

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

81/8, Regent Estate,  
Kolkata-700 092, India.  
Mobile: 98300 26425  
Email: pvsm17@rediffmail.com

### **Scrutinizer's Report**

To,

The Chairman  
31<sup>st</sup> Annual General Meeting of the Members  
Of **NICCO CORPORATION LIMITED**, to be held on 29<sup>th</sup> September, 2014 at 11.30  
a.m. at the "Williamson Magor Hall" of The Bengal Chamber of Commerce & Industry,  
6, Netaji Subhas Road, Kolkata-700001.

Dear Sir,

**Sub: Report on the process of polling conducted through both E-voting and physical ballot forms.**

I, P. V. Subramanian, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Nicco Corporation Limited** vide resolution dated August 14, 2014 pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize the entire process of polling conducted through electronic voting and also through the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the 31<sup>st</sup> Annual General Meeting of the Company to be held on Monday, the 29<sup>th</sup> day of September, 2014.

The Notice dated 14<sup>th</sup> August, 2014 convening the Annual General Meeting ("AGM") of the Company along with the Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 29<sup>th</sup> September, 2014.

The Company has availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the members who do not have access to e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date of 14<sup>th</sup> August, 2014 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 16 in the Notice of the 31<sup>st</sup> AGM of Nicco Corporation Limited.

The voting period for e-voting commenced on Tuesday, 23<sup>rd</sup> September, 2014 at 9.00 a.m. and ended on Wednesday, 24<sup>th</sup> September, 2014 at 6.00 p.m. and the NSDL e-voting was disabled thereafter. The votes cast under e-voting facility were then unblocked by me in the presence of two witnesses who were not in the employment of the Company.

Votes cast through Physical ballot forms received upto September 24, 2014 were also considered.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the National Securities Depository Limited (“NSDL”) e-voting system and the ballot forms received respectively.

I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

**ORDINARY BUSINESS:**

**Item No.1 – Ordinary Resolution:**

***Adoption of Audited Statement of Profit & Loss of the Company for the year ended 31<sup>st</sup> March, 2014, the Balance Sheet as on that date and the Directors’ Report and the Auditors’ Report thereon.***

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	37	46394586	
Physical	33	162915	
Total	70	46557501	99.998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	0	0	
Physical	6	1126	
Total	6	1126	0.002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	0	0
Total	0	0

**Item No.2 – Ordinary Resolution:**

***Re-appointment of Mr. Rajive Kaul as Director, who retires by rotation and is eligible for re-appointment .***

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	37	46394586	
Physical	37	161841	
Total	74	46556427	99.995

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	0	0	
Physical	2	2200	
Total	2	2200	0.005

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	0	0
Total	0	0

**Item No.3 – Ordinary Resolution:**

***Re-appointment of Mr. Sanjoy Bhattacharya as Director, who retires by rotation and is eligible for re-appointment .***

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	37	46394586	
Physical	34	6013	
Total	71	46400599	99.661

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	0	0	
Physical	5	158028	
Total	5	158028	0.339

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	0	0
Total	0	0

**Item No.4 – Ordinary Resolution:**

***Re-appointment of Dr. Tridibesh Mukherjee as Director, who retires by rotation and is eligible for re-appointment .***

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	37	46394586	
Physical	37	161841	
Total	74	46556427	99.995

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	0	0	
Physical	2	2200	
Total	2	2200	0.005

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	0	0
Total	0	0

**Item No.5 – Ordinary Resolution:**

***Re-appointment of Messrs. G Basu & Company, Chartered Accountants, as Statutory Auditors of the Company and fixation of remuneration thereof.***

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	37	46394586	
Physical	38	163041	
Total	75	46557627	99.998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	0	0	
Physical	1	1000	
Total	1	1000	0.002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	0	0
Total	0	0

**SPECIAL BUSINESS:**

**Item No.6 – Ordinary Resolution:**

***Appointment of Mr. Narottam Das as an Independent Director for a period of 5 years.***

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	37	46394586	
Physical	37	162941	
Total	74	46557527	99.998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	0	0	
Physical	2	1100	
Total	2	1100	0.002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	0	0
Total	0	0

**Item No.7 – Ordinary Resolution:**

***Appointment of Mr. Prabir Chakravarti as an Independent Director for a period of 5 years.***

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	37	46394586	
Physical	37	162941	
Total	74	46557527	99.998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	0	0	
Physical	2	1100	
Total	2	1100	0.002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	0	0
Total	0	0

**Item No.8 – Ordinary Resolution:**

***Appointment of Mr. Sujit Poddar as an Independent Director for a period of 5 years.***

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	36	46394516	
Physical	38	163041	
Total	74	46557557	99.998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	0	0	
Physical	1	1000	
Total	1	1000	0.002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	0	0
Total	0	0

**Item No.9 – Ordinary Resolution:**

*Appointment of Dr. Dilip Kumar Datta as an Independent Director for a period of 5 years.*

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	37	46394586	
Physical	38	163041	
Total	75	46557627	99.998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	0	0	
Physical	1	1000	
Total	1	1000	0.002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	0	0
Total	0	0

**Item No.10 – Ordinary Resolution:**

***Appointment of Mr. Tapan Chaki as an Independent Director for a period of 5 years.***

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	36	45568392	
Physical	37	162941	
Total	73	45731333	98.223

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	1	826194	
Physical	2	1100	
Total	3	827294	1.777

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	0	0
Total	0	0

**Item No.11 – Ordinary Resolution:**

***Appointment of Mr. Manash Chakraborty as a Director pursuant to the provisions of section 161(1) of the Companies Act, 2013.***

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	37	46394586	
Physical	37	162941	
Total	74	46557527	99.998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	0	0	
Physical	2	1100	
Total	2	1100	0.002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	0	0
Total	0	0

**Item No.12 – Ordinary Resolution:**

***Payment of remuneration to the Cost Auditors for the year ending on 31<sup>st</sup> March, 2015.***

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	37	46394586	
Physical	37	162888	
Total	74	46557474	99.998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	0	0	
Physical	2	1153	
Total	2	1153	0,002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	0	0
Total	0	0

**Item No.13 – Ordinary Resolution:**

*Appointment of Mr. Swapan Kumar Mukherjee as a Director pursuant to the provisions of section 161(1) of the Companies Act, 2013.*

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	37	46394586	
Physical	36	162841	
Total	73	46557427	99.997

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	0	0	
Physical	3	1200	
Total	3	1200	0.003

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	0	0
Total	0	0

**Item No.14 – Special Resolution:**

***Appointment of Mr. Swapan Kumar Mukherjee as Managing Director for a period of 3 years w.e.f. 1<sup>st</sup> April, 2014.***

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	37	46394586	
Physical	37	163021	
Total	74	46557607	99.998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	0	0	
Physical	2	1020	
Total	2	1020	0.002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	0	0
Total	0	0

**Item No.15 – Special Resolution:**

***Approval to the borrowing limits upto Rs.400 crores pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013.***

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	36	46394486	
Physical	26	161327	
Total	62	46555813	99.994

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	1	100	
Physical	13	2714	
Total	14	2814	0.006

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	0	0
Total	0	0

**Item No.16 – Special Resolution:**

***Allotment of 50,00,000 Equity Shares of Rs.2/- each to Nicco Restructuring Employees' Trust Fund (NRETF) pursuant to the provisions of section 62 of the Companies Act, 2013.***

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	36	46394486	
Physical	28	6914	
Total	64	46401400	99.662

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	1	100	
Physical	11	157127	
Total	12	157227	0.338

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	0	0
Total	0	0

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

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Place : Kolkata .

Dated: 27<sup>th</sup> September, 2014.

(P V SUBRAMANIAN)  
Company Secretary in Whole-time Practice  
ACS: 4585/C.P.No.: 2077