

ANNUAL REPORT

2014-2015



NICCO CORPORATION LTD.

32nd ANNUAL GENERAL MEETING
 Date : 29th September, 2015
 Day : Tuesday
 Time : 11.30 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
Mr Swapan Kumar Mukherjee
Mr Narottam Das
Mr Prabir Chakravarti
Mr Sujit Poddar
Ms Pallavi Priyadarshini Kaul
Mr Shiv Siddhant Narayan Kaul
Dr Dilip Kumar Datta
Mr Niraj Kela (TDB nominated)
Mr Tapan Chaki
Mr Sanjay Prakash Bansal (upto 12th August, 2015)
Dr Sourendra Nath Ghosal

Chairman
Vice-Chairman
Managing Director

GENERAL MANAGER & CO. SECRETARY

Mr Indranil Mitra

BOARD COMMITTEES

Audit Committee

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

Nomination & 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
Ms Pallavi Priyadarshini Kaul	Member
Mr Shiv Siddhant Narayan Kaul	Member

Stakeholders Relationship cum Grievance Committee

Mr Narottam Das	Chairman
Mr Udayan Ray	Member
Ms Pallavi Priyadarshini Kaul	Member
Mr Shiv Siddhant Narayan Kaul	Member

AUDITORS

Messrs G Basu & Co.,
Chartered Accountants, Kolkata

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

REGISTERED OFFICE

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

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 : cmllist@nse.co.in

The Company has already paid Annual Listing Fees for the year 2015-16 in May '15 to the above mentioned Stock Exchange.

WEBSITE :

www.niccogroup.com

E-mail Id for Investors :

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
rd.infotech@vsnl.net

Notice of the Annual General Meeting to the Members

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of Nicco Corporation Limited will be held on Tuesday, the 29th September, 2015, at 11.30 AM 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 Statement of Profit & Loss of the Company for the year ended on 31st March, 2015, 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 Niraj Kela, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Ms Pallavi Priyadarshini Kaul, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint M/s G Basu & Company, Chartered Accountants as 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

5. Appointment of Dr Sourendra Nath Ghosal as an Independent Director

To consider, and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:-

"Resolved that, pursuant to the provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr Sourendra Nath Ghosal, (DIN: 00201108) in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company and Dr Ghosal shall hold office for 5(five) consecutive years, not liable to retire by rotation, however with an option to retire, for a term upto the conclusion of the 37th Annual General Meeting, in the calendar year 2020."

6. Remuneration to the Cost Auditors

To consider, and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:-

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the remuneration of Rs 70,000/- plus applicable Service Tax and reimbursement of out of pocket expenses payable to M/s S Roy Chowdhury & Co., Cost Accountants (Firm Registration No 000148) as recommended by the Audit Committee and approved by the Board of Directors of the Company for conducting Audit of the Cost Accounting Records of the Company for the Financial Year ending on 31st March, 2016 or such other extended Financial Year as may be decided by the Board in terms of the provisions of the Companies Act, 2013 and Rules framed thereunder be and is hereby ratified."

"RESOLVED FURTHER that the Board be and is hereby authorised to do all acts, deeds, matters and things, and take all such steps as may be considered necessary, proper or expedient to give effect to the aforesaid Resolution."

7. Allotment of 37,00,000 Equity Shares of Rs 2/- each to Nicco Restructuring Employees' Trust Fund (NRETF).

To consider and, if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuant to section 62 and other applicable provisions, if any, of the Companies Act 2013, the Regulations for Preferential Issues contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("SEBI ICDR Regulations"), the provisions of the Listing Agreement entered into by the Company with the Stock Exchange where the Equity Shares of the Company are listed, in accordance with the Draft Rehabilitation Scheme (DRS) circulated to all the Secured Lenders (as per BIFR direction) and subject to such other approvals, permissions, sanctions and consents of any such authority that may be required and subject to such conditions and modifications as any such authority may prescribe or impose at the time of granting its approval, consent, permission and/or sanction and which may be agreed to by the Board of Directors of the company ("the Board," which expression shall include any committee thereof constituted by the Board), the consent of the company be and is hereby accorded to issue and allot, by way of Preferential allotment, upto an aggregate amount of Rs 74,00,000/- of 37,00,000 Equity shares of Rs. 2/- each for cash at par of the company (hereinafter referred to as "New Equity Shares") on preferential basis to Nicco Restructuring Employees' Trust Fund towards Equity contribution from the Employees of Nicco Corporation Ltd. @ 10% of their salary upto a maximum of Rs 74,00,000/- in such manner and upon such terms and conditions as may be determined by the Board in its absolute discretion in accordance with the applicable SEBI ICDR Regulations."

"Resolved further that

- a) The Relevant Date for the determination of the applicable price for the New Equity Shares shall be in accordance with the SEBI ICDR Regulations.
- b) The New Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the company.

- c) For the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all necessary things and acts as may be necessary and expedient and settle any matter that may arise in connection therewith.
- d) The Board be and is hereby authorised to delegate all or any of the powers herein conferred, by the resolution, to any Committee of Directors or any one or more Directors or the Company Secretary or other Officer/s of the Company, to give effect to this resolution.
- e) In order to give effect to this resolution, the Board or any Committee which the Board might appoint, be and is hereby further authorised, on behalf of the Company, to do all such acts, deeds, matters and things as the Committee/Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question and remove any difficulty or doubt that may arise from time to time in relation to the offer, Preferential Issue and allotment of the New Equity Shares, including (without limitation) to decide and approve the terms and conditions of the issue of the new Equity Shares, to vary, modify or alter any of the terms and conditions, including the Relevant Date, Issue Price and size of allotment, utilisation of the Issue proceeds, etc., as it may deem expedient, subject to the provisions of the Companies Act, 2013, the rules / regulations / guidelines issued by the Government of India / RBI / SEBI, without being required to seek any further consent or approval of the Members of the Company in General Meeting or otherwise to the end and intent that Members shall be deemed to have given their approval thereto, expressly by the authority of this resolution."

8. Modification of special resolution passed in AGM held on 29th September, 2014

To consider and, if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED that in modification of the Explanatory Statement to the Special Resolution passed at the Annual General Meeting of the Company held on 29th September, 2014, in accordance with the provisions of Section 62 and other applicable provisions, if any, of the Companies Act 2013, the Regulations for Preferential Issues contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("SEBI ICDR Regulations") and subject to approval of the other regulatory authorities, which was proposed under item no. 16 of the Notice dated 14th August, 2014 convening the aforesaid Annual General Meeting (hereinafter referred to as the "said resolution") approval of the Company be and is hereby accorded to modification of the above referred Explanatory Statement in the following manner that is to say :

The disclosures as provided in the seventh paragraph of Explanatory Statement pertaining to the said resolution be substituted as detailed in the Explanatory Statement annexed to this Notice."

9. Appointment of Mr Kartick Kumar Chatterjee as a Director

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION :-

"RESOLVED that pursuant to the provisions of section 149 of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr Kartick Kumar Chatterjee, (DIN : 00198722) who was appointed by the Board of Directors as an Additional Director of the Company at its Meeting held on 13th August, 2015 with effect from 28th September, 2015 and who holds Office upto the date of the Annual General Meeting of the Company in terms of the provisions of Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company liable to retire by rotation."

11. Appointment of Mr Kartick Kumar Chatterjee as Managing Director & CEO of the Company

To consider and, if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:-

"RESOLVED that the Company hereby accords its approval and consent pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals / clearances as may be required to the appointment of and to the payment of remuneration to Mr Kartick Kumar Chatterjee, (DIN : 00198722) as Managing Director & CEO of the Company for a period of 3 (three) years with effect from 1st October, 2015 to 30th September, 2018, 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 Mr Kartick Kumar Chatterjee within the overall ceiling prescribed under Schedule V 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."

Registered Office :
Nicco House
2 Hare Street
Kolkata 700 001
Dated, the 13th August, 2015

By Order of the Board
NICCO CORPORATION LIMITED

INDRANIL MITRA
GENERAL MANAGER & COMPANY SECRETARY



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 the Proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. 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 Member.
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, 21st September, 2015 to Tuesday, 29th September, 2015 (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 are requested to bring their copies of the Annual Report and the Accounts to the Meeting. Members desirous of getting any information on the Accounts or operations of the Company, are requested to forward their 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.
6. Members, who hold shares in the dematerialised form are requested to bring their Client ID and DP ID Numbers for easier identification of attendance at the Meeting.
7. Members holding shares in physical form are requested to notify immediately any change in their address including Pin Code 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 & STA, 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 Section 72 the Companies Act, 2013. 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 pursuant to section 124(5) of the Companies Act, 2013, (section 205A of the erstwhile Companies Act, 1956) 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 124(5) of the Companies Act, 2013, (section 205A of the erstwhile 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) Pursuant to section 125 of the Companies Act, 2013, 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. Members who are holding Shares in identical order of name in more than one folio are requested to send to the Company or its RTA the details of such folios together with the Share Certificates for consolidating their holding in one folio.
The Share Certificates will be returned to the Members after making requisite change thereon.
12. 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.
13. 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.
14. In terms of Circular No. CIR / CFD / DIL / 7 / 2011 dated 5th October, 2011 and in line with the Green Initiative of Ministry of Corporate Affairs vide their Circular dated 29th April, 2011, the abridged Balance Sheet of the Company for the year ended on 31st March, 2014, 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. These documents will also be available on the Company's Website www.niccogroup.com for download by the Shareholders.

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 26th September, 2015.

15. The Notice of the 32nd 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 2014-15, are being sent by permitted mode.
16. Voting through Electronic means : In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members facility to exercise their right to vote at the 32nd Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

The instruction / procedure for e-voting are as under :

- A. For Members receiving information electronically: -
 - 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 and clause 35B of the Listing Agreement, the Company is pleased to provide its members the 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 26th September, 2015 (9.00 am) and ends on 28th September, 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 23rd September, 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:
- B. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (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.nsdl.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 CORPORATION 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 duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rdinfotec@yahoo.com with a copy marked to evoting@nsdl.co.in
- C. 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 'user Id' and 'password' are provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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 - (ii) Please follow all steps from Sl. No. (ii) to Sl. 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 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 23rd September, 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. 23rd September, 2015, may obtain the login ID and password by sending a request at 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 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 Wholtime 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 of the voting alongwith the report of the Scrutinizer shall be placed on the website of the Company www.niccogroup.com and on the website of NSDL within two days of passing of the Resolution at the AGM and communicated to the Stock Exchanges where the Company's Shares are listed.
- XVI. In case of Members receiving physical Ballot Form:
In terms of Clause 35B of the Listing Agreement entered with the Stock Exchanges, the Company is also providing an option to their members who do not have access to the e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in the Notice by sending the duly filled and signed Ballot Form to The Scrutinizer, C/o. R&D Infotech Pvt. Ltd., Unit: Nicco Corporation Limited, 1st Floor, 7A, Beltala Road, Kolkata 700026 so as to reach not later than 5 p.m. on Monday, the 28th day of September, 2015.
Kindly note that members can opt for only one mode of voting i.e., either by physical ballot or through e-voting. If members are opting for e-voting then do not vote by physical ballot or vice-versa. However, in case Members cast their vote both by physical ballot and through e-voting, then voting done through e-voting should prevail and voting done by physical ballot shall be treated as invalid
17. An Explanatory Statement as required under section 102(1) of the Companies Act, 2013 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 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 5. **Appointment of Dr Sourendra Nath Ghosal as an Independent Director**

Dr Sourendra Nath Ghosal is a Non-Executive (Independent) Director of the Company pursuant to Clause 49 of the Listing Agreement with the Stock Exchange. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Dr Ghosal being eligible and having given his consent, is proposed to be appointed as an Independent Director for a term of five years.

The Company has received a notice in writing under provisions of section 160(1) of the Companies Act, 2013, from a Member along with requisite deposit proposing the candidature of Dr Ghosal for the Office of Independent Director, to be appointed as such under the provisions of section 149 of the Companies Act, 2013.

The Company has received declaration from Dr Ghosal that he meets the criteria of independence as prescribed both under section 149 of the Companies Act, 2013, and the Listing Agreement.

The resolution seeks the approval of members for the appointment of Dr Ghosal as an Independent Director of the Company for a period of five years pursuant to section 149 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He is not liable to retire by rotation, however with an option to retire.

In the opinion of the Board of Directors, Dr Ghosal, who is proposed to be appointed as an Independent Director, fulfils the conditions specified in the Act and the rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Dr Ghosal as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on working days upto the date of AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Dr Ghosal as an Independent Director.

Excepting Dr Sourendra Nath Ghosal, who is interested in his appointment, none of the Directors and Key Managerial Personnel of the Company or their relatives is/are in any way concerned or interested in the said appointment.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

ITEM NO. 6 – REMUNERATION TO THE COST AUDITORS

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on 19th May, 2015 re-appointed M/s S Roy Chowdhury & Co., Cost Accountants, as the Cost Auditors of the Company to carry out Cost Audit pertaining to Shyamnagar and Baripada Cable Division of the Company for the year ended on 31st March, 2016 at a remuneration of Rs 70,000/- plus applicable service tax and reimbursement of out of pocket expenses at actual, if any. In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditor requires ratification by the Shareholders of the Company.

Accordingly, the Board recommends Resolution No. 6 of the Notice convening this Annual General Meeting for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is/are in any way concerned or interested in the said resolution.

ITEM NO. 7 – Allotment of 37,00,000 Equity Shares of Rs 2/- each to Nicco Restructuring Employees' Trust Fund (NRETF)

In terms of Corporate Debt Restructuring Cell (CDR) package as approved by CDR Cell set up by the Reserve Bank of India, all categories of Employees / Wholtime Director and Workers of Nicco Corporation Limited were contributing @10% of their salary towards subscription in equity shares of the Company through NRETF and shares were getting allotted following SEBI Guidelines. Since the time the Company has come under BIFR, the same contribution by the employees are continuing as a part of Rehabilitation Scheme of the Company, draft of which has been circulated to all Secured Lenders of the Company.

The Employees have already contributed towards Share Subscription, upto an aggregate amount of Rs 74,00,000/- to NRETF.

It is proposed to issue 37,00,000 Equity shares of Rs 2/- each at par aggregating to Rs 74,00,000/- to NRETF in accordance with the terms of the Restructuring Plan.

Pursuant to our application to BIFR and registration with BIFR and also coupled with drop in sensex, the share price of Nicco Corporation Ltd. has dropped below Re. 1.00 each.

As per the provisions of section 62 of the Companies Act, 2013, further shares may be offered by the Company to any person in any manner whatsoever, if a resolution to that effect is passed by the Company in General Meeting.

The present resolution is proposed to be passed in order to enable the Company to issue the said shares subject to such approvals, consents, permissions and / or sanctions of any Authority that may be required and subject to such conditions and modifications as any such authority may prescribe or impose at the time of granting its approval, consent, permission and / or sanction which may be agreed to by the Board of Directors. The said Equity Shares proposed to be issued shall be subject to the Memorandum & Articles of Association of the Company. Such shares shall rank pari passu with the existing shares of the Company in all respects.

Disclosures required pursuant to the provisions of Regulation 72 and 73 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended and the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 are as follows :-

a) Object of the Preferential Issue:-

To augment the long term financial resources of the Company as a part of Rehabilitation Scheme, the draft of which already circulated to all the Secured Lenders of the Company as per Direction of BIFR.

b) The proposal of the Promoters, Directors or Key Managerial Personnel of the issuer to subscribe to the offer:-

The offer is to be made to all categories of employees through Nicco Restructuring Employees' Trust Fund (NRETF) including Key Managerial Personnel of the Company who will subscribe their proportionate equity shares and none of the Promoters and Directors will otherwise subscribe to this offer and acquire any shares in the Company on a preferential basis, pursuant to the resolution.