised form, they are requested to quote their DP ID and Client ID Numbers.
9. Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them pursuant to the amendment in the Companies Act, 1956. Members desiring to avail this facility may send their Nomination Form duly filled in, to the Company or its Registrar & Share Transfer Agent by quoting their respective Folio Numbers.
10. Information u/s 205A read with the Companies' Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 as amended is given below :
  - (i) Pursuant to section 205 of the Companies Act, 1956, all unclaimed/unpaid dividends upto the Financial Year ended on 31st March, 1994 have been transferred to the General Revenue Account of the Central Government. Shareholders, who have not yet encashed their dividend warrants for the said period are requested to forward their claims in Form No. II prescribed under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to the Office of the Registrar of Companies, West Bengal, 234/4, A J C Bose Road, Kolkata 700 020.
  - (ii) Consequent upon amendment in section 205A of the Companies Act, 1956 and introduction of section 205C by the Companies (Amendment) Act, 1999 the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. In compliance with the said provisions of the Act, all Unclaimed Dividends pertaining to the Financial Year ended on and from 31st March, 1995 to 31st December, 1998 have already been transferred to IEPF and no payments shall be made in respect of any such claims by the Fund.
11. 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/Registrar and Share Transfer Agents.
12. 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 addresses, 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.
13. An Explanatory Statement as required under section 173(2) of the Companies Act, 1956 in relation to the Special Business of the Meeting is annexed hereto and forms part of this Notice.

## ANNEXURE TO NOTICE

**EXPLANATORY STATEMENT**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2)  
OF THE COMPANIES ACT, 1956**ITEM NO. 7 — Appointment of Dr. Dilip Kumar Datta as a Director**

Dr Dilip Kumar Datta was appointed as a Director of the Company by your Board at its Meeting held on 31st January, 2011 in the vacancy caused by the death of Dr L R Vaidyanath.

A Notice has been received from a member, as required by section 257 of the Companies Act, 1956 proposing Dr Dilip Kumar Datta for the Office of the Director.

Dr Datta has worked in various positions since 1970 including his association with IRBI from 1985 to 1992. He is a specialist in turnaround management and in handling various companies' cases which are under the purview of BIFR/AAIFR. He is also specialised in assessing Techno Economic viability of various projects and undertakes such assignments on behalf of various banks and financial institutions in India and abroad. Additionally, Dr Datta is also a visiting faculty at various Management Institutes.

Your Board is of the opinion that Dr Datta will be a suitable replacement of Dr L R Vaidyanath and that the Company will be immensely benefitted by his association as its Director.

The Board commends the resolution for your approval.

Except Dr Dilip Kumar Datta, none of the other Directors are interested in the resolution.

**ITEM NO. 8 — Appointment of Dr P S Raju as a Director**

Dr P S Raju, Director — Finance of Technology Development Board (TDB) has been appointed as an Additional Director of the Company, on 29th July, 2011, as Nominee Director of TDB, pursuant to the withdrawal of nomination by TDB of Mr Umesh Kumar. In terms of the applicable provisions of the Companies Act, 1956 and Article 124 of the Articles of Association of the Company, the aforesaid Director holds his office upto the date of this Annual General Meeting. The Company has received a separate Notice under Section 257 of the Companies Act, 1956, along with the requisite deposit, from a Member of the Company, signifying his intention to propose the appointment of the said Director at the ensuing Annual General Meeting. The said Director has also filed his Consent pursuant to the provisions of section 264(1) of the Companies Act, 1956, to act as a Director, if appointed.

Dr Raju has got wide experience in Project monitoring and Financial review of the Technology Development Projects.

Considering his experience as stated above, the Board considers that the Company will benefit from the appointment of Dr P S Raju as a Director and recommends that this Ordinary Resolution as set out in Item No. 8 of the attached Notice be adopted by the Members.

The particulars of Dr P S Raju, which are required to be disclosed pursuant to Clause 49 IV(G) of the Listing Agreement are mentioned in the enclosed Annexure 'B'.

Excepting Dr P S Raju, who is interested in his appointment, none of the Directors of the Company is in any way concerned or interested in the said resolution.

**ITEM NO. 9 — Re-Appointment of Mr Udayan Ray as Managing Director & CFO**

Mr Udayan Ray was earlier appointed as Managing Director of the Company for the period from 1st February, 2009 to 30th September, 2011 on the terms approved by the Members at the Annual General Meeting held on 16th September, 2009 at a remuneration of Rs. 1,15,000/- per month in the scale of Minimum Rs. 90,000/- per month to Maximum Rs. 1,40,000/- per month.

Mr Udayan Ray was redesignated as Managing Director and Chief Financial Officer (CFO) with effect from 1st September, 2010, as approved by the Board of Directors at its Meeting held on 31st July, 2010.

The present term of appointment of Mr Udayan Ray as Managing Director is scheduled to expire on 30th September, 2011. His present salary is Rs. 1,40,000/-.

On the recommendation of the Compensation & Remuneration Committee, the Board of Directors of the Company at its Meeting held on 29th July, 2011 reappointed Mr Udayan Ray as Managing Director & CFO of the Company for the period from 1st October, 2011 to 30th September, 2012, on the terms and conditions, subject to the approval of the Members of the Company in a General Meeting and such approvals/clearances as may be required.

Mr Udayan Ray is a Postgraduate in Commerce and a Fellow of The Institute of Cost & Works Accountants of India.

He has worked in senior positions in various Companies/Organisations since 1970. He was Director (Finance) in Andrew Yule & Co Ltd., Director in Tide Water Oil Co. Ltd. and Dishergarh Power Supply Ltd. He was with Balmer Lawrie for around 20 years and held senior positions as Director in Balmer Lawrie-Fuchs Ltd. He also served as Chief Executive in Indian Container Leasing Co. Ltd., General Manager (SBU-Head-Calcutta Operations & Lubricants) and General Manager (Personnel). He also held the position of Secretary, the Institute of Cost & Works Accountants of India.

He is 66 years of age with 41 years of wide, extensive experience in Finance, Treasury, Taxation, Operations and Human Resource Management. His original date of appointment with the Company as a Director is 30th July, 2003.



Mr Udayan Ray shall hold office as Managing Director & CFO for the period from 1st October, 2011 till 30th September, 2012.

In accordance with the terms and conditions of appointment as Managing Director & CFO, Mr Udayan Ray will be entitled to the remuneration and perquisites as mentioned in the enclosed Annexure 'A'. (For items not separately specified in Annexure 'A' the rules of the Company shall be applicable)

The particulars of Mr Udayan Ray, which are required to be disclosed pursuant to Clause 49IV(G) of the Listing Agreement are mentioned in the enclosed Annexure 'B'.

This, read with the enclosed Annexure 'A', should be considered as an Abstract of the terms of appointment of Mr Udayan Ray as Managing Director & CFO of the Company and a Memorandum as to the nature of the concern or interest of the Directors in the said re-appointment as required under section 302 of the Companies Act, 1956.

Excepting Mr Udayan Ray, who is interested in his appointment and the remuneration payable to him, no other Director is concerned or interested in the said re-appointment and payment of remuneration.

Considering his achievements, educational background and experience as stated above, the Board considers that the Company will benefit from the re-appointment of Mr Udayan Ray as Managing Director & CFO and recommends that this Ordinary Resolution as set out in Item No. 9 of the attached Notice be adopted by the Members.

#### ITEM NO. 10

The Shareholders of the Company had accorded their consent to the Board of Directors of the Company for keeping the Register of Members together with the index of Members and copies of all returns prepared under section 159 and 160 of the Companies Act, 1956, as also the copies of certificates and documents required to be annexed thereto under section 160 and 161 of the Companies Act, 1956, at the Office of the Registrars and Share Transfer Agents of the Company, M/s R&D Infotech Pvt. Ltd., located at 22/4 Nakuleshwar Bhattacharya Lane (Ground Floor), Kolkata 700 026, at the Extra Ordinary General Meeting held on 28th March, 2007.

M/s R&D Infotech Pvt. Ltd., is shifting its Office to 1st Floor, 7A Beltala Road, Kolkata 700 026 from 22/4 Nakuleshwar Bhattacharya Lane (Ground Floor), Kolkata 700 026.

To enable the Company to keep its statutory records and documents at a place other than its Registered Office, approval of the Shareholders is required pursuant to section 163 of the Companies Act, 1956, and therefore, approval of the Shareholders is sought to be taken for keeping the aforesaid records and documents at the Office of the said Registrars and Share Transfer Agents. Your Board feels that the shifting of the Company's aforesaid records to its Registrars and Share Transfer Agents, at the new address will be in the best interest of the Company and recommends acceptance of the resolution.

None of your Directors is concerned or interested in the resolution.

The Resolution set out in Item No. 10 may be considered accordingly and the Board of Directors recommend the same for your approval.

Registered Office:

NICCO HOUSE  
2 Hare Street  
Kolkata 700 001

By Order of the Board  
NICCO CORPORATION LIMITED

INDRANIL MITRA  
General Manager & Company Secretary

Dated, the 29th day of July, 2011



## ANNEXURE - 'A'

In accordance with the terms and conditions of Re-appointment, Mr Udayan Ray will be entitled to the remuneration and perquisites as mentioned herein below:

(For items not separately specified herein below, the rules of the Company shall be applicable)

### TERMS & CONDITIONS:

#### I. Salary :

Rs 1.60 lacs per month.

#### II Commission :

At the rate of 1% of the net profits of the Company, computed in the manner as laid down in Section 309(5) of the Companies Act, 1956, subject to a ceiling of 14 months' salary.

#### III Duties

Subject to the superintendence, control and direction of the Chairman/Board of Directors of the Company ("Board"), Mr. Udayan Ray, Managing Director & CFO, shall have the responsibility of overall management of the business of the Company including Project Division, Cables Division and Corporate Division, as also the overall responsibility for all matters relating to Finance (Treasury Functions), Accounts, Statutory Audit, Cost Audit, Management Information Systems, and for that purpose, shall have the power to do all such acts, deeds and things on behalf of the Company or as may be required or delegated to him by the Chairman/Board.

#### IV Period :

From 1st October, 2011 to 30th September, 2012.

#### V. Perquisites :

Perquisites shall be in addition to Salary and Commission and they shall be restricted to the following :

- |       |  |   |   |
|-------|--|---|---|
| i)    | Servant Allowance  | : | Rs. 3,000/- p.m.  |
| ii)   | Reimbursement of Gas & Electricity expenses  | : | Actuals. Expenses incurred on Gas & Electricity, to be valued as per Income Tax Act, 1961.  |
| iii)  | Reimbursement of Club & Home Entertainment expenses  | : | Upto a ceiling of Rs. 90,000/- p.a.   |
| iv)   | Reimbursement of Soft Furnishing expenses  | : | Upto a ceiling of Rs. 30,000/- p.a. Furnishings to be valued as per Income Tax Act.   |
| v)    | Leave Travel Assistance  | : | Upto a ceiling of Rs. 50,000/- p.a.   |
| vi)   | Medical reimbursement in a block period commencing from 1st February, 2009 to 30th September, 2011 | : | Proportionate amount, on the basis of 1 month's salary for each year of completed service (Board/Chairman authorised to relax ceiling), in addition to Insurance for hospitalisation/Nursing Home Treatment.  |
| vii)  | Personal Accident Insurance Premium  | : | Upto Rs 5,000/- p.a.  |
| viii) | Reimbursement of Fees to Professional Institutes   | : | Actuals   |
| ix)   | Provident Fund/Superannuation Fund   | : | The Company's contribution to Provident Fund and Superannuation Fund shall be in accordance with the Rules and Regulations of the Company. Such contributions to Provident Fund and Superannuation Fund shall not be included in the computation of the ceiling on remuneration to the extent that these either singly or put together, are not taxable under the Income Tax Act, 1961. |
| x)    | Gratuity   | : | Gratuity in accordance with the Rules and Regulations of the Company and this will also not be included in computing limits for remuneration as aforesaid.  |
| xi)   | Leave  | : | Leave accumulated shall be encashable at the end of the tenure as per the Company's Rules. Encashment of Leave at the end of the tenure will not be included in the computation of the ceiling on remuneration.   |





- xii) Car & Telephone : The Company shall provide car and telephone at residence. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Use of car for private purposes shall be treated as perquisites as per Income Tax Rules.

#### VI. Minimum Remuneration :

Notwithstanding anything to the contrary contained herein, where in any Financial Year, during the currency of tenure of Mr Udayan Ray, Managing Director & CFO, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites as specified above, as minimum remuneration, not exceeding the applicable ceiling limit specified in Part II (Section II-I) of the Schedule XIII to the Act or such other modified ceiling as may be notified, provided that the following perquisites will not be included in computation of the ceiling limit:

- a) contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961;
- b) Gratuity payable as per rules of the Company; and
- c) Encashment of leave at the end of the tenure.

The above remuneration is within the ceiling laid down in sections 198, 269 and 309, read with Schedule XIII, of the Companies Act, 1956.

#### VII. General :

1. The above terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to Managing Directors/Wholetime Directors in accordance with Schedule XIII to the Act, or any amendments made thereafter in this regard.
2. The appointment may be terminated by either party giving the other party six months' notice or the Company paying six months' salary in lieu thereof.
3. If at any time, the Managing Director ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Managing Director.
4. If at any time the Managing Director ceases to be the Managing Director of the Company for any cause whatsoever, he shall cease to be a Director of the Company.
5. The Managing Director is appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 283(1)(I) of the Act, while at the same time, the Managing Director is liable to retire by rotation.
6. If at any time, the Managing Director ceases to be in the employment of the Company for any cause whatsoever, he shall cease to be a Director of the Company.
7. The Managing Director shall not be entitled to supplement his earnings under the appointment with any buying or selling commission. He shall also not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company, without the prior approval of the Central Government.

**ANNEXURE - 'B'**
**Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting**

(In pursuance of Clause 49 IV(G) of the Listing Agreement)

Name of the Director	Mr Shiv Siddhant Narayan Kaul	Mr D N Bhattacharjee
Date of Birth	24.10.1977	01.03.1935
Date of appointment	31.10.2007	19.09.2001
Expertise in specific functional areas	Management, experience in Finance, US Treasuries and in Asset Liability Management	Wide experience in Legal Matters and General Administration
Qualification	MSE, Operations Research and Financial Engineering from Princeton University, Princeton, NJ and Bachelor of Arts, Economics and Computer Science from College of Wooster, Wooster, OH	Undergraduate
List of other Companies in which Directorships held	1. Nicco Engineering Services Ltd. 2. Nicco Financial Services Ltd.	Nil
Memberships/Chairmanships of Committees of Directors of the Company	Shareholders' Grievances Committee – Member	1. Audit Committee – Member 2. Shareholders' Grievances Committee – Member
Memberships/Chairmanships of Committees of Directors of other Companies	Nil	Nil
Shareholding of Non-Executive Directors as stated in Clause 49(IV)(E)(v)	Nil	1

Name of the Director	Mr Sujit Poddar	Mr Prabir Chakravarti
Date of Birth	02.07.1947	30.04.1944
Date of appointment	31.05.2006	19.09.2001
Expertise in specific functional areas	Industrial Relations	Wide experience in running of various Industries
Qualification	B.A., L.L.B.	B.A. (Econ) Hons, M.A. (Econ) L.L.B. and MBA (U.K.)
List of other Companies in which Directorships held	1. Choicest Enterprises Ltd. 2. Globsyn Technologies Ltd. 3. Globsyn Infotech Ltd. 4. Infinity Infotech Park Ltd. 5. Luxmi Township Ltd. 6. Luxmi Tea Co. Ltd. 7. Nicco Parks & Resorts Ltd. 8. Bhagirathi Greenfield Pvt. Ltd. 9. Omex Trexim (P) Ltd. 10. PKD Projects Private Ltd 11. Sombit Commercial (P) Ltd. 12. Space Solution Pvt. Ltd. 13. Wellside Hotels & Resorts Private Ltd.	1. Baghmari Tea Co. Ltd. 2. Boruka Aluminium Ltd. 3. Nicco Financial Services Ltd. 4. Reliance Jute Mills (International) Ltd. 5. VCS Consultancy Ltd. 6. B.N.K. Capital Markets Ltd. 7. Jayshree Chemicals Ltd. 8. Sri Girijaprasanna Cotton Mills Ltd. 9. Mangalam Timber Products Ltd. 10. Bally Investment Trust Pvt. Ltd.
Memberships/Chairmanships of Committees of Directors of the Company	1. Audit Committee – Member 2. Compensation & Remuneration Committee – Member	1. Audit Committee – Member 2. Compensation & Remuneration Committee – Member
Memberships/Chairmanships of Committees of Directors of other Companies	1. Nicco Parks & Resorts Ltd. (a) Audit Committee – Member (b) Remuneration Committee – Chairman 2. Globsyn Technologies Ltd. (a) Audit Committee – Chairman (b) Remuneration Committee – Member 3. Infinity Infotech Parks Ltd. Audit Committee – Member	1. Boruka Aluminium Ltd. (a) Audit Committee – Member (b) Managerial Remuneration Committee – Chairman 2. BNK Capital Markets Ltd. (a) Audit Committee – Member 3. Jayshree Chemicals Ltd. (a) Audit Committee – Member (b) Remuneration Committee – Member (c) Investors' Grievances Committee – Member
Shareholding of non-executive Directors as stated in clause 49(IV)(E)(v)	Nil	100