



# NICCO PARKS & RESORTS LIMITED



Report & Accounts 2010-11







## 22nd Annual General Meeting

Date : 25th July, 2011

Day : Monday

Time : 11.30 am

Place : Williamson Magor Hall

The Bengal Chamber of Commerce & Industry

6, Netaji Subhas Road, Kolkata - 700 001

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## Board of Directors

- Mr. Srikandath Narayan Menon  
*Chairman, Non-Independent, Non-Executive*
- Mr. Rajive Kaul  
*Non-Independent, Non-Executive*
- Mr. Sujit Poddar  
*Independent, Non-Executive*
- Mr. Anand Chatrath  
*Independent, Non-Executive*
- Ms. Pallavi Priyadarshini Kaul  
*Vice-Chairperson, Non-Independent, Non-Executive*
- Mr. T. V. Narasimha Rao  
*Nominee of WBTD, Non-Independent, Non-Executive*
- Mr. Tapan Chaki  
*Independent, Non-Executive*
- Mr. Arijit Sengupta  
*Managing Director & CEO, Non-Independent, Executive*

## Company Secretary

- Mr. Indranil Mitra (upto 3rd May, 2011)  
Mr. Rahul Mitra (with effect from 1st June, 2011)

## Board Committee

### Audit Committee

- |                    |   |           |
|--------------------|---|-----------|
| Mr. Anand Chatrath | - | Chairman  |
| Mr. Rajive Kaul    | - | Member    |
| Mr. Sujit Poddar   | - | Member    |
| Mr. Tapan Chaki    | - | Member    |
| Mr. Indranil Mitra | - | Secretary |

### Remuneration Committee

- |                    |   |          |
|--------------------|---|----------|
| Mr. Sujit Poddar   | - | Chairman |
| Mr. Rajive Kaul    | - | Member   |
| Mr. Anand Chatrath | - | Member   |
| Mr. Tapan Chaki    | - | Member   |

### Shareholders / Investors Grievance Committee

- |                     |   |          |
|---------------------|---|----------|
| Mr. Anand Chatrath  | - | Chairman |
| Mr. Rajive Kaul     | - | Member   |
| Mr. Arijit Sengupta | - | Member   |

## Advocates & Solicitors

M/s. Khaitan & Co.  
Emerald House  
1B, Old Post Office Street  
Kolkata - 700 001

## Auditors

Singhi & Co.  
Chartered Accountants  
Emerald House, 4th Floor  
1-B, Old Post Office Street  
Kolkata - 700 001

## Internal Auditors

De Chakraborty & Sen  
Chartered Accountants  
Bikaner Building  
8-B, Lal Bazar Street, 1st Floor  
Kolkata - 700 001

## Bankers

Allahabad Bank  
State Bank of India  
HDFC Bank Ltd.

## Registered Office

'Jheel Meel'  
Sector IV  
Salt Lake City  
Kolkata - 700 106  
West Bengal, India  
Phone : 033 40212109, 40212149  
Fax : 033 2357 2116  
e-mail : niccopark@niccoparks.com  
website : www.niccoparks.com





## Names and addresses of the Stock Exchanges where the Shares of the Company are Listed and whether Listing Fee Paid

(Pursuant to Clause 49 of the Listing Agreement)

1. The Calcutta Stock Exchange Association Limited  
7, Lyons Range  
Kolkata - 700 001  
Website : [www.cse-india.com](http://www.cse-india.com)
2. Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
e-mail : [info@bseindia.com](mailto:info@bseindia.com)  
Website : [www.bseindia.com](http://www.bseindia.com)
3. Bhubaneswar Stock Exchange Limited  
Stock Exchange Bhavan  
P-2, Jayadev Vihar, Chandrasekharpur  
Bhubaneswar - 751 023

\* The Company has already paid Annual Listing Fees for the year 2011-12 to the above mentioned 3 Stock Exchanges.

## Registrar & Transfer Agent

R &D Infotech Pvt. Ltd.  
1st Floor, 7A, Beltala Road  
Kolkata - 700 026  
Phone : 033 2419 2641/2642  
Fax : 033 2463 1658  
E-mail : [rdinfotec@yahoo.com](mailto:rdinfotec@yahoo.com), [investors@rdinfotech.in](mailto:investors@rdinfotech.in)  
Website : [www.rdinfotech.org](http://www.rdinfotech.org)







## Notice of the Annual General Meeting to the Members

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Members of NICCO PARKS & RESORTS LIMITED will be held on Monday 25<sup>th</sup> day of July, 2011 at 11.30 a.m at '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 for the six months Financial Year ended on 31st March, 2011, the Balance Sheet as at that date and the Auditors' Report and Directors' Report thereon.
2. To declare a dividend.
3. a) To appoint a Director in place of Mr. Sujit Poddar who retires by rotation, and being eligible, offers himself for re-appointment.  
b) To appoint a Director in place of Mr. Tapan Chaki who retires by rotation, and being eligible, offers himself for re-appointment.  
c) To appoint a Director in place of Mr. Arijit Sengupta who retires by rotation, and being eligible, offers himself for re-appointment.
4. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION :-

"RESOLVED THAT pursuant to the provisions of Section 224A of the Companies Act, 1956, Messrs Singhi & Co., Chartered Accountants (Registration No. 302049E), Emerald House, 1-B, Old Post Office Street, Kolkata- 700 001, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, on a remuneration to be decided by the Board of Directors of the Company."

Registered Office :

'Jheel Meel',  
Sector IV, Salt Lake City,  
Kolkata – 700 106

Date : May 03, 2011

By Order of the Board  
NICCO PARKS & RESORTS LIMITED

INDRANIL MITRA  
Company Secretary





## NOTES :

1. A Member entitled to attend and vote at the Meeting is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. However, in order to be effective, the proxies must be lodged with the Company's Registered Office at least 48 hours before the Meeting.
2. An Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 14<sup>th</sup> day of July, 2011 to 25<sup>th</sup> day of July, 2011 (both days inclusive).
4. The Dividend, if declared, will be payable to those shareholders whose names stand on the Register of Members as on 25<sup>th</sup> day of July, 2011.
5. Members are requested to bring their copies of the Annual Report and the Accounts to the Meeting.
6. Members are requested to quote the ledger folio/DP ID/Client ID in all communications with the Company.
7. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting.
8. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
9.
  - i. Members are requested to note that the unclaimed / unpaid dividends upto the financial year ended 31.03.1995 have been transferred to the General Revenue Account of the Central Government pursuant to Section 205A of the Companies Act, 1956. Shareholders, who have not yet encashed their dividend warrant(s) for the said period are requested to forward their claims to the Registrar of Companies, West Bengal, 'Nizam Palace', II M.S.O. Building, 234/3A, A.J.C. Bose Road, Kolkata – 700 020, by submitting an application in the prescribed form.
  - ii. In view of amendment of the Companies Act, 1956, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund set up by the Central Government and no payments shall be made in respect of any such claims by the Fund.
  - iii. The unpaid/unclaimed dividends due for transfer to the Investor Education and Protection Fund (IEPF) set up by the Central Government are as follows:

Date of AGM	Financial Year	Date of Transfer to Unpaid Dividend Account	Due Date for Transfer to IEPF
27.01.2005	2003-04	27.02.2005	25.02.2012
16.01.2006	2004-05	16.02.2006	15.02.2013
15.01.2007	2005-06	15.02.2007	14.02.2014
22.01.2008	2006-07	22.02.2008	21.02.2015
24.01.2009	2007-08	24.02.2009	23.02.2016
29.01.2010	2008-09	29.02.2010	28.02.2017
25.01.2011	2009-10	25.02.2011	24.02.2018

- iv. Members who have not encashed their dividend warrant(s) for the above stated financial years are requested to make their claims to the Company accordingly and no claims shall lie in this respect once the unclaimed dividend is transferred to the Investor Education and Protection Fund.
10. Additional particulars of Directors retiring by rotation and eligible for appointment/re-appointment pursuant to Clause 49 of the Listing Agreement are mentioned in the enclosed Annexure 'A'.
11. Members desirous of making a nomination in respect of their shareholding, as permitted by Section 109A of the Companies Act, 1956, are requested to write to the Registrar and Transfer Agent of the Company for the prescribed form.





## Annexure to Notice

### Explanatory Statement as required under Section 173(2) of the Companies Act, 1956

#### Item No. – 4

The combined shareholding of WBIDC, WBTDC and TFCI exceeds 25% of the subscribed share capital of your Company and pursuant to Section 224A of the Companies Act, 1956, the appointment and remuneration of Auditors is required to be passed as a Special Resolution. As required under Section 224 of the Companies Act, 1956, a certificate has been received from the Auditors to the effect that their appointment, if made, will be in accordance with the limits specified in Section 224(1B) of the Act.

Your Directors, therefore, recommend the Resolution set out in item no. 4 of the Notice, for adoption as a Special Resolution.

None of the Directors of the Company is in any way concerned or interested in the said resolution.

Registered Office :

'Jheel Meel',  
Sector IV, Salt Lake City,  
Kolkata – 700 106

Date : May 03, 2011

By Order of the Board  
NICCO PARKS & RESORTS LIMITED

INDRANIL MITRA  
Company Secretary







## ANNEXURE - A

Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting.  
(in pursuance of Clause 49IV(G) of Listing Agreements)

Name of Director	Mr. Sujit Poddar	Mr. Tapan Chaki	Mr. Arijit Sengupta
Date of birth	07.02.1947	19.02.1946	13. 10. 1948
Date of Appointment:	30.07.1997	22.09.2005	03. 11. 2003
Expertise in specific functional areas:	Industrial Relations	Advertising, Marketing, Corporate Communication	Marketing, Manufacturing & Projects, General Management and running of Industry
Qualifications	B.A., LL.B.	B.Com	B.E.(Mech), FIE
List of other Companies in which Directorships held:	<ol style="list-style-type: none"> <li>Globsyn Technologies Limited</li> <li>Globsyn Infotech Limited</li> <li>Luxmi Township Ltd.</li> <li>Infinity Infotech Park Ltd.</li> <li>Choicest Enterprises Ltd.</li> <li>Bhagirathi Greenfield (P) Ltd.</li> <li>Omex Trexim (P) Limited</li> <li>Luxmi Tea Co. Ltd.</li> <li>Nicco Corporation Ltd.</li> <li>P K D Projects (P) Ltd.</li> <li>Sombit Commercial (P) Ltd.</li> <li>Space Solution Pvt. Ltd.</li> <li>Wellside Hotels Pvt. Ltd.</li> <li>Nuvo Engineering Services Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>Meridian Advertising Pvt. Ltd.</li> <li>Prithish Nandy Communications Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>Nicco Jubilee Park Limited.</li> <li>Nandan Park Limited, Bangladesh.</li> <li>Indian Association of Amusement Parks and Industries</li> <li>International Association of Amusement Parks and Attractions (Orlando, USA)</li> </ol>
Memberships / Chairmanships of Committees of Directors of the Company	<ol style="list-style-type: none"> <li>Audit Committee - Member</li> <li>Remuneration Committee - Chairman</li> </ol>	<ol style="list-style-type: none"> <li>Audit Committee - Member</li> <li>Remuneration Committee - Member</li> </ol>	<ol style="list-style-type: none"> <li>Shareholders/ Investors Grievance Committee - Member</li> </ol>
Memberships/ Chairmanships of Committees of Directors of other Companies	<p><b>Globsyn Technologies Limited</b> Audit Committee - Chairman Remuneration Committee - Member</p> <p><b>Infinity Infotech Parks Limited</b> Audit Committee - Member</p>	Nil	Nil
Shareholding of Non-Executive Directors	Nil	Nil	N.A.

Registered Office :  
'Jheel Meel',  
Sector IV, Salt Lake City,  
Kolkata – 700 106

Date : May 03, 2011

By Order of the Board  
NICCO PARKS & RESORTS LIMITED

INDRANIL MITRA  
Company Secretary





## Directors' Report

For the six months financial year ended 31st March, 2011

Your Directors had pleasure in presenting their Twenty Second Annual Report together with the Audited Accounts of your Company for the six months financial year ended 31<sup>st</sup> March 2011.

### Financial Results & Appropriations

(Rs. in Lacs)

	Six months Financial Year ended 31.03.2011	Year ended 30.09.2010 (12 months)
Profit Before Interest And Depreciation	393	523
Less : Interest	11	32
Cash Profit	382	491
Less : Depreciation	59	135
Profit Before Tax And Provision	323	356
Less : Provision For Tax	111	120
Profit After Tax	212	236
Add : Profit Brought Forward From Previous Period	545	392
Add : Income Tax For Earlier Year	0	3
	<b>757</b>	<b>631</b>
Proposed Dividend On Equity Shares	56	56
Dividend Tax	9	10
Transfer To General Reserve	20	20
Surpluss Carried Forward To Balance Sheet	672	545
	<b>757</b>	<b>631</b>

### Payment of Dividend and Transfer to Reserve

To move towards IFRS compliance, financial year of your Company was changed from "October-September" to "April – March". Accordingly, the 6 months financial year ended on 31<sup>st</sup> March 2011.

Your Directors recommended a dividend of 6% on 4,68,00,000 equity shares amounting to Rs. 28.08 L for the six month financial year ending 31.03.2011.

In addition, to celebrate the 20<sup>th</sup> anniversary of your Park Operations, your Directors recommended declaration of an additional dividend of 6% thus making it a total of 12% dividend on 4,68,00,000 equity shares amounting to Rs. 56.16 L for this truncated six months financial year.

An amount of Rs. 20 L is being transferred to general reserve. The dividend recommended takes into consideration the need for conservation of internal fund requirement of your Company for future growth.

### Management Discussion And Analysis

Management Discussion and Analysis report as required under the listing agreement with the Stock Exchanges is enclosed as Annexure A.

### Operations

During the six months financial year under review the footfall had increased by approx 4% compared to that of the same period last year. The existing dry park footfall showed marginal increase. The Water park footfall showed on increasing trend during last six months, although it was off season for Water Park and has shown an increase of almost 13%.

Per Capita Income showed improvement to the tune of 18% and 8% in the main park and water park respectively and this coupled with increased footfalls has resulted in better profits. Almost all the revenue generation areas e.g. Events, Food & Beverages, Projects, Branding and Merchandising also showed improvement compared to same period of that of last year.





The Loyalty Fun Ticket introduced by your Company a few years ago continues to be popular and your Company now has approx 13000 live ticketholders enrolled as on date. Efforts are on to increase it further.

After modification and expansion of Bowler's Den – the Restaurant & Bar sales have improved.

During the year your Company successfully completed the Mandarmoni Water Park project and it was formally inaugurated in the month of January 2011. Your Directors are pleased to inform you that your Company has received an order for overall consultancy for water park and supply of equipments for a wave pool from INTRACO, Bangladesh, for their proposed water park project in Cox's Bazar, Chittagong.

During this period your park also successfully went through a Surveillance audit for the latest versions of ISO 9001, ISO 14001, OHSAS 18001 and SA 8000 and continues to hold all these four valuable certificates.

Your Directors are happy to announce that your Company obtained one of India's most prestigious award "Significant Achievement on the journey towards Business Excellence" from "CII EXIM Bank" in the Small Medium Enterprise sector. Yours is the first amusement park in India to have received this distinction.

### Investments

#### Nandan Park Limited, Dhaka - Bangladesh

Nandan Park Ltd., Dhaka, Bangladesh in their recent Board meeting decided to expand with a few novelty rides like River Cave, Cyclone - Roller Coaster and Haunted House which they would procure from your Company next year, subject to availability of bank finance, which they are in the process of raising.

In order to en-cash profit, your Directors have decided to sell part of its shares in Nandan Park.

#### Nicco Jubilee Park Limited – Jamshedpur

This Park continues to be popular and is a major attraction for the localites and also for visitors of Jamshedpur. Footfall in the park declined last year due to disturbance and social unrest prevailing in Jamshedpur and in the vicinity of Jharkhand.

### Future Plans and Prospects

In order to improve the liquidity of Company's shares in the Stock Market and to make it affordable to the small investors, your Company's equity shares have been sub-divided from Rs. 10/- each into equity shares of Rs. 1/- each. As a result, market transaction of your Company's equity shares have gone up resulting in better market capitalisation of your Company.

The Water Park footfall was showing increase in trend and with the addition of a new inflatable Water Slide bought from California, we expect to get better footfall in Water Park during the peak summer season next year.

Many amusement park projects for turnkey contracts are in advanced stage of discussion and negotiation and therefore prospect of project business is good in the future.

With aggressive marketing schemes, better per capita income, good number of booking for events and with an emphasis on increasing F&B sales, barring any unforeseen circumstances, your Company looks to the future with confidence.

### Fixed Deposits

Your Company has not accepted any deposits from the public.

### Conservation of Energy

Your Company maintains eco-friendly environment and continuously works towards conservation of energy by adhering to strict norms it has prepared in ISO 9001 and ISO 14001 manuals. Your Company is under-taking various projects towards conservation and recycling of water.

Your Company started producing vermi-compost and organic manure from the waste generated in the park and these are being used for its own horticulture and beautification of the park.

Your Company's triple bottom line approach on economic, environmental and social returns had made the Company more environmental conscious and it is now committed towards minimizing its Carbon foot-print and green house effects.

### Foreign Exchange Earnings and Outgo

While there have been foreign visitors to the Park, no separate record is kept of earnings from them as they pay for the entry fees and other expenses in Indian Rupees. During the period under review no foreign exchange was received by the Company.

The total Foreign Exchange used during the six months financial year ended 31st March, 2011 was Rs. 31.94 L on account of overseas travelling, exhibition, business promotion, professional fees, subscription, purchase of ride and dresses for the cartoon characters.

### Corporate Social Responsibilities

As part of the process of institutionalizing commitment towards economic, social and environmental factors, your Company takes pleasure in reporting the following activities undertaken as per Global Reporting initiatives guidelines:-





1. Your Park is environment friendly and due to its strict environment control measures it has already obtained ISO 14001-2004 Environment Management systems certification. Every year Nicco Park observes World Environment Day with many eco-friendly activities. Your Park is making visitors aware by educating them for segregation of disposables of biodegradable and non-biodegradable nature of wastes into specific bins provided for the same. As a result of all these activities West Bengal Pollution Control Board has declared Nicco Park as a plastic free zone.
2. With the initiative of Local Municipality regular Pulse Polio immunization programme are conducted inside the Park premises.
3. Large numbers of orphans, destitute and physically challenged children are welcomed to visit the Park at a nominal cost through various philanthropic organizations such as Missionaries of Charity, Rotary Club and various NGOs.
4. Your Company has taken initiatives on various corporate social activities and is the first Amusement Park in India to have obtained the SA 8000 Certification.

### Corporate Governance

The principles of good Corporate Governance through accountability and transparency have always been followed by your Company.

A separate report on Corporate Governance as prescribed by the Listing Agreements of the relevant Stock Exchanges along with a Certificate of Compliance issued by a Practising Company Secretary forms part of the Annual Report 2010-2011 (Annexure-B).

### Directors

Mr. Sujit Poddar, Mr. Tapan Chaki and Mr. Arijit Sengupta retire by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

### Directors' Responsibility Statement Pursuant To Section 217 (2AA) Of The Companies Act, 1956

Your Directors hereby confirm that :-

- i. in the preparation of the Annual Accounts, the applicable accounting standards have been followed;
- ii. they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the six months financial year ended 31<sup>st</sup> March, 2011 and of the profit of the Company for that period;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. They have prepared the annual accounts on a going concern basis.

### Particulars of Employees

Your Company has no employee of the category required to be listed under Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975, as amended, during the period under review.

### Auditors

Messrs Singhi & Co., Chartered Accountants, Kolkata, Statutory Auditors of your Company, hold office until conclusion of this forthcoming Annual General Meeting and are recommended for re-appointment.

Your Company has received a letter from them to the effect that their re-appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

### Acknowledgement

Your Directors acknowledge with gratitude the co-operation and assistance received from State Government departments and other agencies during the period under review, viz., West Bengal Industrial Development Corporation Limited, West Bengal Tourism Development Corporation Limited, Allahabad Bank, Tourism Finance Corporation of India Limited and Bidhan Nagar Municipality.

Your Directors wish to thank the several organisations who have extended their support by way of sponsorships and promotions. Your Directors also take this opportunity to record their sincere appreciation of the efforts put in by all the employees and their commitment throughout this period.

Your Directors conclude this report by placing on record their gratitude to all the shareholders for their continued support.

Registered Office :  
'Jheel Meel',  
Sector IV, Salt Lake City,  
Kolkata – 700 106  
Date : May 03, 2011

On behalf of the Board of Directors  
NICCO PARKS & RESORTS LIMITED

S.N. MENON  
CHAIRMAN







## Management Discussion and Analysis

### A. Industry Structure And Development

The Amusement and theme park industry in India is just over two decades old and it is still relatively new compared to its origin in USA and Europe. The industry found its route in India during mid and late 80's and at the same time Nicco Park was set up as one of the pioneering theme amusement park project in India. Since then Nicco Park has been growing with addition of novelties every year and it has been running successfully for the last 20 years.

An industry wide market survey research carried out by M/s. Ernst & Young 2-3 years back shows that Nicco Park continues to be one of the largest parks in India.

Amusement park industry is growing at a rapid pace and there are over 150 amusement parks and water parks all over India and out of these amusement parks there are about 15-20 major players in 7-8 metros in India and balance being medium and small size local parks spread around various cities and towns.

It is estimated that total capital investment made in the amusement and theme park industry in India till date, is more than INR 150 billion.

The estimated annual revenue generated by this industry is approx INR 25 billion at present which is expected to grow to almost 3 times by the year 2020 at a double digit CAGR.

Many new Amusement parks and Water parks are being set up by various entrepreneurs every year both in private and organized sector. Large amusement park industries and investors from abroad are also looking at India with interest.

During the last decade domestic tourism had grown @ 14% on an average and currently it is estimated at 550 million. Relative to this, the amusement park industry generated only 19 million footfall during last year. Globally, domestic and international tourists comprise more than 50% of the total footfall at popular amusement parks. We can, therefore, expect that there would be manifold increase in footfall in amusement parks in India as the large parks in India are gradually converting themselves to larger destination parks with resort facilities with additional investments following the foot steps of large global parks. Currently for a population of 1.1 billion in the country, there are only 150 amusement parks and 45 Family Entertainment Centres. This indicates that the growth potential of Indian amusement and theme park industry is substantial.

### B. Business Strategy

Your company is in the business of leisure and entertainment and is providing interactive, participative and educative form of entertainment with its amusement park in Kolkata for wholesome recreation for the families. Set up in 1991, over 24 million guests visited this theme amusement park during the last 20 years.

Having gathered immense experience in maintaining and running amusement parks, the Company has diversified into extending overall consultancy for setting up theme parks and water parks in addition to engineering, manufacturing and supply of amusement park's rides. Company also undertakes turn key contracts for setting up composite amusement park and water park from concept to commissioning. With the rapid growth of amusement park industry many small manufacturer of rides and attractions are mushrooming all over the country. But, Nicco Park being "One Stop Shop" for setting up parks and since there are hardly any companies in India and abroad who can offer such facilities, Nicco Park has earned good reputation and is in demand to offer such services. Nicco Park has already set up 7 amusement parks and 4 water parks in India including 1 large composite park in Bangladesh. Many enquiries for such proposal for setting up the complete park on turn key basis are being received by the Company and business potential for same is good.

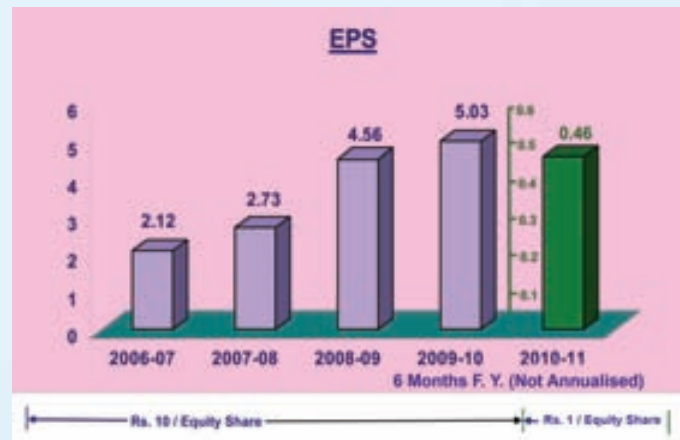
Nicco Park with high professional and experienced executives guided by the Board of Directors pursues achievement of long term sustainability of the company involving its stakeholders. Your company practices the contemporary management style to calculate the impact that the business had in terms of social, infrastructural and financial return for its long run sustainability. Your company has many achievements in respect of economic, environmental and social return which are shown on the following pages. These have resulted in Company's achieving rare distinction of obtaining certificate from CII for "Significant Achievement on the Journey towards Business Excellence" which is a very prestigious award in our country. This is only Amusement Park in India which has received this certificate.





## Financial Result :

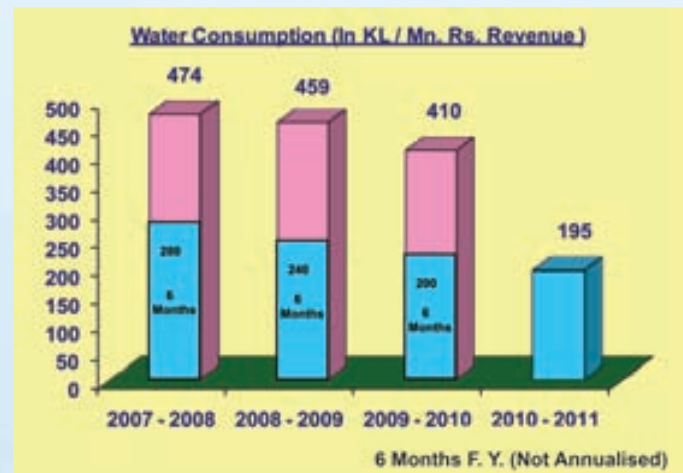
- A growing business portfolio in the newly emerging Theme Amusement Park business.
- Turnover, PBT and EPS doubled in last five years.
- Debt Equity Ratio of the Company is 0.23 : 1.
- Only company in Amusement Park industry sector, listed in the Stock Exchanges.
- Paying dividends for last consecutive 17 years.
- Holding excellent track record and very high credibility with Banks and Financial Institutions.
- Annual footfall over 1.6 million.
- High Brand Equity of the company continuously helps in its economic performance.





## Environmental Result :

- Nicco Park always concentrated to create a wonderful ambience with greeneries to offer wholesome recreation in a healthy environment to visitors.
- Several thousand trees were planted during inception and every year several hundred trees are planted in the Park. It has also created artificial water bodies, hillocks and greeneries inside the park.
- Conservation of energy by use of efficient lighting, energy efficient drives by Water conservation and Water re-circulation. Company takes various measures to minimize Carbon Emission and Greenhouse Effect.
- Park's wastes are utilized for making vermi-compost and Organic manure and the same are used for Park's horticulture and beautification. For this work our Quality Improvement Team achieved "Par Excellence" Award at CII - Bangalore National Quality Convention and "Gold" Award at International Quality Convention at Hyderabad.
- All Management Systems in Nicco Park for Quality Environment, Health and Safety conform to International Standards. First Amusement Park to obtain rare distinction of achieving all the three ISO Certificates i.e. ISO : 9000, Quality Management Certification; ISO : 14000, Environment Management Certification and OHSAS : 18000, Safety Management System Certification form renowned European Certified Authority, M/s. Det Norske Veritas.
- The State Government appreciated Company's effort and declared the Park as "Plastic Free Zone".
- A recipient of the West Bengal Government "Environment Excellence Award".
- Employee's are trained on nature care and mountaineering
- Medicinal garden created inside the Park.
- Pisciculture in the water bodies at Water Park.
- Maintains high quality hygienic water of international standard in Water Park.





## Social Result

- Business generates livelihoods for over 500 families.
- Takes many initiatives and measures for society's infrastructure improvement in and around the park.
- With the help of NGOs, takes initiatives towards eradication of illiteracy in nearby societies. 6 employees engaged in "Teach India" programme.
- Sponsored and subsidized visits of over 5000 orphanage and destitute visitors through philanthropic organization.
- Does not employ any child labour and ensures that the same is observed by all its franchisees and vendors.
- Bargainable employees' salaries are reviewed at regular intervals and finalized through negotiation.
- First Aid Centre inside the park is attended by the registered Medical Practitioners and Nurses, with stand-by Ambulance.
- Park observes "Children Day", "Independence Day", "Republic Day" every year and organize social camps for its employees and neighbours for "Pulse Polio Immunisation", "Eye Care Camp", "General Health Check-up Camp", "Road Safety Week".
- The First and the only Park in India to obtain SA : 8000 – Social Accountability Certification from M/s. Det Norske Veritas.
- Physical health check up for all employees started through our First Aid Centre for all employees including contractual labours and franchisee staff and records maintained.
- Observed World's AIDS Day in association with Health Dept., Govt. of West Bengal.



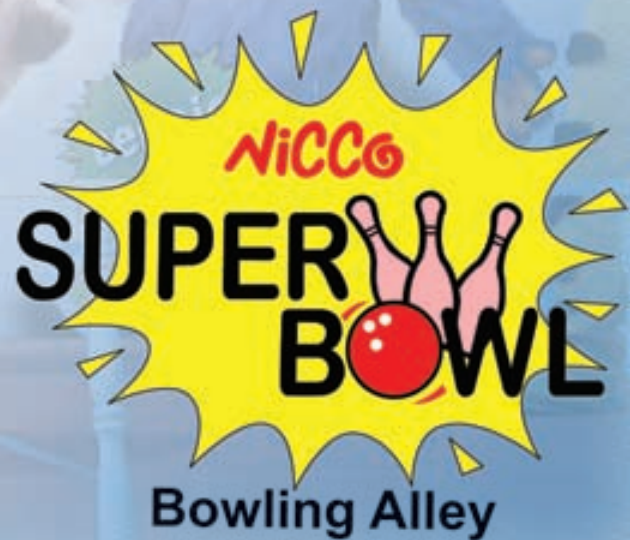




## Nicco Park's Products & Brands



Amusement Park



Bowling Alley







## Re-Certifications



- ISO 9001 Certification in 1998: First amusement park in India certified.
- ISO 14001 Certification in 2001: First amusement park in Asia certified.
- OHSAS 18001 Certification in 2006: First amusement park in Asia certified.
- SA 8000 Certification in 2008: First amusement park reportedly in the world certified.

Recent Recertification Audit of ISO 9001:2008, ISO 14001:2004, OHSAS 18001:2007 & SA 8000:2008 confirms our best international standard.







## Awards & Acholades



- River cave ride of Nicco Park has been awarded as “The Innovative & Most Popular Ride” in India during 2009-10 by Indian Association of Amusement Parks & Industries.
- QIT achieved “Par Excellence Award” at National Convention on Quality Circle organized by QCFI.
- QIT achieved “Gold Award” at International Convention on Quality Circle organized by QCFI.
- IAAPA, USA nominating committee has nominatged and elected Mr. Arijit Sengupta, MD & CEO of Nicco Parks & Resorts Limited to join the IAAPA Board of Directors for the period 2011-2013.







## Certifications



- Nicco Parks & Resorts Limited this year achieved a rare distinction of obtaining Certificate from CII & Exim Bank for “Significant Achievement on the journey towards Business Excellence” which is one of the prestigious awards in our country.

- QC & QIT achieved “Par Excellence Award” at Kolkata Chapter Convention on Quality Circle organized by QCFL.
- Horticulture Team of Nicco Park bagged several prizes at Sarabangla Puspa Pradarshani “o” Protijogita at Bidhannagar (Salt Lake) Mela, 2010.







## C. Segmentwise Performance

### a Park Operation

To maintain novelty of the Park and to increase repeat visits the Company is continuously adding new rides, attractions, facilities and events. Market Research Data indicates that your Company have about 60% repeat visitors. With such high level of customer loyalty, there is a business compulsion to constantly re-invent ourselves to add new attractions, to conduct low cost high profile events and to carry out various sales promotions to benefit and attract the visitors.

During the year we conducted a high profile event “Winter Carnival” which had great novelty value. The ever-popular “Ice Land” was brought back again totally revamped. Both these attractions were enjoyed by large number of visitors.

Novelty rides added last couple of years and the winter attraction helped in increasing the footfall in your Park, compared to that of previous year. Increase in per capita income along with improved footfall helped your Park to earn 175 L more Gate & Ride revenue as compared to last year.

### b. Consultancy, Contract and Sale of Ride Components

The amusement park business is growing rapidly in the developing countries. With 20 years of experience in running and maintaining amusement park successfully, your Company has expanded its activities to provide overall technical consultancy, design, engineering and supply of rides on turn key basis. With the help of Company’s technical collaborators in UK and Europe the Company has started getting project orders to supply rides in India and worldover.

Your Company’s products and services are expected to receive wide acceptance abroad as it has obtained 4 major certifications such as ISO : 9001 : 2008 – Quality Management System, ISO : 14001 : 2004 – Environment Management System, OHSAS : 18001 : 2007 Occupational Health & Safety Management System and SA : 8000 : 2008 Social Accountability from the renowned European Certifying Authority – M/s. Det Norske Veritas.

Your Company has successfully completed Rose Valley Group’s Water Park Project on turnkey basis and same has been well received by local and tourist visitors of Mondermani & Digha. Your Company has been engaged in executing & extending overall technical collaboration for a water park project in Cox’s Bazar, Chittagong, Bangladesh.

Your Company is also exploring the possibility of working together in some of the large theme park and Ropeway projects coming up in India and also signed Non-Disclosure Agreement with a few international renowned companies in the field of Amusement park rides and attractions manufacture.

### c. Others

Bowler’s Den, the air-conditioned sports bar and multi-cuisine restaurant continues to do well. Due to its ever increasing demand, the interiors of Nicco Super Bowl were restructured, Bowler’s Den was refurbished, expanded and upgraded and was given a new look altogether, during this year. Acknowledged as a family dining center, its locational advantage, atmosphere, ambience and multi cuisines have made it very popular to the locals of Salt Lake area and to the workforce from Information Technology, BPO, Call Centre and Electronics Industry located in the close proximity.

## D. Risks And Concerns

“Visitors’ safety” being of utmost concern, your Company continuously ensures high quality maintenance of all its rides and attractions.

The entertainment provided by your Company is interactive and participative in nature and faces competition from various other forms of entertainment in the leisure industry. The business has seasonality and being outdoor, climatic conditions have a bearing on its success. Sponsorship earnings also depend upon overall business conditions of various industries within the country.

With respect to project operations, although there are several renowned and reputed companies in the field worldwide who have a domineering presence, India has a cost advantage, which your Company is attempting to leverage. However, the Consultancy, Contracts and Sale of components for rides are also subject to variations depending upon the number of contracts.

Recognizing the needs associated with the various facets of the business of your Company, your Company had already formulated a Risk Management Framework in consultation with various functional heads to identify, assess and mitigate the major areas of risk associated with the business of the Company. The Risk Management Framework is reviewed by the Audit Committee and Board of Directors on a regular basis.





#### E. Internal Control Systems and their Adequacy

Your Company has adequate internal procedures commensurate with the Company's size and nature of business. The objective of these procedures are to ensure efficient use and protection of the Company's resources, accuracy in financial reporting and due compliance of statutes and Company procedures.

The existing system provides for structured work instructions, clearly laid down procedures of authorisations and approvals for purchase and sale of goods and services, reserved responsibility of custodial control with identified personnel, and use of computerized systems to ensure controls at source. Internal Audit is done by an external agency. Post audit checks and reviews are carried out to ensure follow up on the observations made by the audit teams. The Internal Audit reports, the progress in implementation of recommendations contained in such reports and the adequacy of internal control systems are reviewed by the Audit Committee of the Board in its periodical meetings.

#### F. Human Resource Management

Ours is a continuous quest to offer the finest guest experience and we are constantly reinventing ourselves in a sector that is on the move. People power is one of the pillars of our success.

Your Company firmly believes that its greatest strength lies in the quality of its manpower. The Company's "people philosophy" has given it a competitive edge as its guests are served by bright, enthusiastic and committed employees who anticipate guests needs and deliver exceptional service with genuine warmth.

There is a conscious effort on the part of the management to develop the Knowledge, Skills and Attitudes of its people through a variety of Training interventions specifically aimed at an individual's need with a specific thrust on enhancing functional/domain knowledge across disciplines.

Your Company has signed a four year wage agreement with the bargainable employees year before last, after long negotiations. The IR situation continues to be peaceful.

Employee – Management relations remained cordial through 2010-2011. As on 31st March, 2011, the number of people employed by the Company was 235.

#### G. Opportunities and Threats

##### Opportunity

- Eastern India experiencing growth in leisure and entertainment business in recent years.
- Gradual shift of center of gravity of the city to Salt Lake due to development of large townships, Govt. offices and Information Technology industry in and around this place.
- Opportunity for expansion through Joint Venture in other parts of India and abroad.
- Large export potential for Company's international standard quality products at competitive prices.
- Space available within the Company's premises for further expansion.
- The Company's products and high quality services receive wide acceptance in India and abroad due to International Standards Organisation (ISO) certifications obtained by the Company.
- "Brand equity" of the Company is perceivably high.

##### Threats

- Development of similar large parks in the city.
- Increase in operational cost due to change in Statutory Govt. policies including rates, taxes, etc.
- Park business is seasonal.
- Dependency of Project Division's performance on order availability, which may be highly cyclic.
- Alternative indoor entertainment options like Multiplexes, Malls etc.

#### H. Financial And Operational Performance

The Guest level increased as compared to that of the previous year. Per capita income shows considerable improvement. Various sales promotional schemes helped ramp up footfall and additional income from park operations.





Your Company is a trendsetter in the amusement parks industry in India with many firsts attached to its name and is a profit-making organisation in this sector. Incorporated in 1989, it is the only listed company in the Stock Exchange in the country's amusement park industry. Your Company also has the distinction of showing profits since inception and paying dividends continuously for seventeen years.

**I. Outlook**

With aggressive marketing schemes, good number of booking for events and with an emphasis on increasing F&B sales, barring any unforeseen circumstances, your Company looks to the future with confidence.

**J. Cautionary Statement**

Statements in the Management Discussion and Analysis Report in regard to projections, estimates and expectations have been made in good faith. Many unforeseen factors may come into play and affect the actual results, which could be different from what the Directors envisage in terms of future performance and outlook. Industry information contained in this Report, have been based on information gathered from various published and unpublished reports and their accuracy, reliability and completeness cannot be assured.





## Annexure –B

### Report on Corporate Governance (Pursuant to Clause 49 of the Listing Agreement)

Company's policies on Corporate Governance and due Compliance Report on specific areas, wherever applicable, for the six month financial ended 31<sup>st</sup> March, 2011, are given hereunder divided into the following areas:

#### 1. Company's Philosophy On Corporate Governance :-

Nicco Park believes that good Corporate Governance is essential to achieve long term corporate goals and to enhance stakeholders' value. The Company's business objective and that of its management and employees is to provide customer satisfaction through the Company's quality products and services in such a way so as to create value that can be sustained over a long term for all its stakeholders, including shareholders, employees, customers, Government and the lenders. In addition to compliance with regulatory requirements, Nicco Park endeavours to ensure that highest standards of ethical conduct are met throughout the organisation. The principles of good Corporate Governance through accountability and transparency have always been followed by your Company.

#### 2. Board of Directors :-

##### a. Composition of the Board

As on 31<sup>st</sup> March, 2011, the Board of Directors comprised eight Members, of whom seven were Non-Executive and one Executive. Presently, there are three Independent Directors, who account for one-third of the total Board strength as required under Clause 49 of the Listing Agreement. The Non-Executive Directors are eminent professionals, drawn from amongst persons with experience in business and industry, finance, law and public enterprises. The composition of the Board is as under:

Sl No.	Name of Director	Category of Directors	No. of other Directorship held (excluding Foreign Companies, Private Limited Companies and Companies U/s 25 of the Companies Act, 1956)	No. of Other Board Committee(s) of which he/she is a member*	No. of other Committee(s) of which he/she is a Chairperson @
1.	Mr. S.N.Menon	Chairman Non-Independent Non-Executive	7	3	Nil
2.	Mr. Rajive Kaul	Non-Independent Non-Executive	9	Nil	1
3.	Mr. Arijit Sengupta	Managing Director & CEO, Non-Independent Executive	1	Nil	Nil
4.	Mr. Sujit Poddar	Independent Non-Executive	7	2	1
5.	Mr. Anand Chatrath	Independent Non-Executive	2	1	1
6.	Ms. Pallavi P. Kaul	Vice-Chairperson Non-Independent Non-Executive	4	Nil	Nil
7.	Mr. T. V. NarasimhaRao (Nominee of WBTDC)	Non-Independent Non-Executive	1	Nil	Nil
8.	Mr. Tapan Chaki	Independent Non-Executive	1	Nil	Nil

\* Only two Committees, viz., the Audit and the Shareholders/Investors Grievance Committee are considered for this purpose. Further the number of Committee positions held only in Public Limited Companies are indicated.

@ Number of Memberships in other Board Committee of Directors also include their Chairmanships in other Board Committees.







(b) Number of Board meetings held and attended by the Directors

(i) Three Meetings of the Board of Directors were held during the six month financial year ended 31<sup>st</sup> March, 2011. These were held on :

- (1) 1<sup>st</sup> November, 2010;
- (2) 4<sup>th</sup> December, 2010; and
- (3) 25<sup>th</sup> January, 2011;

(ii) The attendance record of each of the Directors at the Board Meetings during the six month financial year ended 31<sup>st</sup> March, 2011 and of the last Annual General Meeting (AGM) is as under :

Sl. No.	Name of Directors	No. of Board Meetings Attended	Attendance at the last AGM held on 25 <sup>th</sup> January, 2011	Sitting fees (in Rs.) paid to the Directors for attending Board Meetings
1.	Mr. S. N. Menon	3	Yes	15,000/-
2.	Mr. Rajive Kaul	3	Yes	15,000/-
3.	Mr. Arijit Sengupta	3	Yes	Nil
4.	Mr. T. V. Narasimha Rao	1	No	5,000/-
5.	Mr. Sujit Poddar	3	Yes	15,000/-
6.	Mr. Anand Chatrath	3	Yes	15,000/-
7.	Ms. Pallavi P. Kaul	3	Yes	15,000/-
8.	Mr. Tapan Chaki	3	Yes	15,000/-

### 3. Audit Committee :-

(i) Composition of the Audit Committee is in accordance with the requirements prescribed by the Code of Corporate Governance. The Committee consists of the following Directors:

- |      |                    |   |                                    |
|------|--------------------|---|------------------------------------|
| i.   | Mr. Anand Chatrath | – | Non-Executive Independent Director |
| ii.  | Mr. Rajive Kaul    | – | Non-Executive Director             |
| iii. | Mr. Sujit Poddar   | – | Non-Executive Independent Director |
| iv.  | Mr. Tapan Chaki    | – | Non-Executive Independent Director |

Mr. Anand Chatrath is the Chairman of the Audit Committee, Mr. Indranil Mitra, Company Secretary, acts as the Secretary to the Committee.

(ii) Two Audit Committee meetings were held during the six months financial year ended 31<sup>st</sup> March, 2011, on 1<sup>st</sup> November, 2010 and 25<sup>th</sup> January, 2011. The attendance of each Audit Committee member is as under:

Name of the Audit Committee Member	No. of meetings attended	Sitting fees paid (in Rs.) to the Members for attending Audit Committee Meetings
Mr. Anand Chatrath	2	10,000/-
Mr. Rajive Kaul	2	10,000/-
Mr. Sujit Poddar	2	10,000/-
Mr. Tapan Chaki	2	10,000/-





- (iii) At the invitation of the Chairman of the Committee, Sr. Vice President-Finance & Accounts & CFO and representative of statutory auditors and internal auditors also attended the Audit Committee meetings to answer and clarify queries raised at the Committee meetings.
- (iv) The role and terms of reference of the Audit Committee covers the matters specified under Clause 49 of the Listing Agreement as well as in Section 292A of the Companies Act, 1956.

The functions of the Audit Committee broadly cover the following:

- a) To investigate any activity within its terms of reference;
- b) To seek information from any employee;
- c) To obtain outside legal or other professional advice;
- d) To secure attendance of outsiders with relevant expertise, if it considers necessary;
- e) To oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- f) To recommend the appointment and removal of external auditor, fixation of audit fees and also approval for payment for any other services;
- g) Reviewing with the management the annual financial statements before submission to the Board, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgement by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report
- h) Reviewing with the management, external and internal auditors, the adequacy of internal control systems
- i) Reviewing with the management the quarterly financial statements before submission to the Board;
- j) Reviewing the adequacy of internal audit function, including the structure of the internal audit function, staffing and seniority of the official heading the department, reporting coverage and internal audit;
- k) Discussion with internal auditors on any significant findings and follow up thereon
- l) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- m) Discussion with external auditors before the audit commences, nature and scope of audit as well as have post-audit discussion to ascertain any area of concern;
- n) Reviewing the company's financial and risk management policies;
- o) To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders and creditors.

The Audit Committee also mandatorily reviews the following:

- a) Management Discussion and Analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- c) Management letters/letters of internal control weaknesses issued by the statutory auditors
- d) Internal audit report relating to internal control weaknesses
- e) The appointment, removal and terms of remuneration of the Chief Internal Auditor

#### 4. Remuneration Committee

The present composition of the Remuneration Committee is as under:

- i. Mr. Sujit Poddar – Non-Executive Independent Director
- ii. Mr. Rajive Kaul – Non-Executive Director
- iii. Mr. Anand Chatrath – Non-Executive Independent Director
- iv. Mr. Tapan Chaki – Non-Executive Independent Director





Mr. Sujit Poddar is the Chairman of the Remuneration Committee. Mr. Indranil Mitra, Company Secretary, acts as the Secretary to the Committee.

The function of the Remuneration Committee is to decide and recommend the remuneration of the Executive Director of the Company. The Remuneration Committee did not meet during the six months ended 31<sup>st</sup> March, 2011.

#### Remuneration Policy

The remuneration of employees largely consists of basic remuneration and perquisites. The Non-Executive Directors draw sitting fees at the rate of Rs. 5,000/- for attending each Meeting of the Board or Committee thereof and do not draw any other remuneration from the Company.

The components of the total remuneration vary for different levels and are governed by Industry pattern, qualification and experience of the employees and responsibilities handled by them.

The objectives of the remuneration policy are to motivate and encourage the employees to perform and to recognise their contribution.

#### (a) Remuneration to Mr. Arijit Sengupta, Managing Director & CEO

Particulars	Amount (Rs.) Oct. '10 - Mar. '11 (6 months)
Salary	3,60,000
Allowances	2,26,500
Contribution to Provident and Other Funds	1,38,469
Perquisites	1,41,954
<b>TOTAL</b>	<b>8,66,923</b>

Service Contract – upto 31<sup>st</sup> December, 2011

Notice Period or Severance fee – Six calendar months notice or salary in lieu thereof

Stock Option – Nil

#### 5. Board Procedure

The members of the Board have been provided with the requisite information as required by Annexure IA to Clause 49 of the Listing Agreement well before the Board meetings and the same were dealt with appropriately.

All the Directors who are in various committees are within the permissible limits as stipulated in Clause 49I(C)(ii) of the Listing Agreement. The Directors have intimated from time to time about their memberships/chairmanships in the various committees in other companies.

#### 6. Shareholders

- a. The Company has a Shareholders/Investors Grievance Committee. Presently the Committee consists of Mr. Anand Chatrath (Chairman), Mr. Rajive Kaul and Mr. Arijit Sengupta. Mr. Indranil Mitra, Company Secretary is the Compliance Officer. During the six month ended 31<sup>st</sup> March, 2011, two complaints were received both of which were attended to.

There were no shares pending transfer as on 31<sup>st</sup> March, 2011. The sitting fees paid to the Committee Members for attending the Committee Meetings during the six month ended 31<sup>st</sup> March, 2011 was Rs. 60,000.

- b. Code of Conduct for Directors and Senior Management

A Code of Conduct as applicable to the Directors and the Members of the Senior Management had been approved by the Board of Directors at its Meeting held on 27<sup>th</sup> January, 2005. A declaration signed by the Managing Director & CEO of the Company to the effect that all Directors and Senior Management Officers have affirmed compliance with the provisions of the Code during the six months ended on 31<sup>st</sup> March, 2011 is attached to this Report.





c) Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting scheduled to be held on 25<sup>th</sup> July, 2011 are given below :

Name of Director	Mr. Sujit Poddar	Mr. Tapan Chaki	Mr. Arijit Sengupta
Date of birth	07.02.1947	19.02.1946	13. 10. 1948
Date of Appointment:	30.07.1997	22.09.2005	03. 11. 2003
Expertise in specific functional areas:	Industrial Relations	Advertising, Marketing, Corporate Communication	Marketing, Manufacturing & Projects, General Management and running of Industry
Qualifications	B.A., LL.B.	B.Com	B.E.(Mech), FIE
List of other Companies in which Directorships held:	<ol style="list-style-type: none"> <li>1. Globsyn Technologies Limited</li> <li>2. Globsyn Infotech Limited</li> <li>3. Luxmi Township Ltd.</li> <li>4. Infinity Infotech Park Ltd.</li> <li>5. Choicest Enterprises Ltd.</li> <li>6. Bhagirathi Greenfield (P) Ltd.</li> <li>7. Omex Trexim (P) Limited</li> <li>8. Luxmi Tea Co. Ltd.</li> <li>9. Nicco Corporation Ltd.</li> <li>10. P K D Projects (P) Ltd.</li> <li>11. Sombit Commercial (P) Ltd.</li> <li>12. Space Solution Pvt. Ltd.</li> <li>13. Wellside Hotels Pvt. Ltd.</li> <li>14. Nuvo Engineering Services Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Meridian Advertising Pvt. Ltd</li> <li>2. Pritish Nandy Communications Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Nicco Jubilee Park Limited.</li> <li>2. Nandan Park Limited, Bangladesh.</li> <li>3. Indian Association of Amusement Parks &amp; Industries.</li> <li>4. International Association of Amusement Parks and Attractions (Orlando, USA)</li> </ol>
Memberships / Chairmanships of Committees of Directors of the Company	<ol style="list-style-type: none"> <li>1. Audit Committee – Member</li> <li>2. Remuneration Committee – Chairman</li> </ol>	<ol style="list-style-type: none"> <li>1. Audit Committee – Member</li> <li>2. Remuneration Committee – Member</li> </ol>	<ol style="list-style-type: none"> <li>1. Shareholders/ Investors Grievance Committee – Member</li> </ol>
Memberships/ Chairmanships of Committees of Directors of other Companies	<b>Globsyn Technologies Limited</b> Audit Committee – Chairman Remuneration Committee – Member  <b>Infinity Infotech Parks Limited</b> Audit Committee - Member	NIL	NIL
Shareholding of Non-Executive Directors	NIL	NIL	N.A.







## 7. Compliance Certificate

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges on Code of Corporate Governance, Certificate from a Company Secretary in whole-time practice regarding compliance of conditions of Corporate Governance by the Company is annexed herewith.

## 8. General Body Meetings

a. The details of Annual General Meetings (AGM) held in the last three years are as under :

Sl. No.	AGM	Day	Date	Time	Venue
1	19 <sup>th</sup>	Saturday	24.01.2009	11.30 a.m.	'Williamson Magor Hall' of The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata – 700 001
2	20 <sup>th</sup>	Friday	29.01.2010	11.30 a.m.	
3	21 <sup>st</sup>	Tuesday	25.01.2011	11.30 a.m.	

No resolution has been put through postal ballot.

No Special resolution or Ordinary resolution on matters requiring postal ballot are placed for shareholders approval at the forthcoming 22<sup>nd</sup> Annual General Meeting to be held on 25<sup>th</sup> day of July, 2011.

## 9. Disclosures

- Details of transactions effected with related parties have been reported separately in Accounts, in accordance with the requirements of Accounting Standard AS-18 issued by the Institute of Chartered Accountants of India.
- None of the non-Executive Directors have entered into any pecuniary transaction with the Company during the six months financial year ended 31<sup>st</sup> March, 2011.
- No commission is payable to any Director and apart from sitting fees no other remuneration is payable to any non-Executive Director.
- No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to the capital markets during the last three years.
- Details of equity shares held by Non-Executive Directors as on 31<sup>st</sup> March, 2011

Name of the Director	Number of Equity Shares held
Mr. Rajive Kaul	21,55,000
Ms. Pallavi P. Kaul	6,010

- CEO/CFO certificate as required in terms of the Listing Agreement has been duly submitted to the Board.
- The non-mandatory requirements, to the extent followed/pursued by the Company, have been stated in this Report.

## 10. Means of Communication

- Half yearly reports sent to each household of shareholders : No
- Quarterly Results : The Financial Express (English) and Aajkal (Bengali)  
Which newspaper normally published in
- Any website where displayed : Yes, www.niccoparks.com
- Whether it also displays official news releases : Yes
- Whether it also displays presentations made to institutional investors/analysts : No
- Whether MD&A is a part of Annual Report : Yes

## 11. General Shareholder Information

(a) Annual General Meeting to be held Day, Date Time and Venue

Day	Monday
Date	25 <sup>th</sup> day of July, 2011
Time	11:30 A.M.
Venue	'Williamson Magor Hall' of The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata 700 001




**(b) Financial Calendar (Tentative and subject to change) for the financial year 2011-12 :**

Financial Reporting (Audited) for the Quarter ended :-

- 30th June, 2011 : Before end of July, 2011
- 30th September, 2011 : Before end of October, 2011
- 31st December, 2011 : Before end of January, 2012
- 31st March, 2012 : Before end of April, 2012

**(c) Dates of Book Closure :** 14th July, 2011 to 25th July, 2011 (Both days inclusive)

**(d) Dividend payment date :** Within 30 days of the AGM

**(e) Listing on Stock Exchanges at :** The Equity Shares of the Company are listed at the following Stock Exchanges:

- 1) The Calcutta Stock Exchange Limited  
7, Lyons Range, Kolkata 700 001
- 2) Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
- 3) Bhubaneswar Stock Exchange Ltd. \*  
Stock Exchange Bhavan, P-2, Jayadev Vihar, Chandrasekharpur,  
Bhubaneswar - 751 023.

\* Application made for voluntary delisting of the Company's shares

The Company has paid the Listing Fees for the year 2011-2012 to all the Stock Exchanges.

**(f) Stock Code**

Name of the Stock Exchange	Stock Code	
	Physical	Demat
The Calcutta Stock Exchange Limited	24071	10024071
The Bombay Stock Exchange Limited	26721	526721
Bhubaneswar Stock Exchange	NPR	
ISIN Number for NSDL and CDSL	INE653C01022	

**(g) Market Price Data**

Month	Quotation* at The Stock Exchange, Mumbai		BSE Sensex*	
	High (Rs.)	Low (Rs.)	High	Low
October 2010	85.00	71.20	20854.55	19768.96
November 2010	98.90	70.60	21108.64	18954.82
December 2010	91.95	73.75	20552.03	19074.57
January 2011	94.05	80.00	20664.80	18038.48
February 2011	112.10	9.35	18690.97	17295.62
March 2011	10.50	8.70	19575.16	17792.17

(\*Source : BSE website)

**(h) Registrars and Share Transfer Agents :**

M/s. R & D Infotech Pvt. Ltd.  
 1st Floor, 7A, Beltala Road  
 Kolkata 700 026  
 Phone (033) 2419 2641/2642, Fax : (033) 2463 1658  
 E-mail : rdinfotec@yahoo.com, investors@rdinfotech.in





(i) Share Transfer System :

Share transfers are registered and returned within a period of 30 days from the date of receipt if the documents are clear in all respects. The Shareholder/Investors Grievance Committee has been authorised to approve the transfers.

(j) Distribution of Shareholding

Sl. No.	No. of Equity Shares held	No. of Folios	No. of Shares	Percentage of Shareholdings
1.	1 to 500	4322	332011	0.71
2.	501 to 1000	2896	2877352	6.15
3.	1001 to 2000	342	647622	1.38
4.	2001 to 3000	116	329049	0.70
5.	3001 to 4000	32	121990	0.26
6.	4001 to 5000	78	384280	0.82
7.	5001 to 10000	72	576962	1.23
8.	10001 and above	131	41530734	88.75
	<b>TOTAL</b>	<b>7989</b>	<b>46800000</b>	<b>100.00</b>

(k) Shareholding Pattern as on 31<sup>st</sup> March, 2011 :

Category		No. of Shares held	Percentage of Shareholding
<b>A Promoters' Holding</b>			
1	Promoters		
	– Indian Promoters	2,68,17,087	57.30
	– Foreign Promoters	Nil	Nil
2	Persons acting in Concert	22,73,010	4.86
	<b>Sub -Total</b>	<b>2,90,90,097</b>	<b>62.16</b>
<b>B Non-Promoters' Holding</b>			
3	Institutional Investors		
	a) Mutual Funds & UTI	47,000	0.10
	b) Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions, Non-Govt Institutions)	10,00,000	2.13
	c) FIIs	Nil	Nil
	<b>Sub -Total</b>	<b>10,47,000</b>	<b>2.23</b>
4	Others		
	a) Private Corporate Bodies	21,75,216	4.65
	b) Indian Public	1,44,76,207	30.93
	c) NRIs/OCBs	11480	0.03
	d) Any Other (Please specify)	Nil	Nil
	<b>Sub -Total</b>	<b>1,66,62,903</b>	<b>35.61</b>
	<b>GRAND TOTAL</b>	<b>4,68,00,000</b>	<b>100.00</b>





(l) **Dematerialisation of Equity Shares :**

As on 31st March, 2011, 56.05% of the Company's total shares representing 2,62,30,170 equity shares were held in dematerialized form with NSDL and CDSL and the balance 43.95% representing 2,05,69,830 shares were held in paper form.

(m) **Risk Management**

In view of the nature of services provided by the Company, the Company had all along been conscious of the risks associated with the nature of its business. The Company already has a Risk Management Framework for laying down procedures to inform the Board members about the risk assessment and minimization procedures. A Committee of Senior Management personnel carried out risk identification, risk assessment and risk treatment procedures for all functions of the Company which are being reviewed on an ongoing basis.

(n) **Outstanding GDRs / ADRs / Warrants or any convertible Instruments, conversion dates and the likely impact on Equity**

N.A. [The Company has not issued any GDRs and ADRs]

(o) **Location of Business :**

'Jheel Meel', Sector IV, Salt Lake City, Kolkata, Pin Code : 700 106

(p) **Address for Correspondence :**

The Shareholders should address their correspondences to the Company's Registrars & Share Transfer Agents at the address mentioned hereinbefore. Contact Person: Mr. Ratan Mishra, Phone (033) 2419 2641/2642.

The Shareholders may also contact the Company Secretary, who is also the Compliance Officer for any assistance. Telephone No. (033) 40212128.

**12 Compliance of Non-Mandatory Requirements:**

I. **Remuneration Committee**

The details pertaining to Remuneration Committee have been provided in item No. 4 of this Corporate Governance Report.

II. **Audit Qualification**

None

III. **Shareholder Rights**

Half-yearly results including summary of the significant events are presently not being sent to shareholders of the Company

IV. **Others**

The other non-mandatory requirements such as, Training of Board Members, Mechanism for evaluating Non-Executive Board Members and Whistle Blower Policy will be implemented by the Company as and when required and/or deemed necessary by the Board.

## Declaration Regarding Compliance by the Board Members and Senior Management Personnel with the Code of Conduct

As provided under Clause 49(I)D(ii) of the Listing Agreement with the Stock Exchange(s), this is to confirm that a Code of Conduct has been laid down by the Board of Directors of Nicco Parks & Resorts Limited, which has been made applicable to all the Directors and the Senior Management Personnel of the Company.

The Code has been affirmed to by all members of the Board and the Senior Management Personnel of the Company. The said Code of Conduct has also been posted on the website of the Company, namely, [www.niccoparks.com](http://www.niccoparks.com).

Date: 3rd May, 2011

**ARIJIT SENGUPTA**  
MANAGING DIRECTOR & CEO







## Corporate Governance Compliance Certificate

To the Members of  
Nicco Parks & Resorts Limited

I have examined all relevant records of Nicco Parks & Resorts Limited (“the Company”) for the purposes of certifying compliance of the conditions of Corporate Governance under Clause 49 of the Listing Agreement with Stock Exchanges for the six months ended 31st March, 2011. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedure and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of my examination of the records produced, explanations and information furnished, I certify that the Company has complied with all the mandatory conditions of the said Clause 49 of the Listing Agreement.

**P V SUBRAMANIAN**

Company Secretary in Whole-time Practice  
Certificate of Practice No : 2077(ACS-4585)

Place : Kolkata

Date : 3rd May, 2011





## AUDITORS' REPORT to the Members of Nicco Parks & Resorts Limited

### To the Shareholders

We have audited the Balance Sheet of **NICCO PARKS & RESORTS LIMITED** as at 31<sup>st</sup> March, 2011 and the related Profit and Loss Account for the six month ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the said order.

Further to our comments in the Annexure referred to above, we report that:

- i) We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- ii) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- iii) The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the Books of Account.
- iv) In our Opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the applicable accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
- v) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2011 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

We report that in our opinion and to the best of our information and according to the explanations given to us, the said accounts read with Notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2011 and
- b) In the case of Profit and Loss Account, of the profit of the company for the six month ended on that date;
- c) In the case of Cash Flow Statements, of the cash flows for the six month ended on that date.

For SINGHI & CO.  
Chartered Accountants  
Firm Regn no. 302049 E

(Sankar Banerjee)  
Partner  
Membership No.8230

1-B, Old Post Office Street  
Kolkata

Dated, the 3<sup>rd</sup> day of May, 2011.



## Annexure to the Auditors' Report

(Referred to in paragraph 3 of our report of even date)

As required by the Companies (Auditors' Report) Order 2003(as amended), we report that:

- (i) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
  - (b) The fixed assets were physically verified during the year by the management, the frequency of which in our opinion is reasonable. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) There was no substantial disposal of fixed assets during the year.
- (ii) In respect of its inventories:
  - (a) As explained to us, inventories were physically verified during the year by the management at reasonable intervals.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii)
  - (a) The Company has not granted any loans secured or unsecured to the Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly the provisions of clause iii (b), (c) and (d) of the order are not applicable to the company.
  - (b) The Company has not taken any loans secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly the provisions of clause 3(iii)(e), (f) and (g) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. There is no continuing failure to correct major weakness in the internal control system.
- (v) In respect of transactions entered in the register maintained in pursuance of section 301 of the Companies Act, 1956;
  - (a) To the best of our knowledge and belief and according to the information and explanations given to us, transactions that needed to be entered into the register have been so entered.
  - (b) According to the information and explanations given to us, the transactions have been entered into during financial year at prices, which are reasonable having regard to prevailing market prices, at the relevant time.
- (vi) The Company has not accepted any deposit from public within the meaning of Sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956. Accordingly clause vi (b) of the Order is not applicable.
- (vii) The company has an internal audit system commensurate with its size and nature of its business.
- (viii) The company is not involved in any manufacturing activities and thus the provisions of clause 4 (viii) of the Order is not applicable to the company.
- (ix) According to the information and explanations given to us in respect of Statutory and other dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty & Cess and any other statutory dues applicable to it with the appropriate authorities during the year. There are no undisputed statutory dues unpaid for a period of six months from the date they become payable.





Regarding deposit to Investor Education and Protection Fund the Company had, vide its letter dated 30<sup>th</sup> January, 2009, had advised the banker to issue pay order in favour of Department of Company Affairs, Kolkata for the total amount lying in the “Dividend Account”. But that was not given effect to by the banker. As a consequence the unpaid dividend for the years 2000-01 & 2001-02 totalling Rs 281,550/- could not be transferred to Investor Education & Protection Fund. The Company had filed a writ petition bearing no. WP 8950 of 2010 with High Court, Calcutta praying, inter alia, to direct the banker to transfer the amount to Investor Education and Protection Fund . The case is pending. Subsequent to that the unpaid dividend for the year 2002-03 amounting to Rs 117,840/- lying with the same banker has also become due for such transfer.

- (b) There are no dues of Income tax /Sales tax/ Wealth tax/Service tax/Custom Duty/Excise duty/Cess which have not been deposited on account of any dispute.
- (x) The Company does not have accumulated losses as at the end of the year and the Company has not incurred cash losses during the current financial year.
- (xi) The Company has not defaulted in repayment of dues to any financial institutions, banks and debenture holders.
- (xii) According to the information and explanations given to us, the Company has not granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the nature of activities of the company is such that the provisions of any special statute including chit fund/nidhi/mutual benefit fund/societies are not applicable to it.
- f(xiv) The Company is not in the business of trading in shares.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the Company were, prima facie, applied by the Company during the year for the purposes for which the loans were obtained.
- (xvii) According to the information and explanations given to us, on an overall basis, funds raised on short term basis have, prima facie, has not been used during the year for long term investment.
- (xviii) The Company has not any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956, during the year at par.
- (xix) The company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any money by public issues during the year and hence the question of disclosure and verification of end use of such money does not arise.
- (xxi) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For SINGHI & CO.  
Chartered Accountants  
Firm Regn no. 302049 E

(Sankar Banerjee)  
Partner  
Membership No.8230

1-B, Old Post Office Street  
Kolkata

Dated, the 3<sup>rd</sup> day of May, 2011.

























## Balance Sheet as at 31st March, 2011

As at 30.09.2010 (Rs)	LIABILITIES	Sche dule No.	As at 31.03.2011		As at 30.09.2010 (Rs)	ASSETS	Sche dule No.	As at 31.03.2011	
			(Rs)	(Rs)				(Rs)	(Rs)
46,800,000	SHARE CAPITAL	1		46,800,000		FIXED ASSETS	5		
					261,362,571	Gross Block		264,291,319	
	RESERVES AND				140,802,588	Less : Depreciation		146,758,615	
81,913,097	SURPLUS	2		96,505,546	120,559,983	Net Block		117,532,704	
					985,754	Capital Work In Progress		510,754	118,043,458
					121,545,737				
17,496,385	LOAN FUNDS	3		33,621,419	51,470,295	INVESTMENTS	6		51,762,318
15,771,506	DEFERRED TAX LIABILITIES ( NET )	4		15,660,890		CURRENT ASSETS, LOANS AND ADVANCES			
					4,571,115	Inventories	7	4,511,177	
	CURRENT LIABILITIES				7,947,269	Sundry Debtors	8	5,989,361	
	AND PROVISIONS	12			33,471,130	Cash and Bank Balances	9	65,686,432	
					1,396,201	Other Current Assets	10	1,187,274	
61,346,865	Liabilities	A	58,714,262		15,624,106	Loans and Advances	11	15,700,489	
12,698,000	Provisions	B	11,578,392	70,292,654	63,009,821				93,074,733
236,025,853	TOTAL			262,880,509	236,025,853	TOTAL			262,880,509

Notes on Accounts

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This is the Balance Sheet referred  
to in our report of even date

For Singhi & Co.  
Chartered Accountants  
Firm Registration No. 302049 E

Sankar Banerjee  
Partner  
Membership No. 8230

Kolkata  
3rd day of May, 2011

Indranil Mitra  
Company Secretary

B. K. Bakshi  
Sr. V.P. & CFO

The Schedules referred to above form  
an integral part of the Balance Sheet

On behalf of the Board of Directors

S. N. Menon  
Chairman

Anand Chatrath  
Director

Arijit Sengupta  
Managing Director & CEO







## Profit and Loss Account for the period from 1st October, 2010 to 31st March, 2011

Year ended 30.09.2010 (12 Months) (Rs)	PARTICULARS	Sche dule No.	Period ended 31.03.2011 (6 Months)		Year ended 30.09.2010 (12 Months) (Rs)	PARTICULARS	Sche dule No.	Period ended 31.03.2011 (6 Months)	
			(Rs)	(Rs)				(Rs)	(Rs)
	<b>EXPENDITURE</b>					<b>INCOME</b>			
56,433,354	Expenses on Employees	14		29,058,203		Income from Operations (Note B.1 on Schedule 17)			171,745,371
140,531,360	Operating Expenses	15		67,767,217	293,025,145				
31,206,535	Administrative and Selling Expenses	16		21,670,976					
25,748,787	Entertainment Tax			16,882,006					
3,207,309	Interest (Note B.7 on Schedule 17)			1,114,079					
257,127,345									
13,658,781	Depreciation and Amortisation	5	5,956,027						
	Less:								
121,228	Transfer from Capital Reserve		60,614						
13,537,553				5,895,413	13,208,326	Other Income	13		2,933,717
35,568,573	Profit before Tax carried down.			32,291,194					
306,233,471				174,679,088	306,233,471				174,679,088
	Tax Expenses								
14,000,000	Current -		11,200,000		35,568,573	Profit before Tax brought down.			32,291,194
(1,982,768)	Deferred - Charge/(Credit)		(110,616)						
12,017,232				11,089,384					
23,551,341	Profit after Tax carried down			21,201,810					
35,568,573				32,291,194	35,568,573				32,291,194
	Proposed Dividend :				23,551,341	Profit after Tax brought down.			21,201,810
5,616,000	Normal		2,808,000						
-	Special		2,808,000	5,616,000					
932,747	Tax on Proposed Dividend			932,747	276,902	Income Tax for earlier year			-
2,000,000	Transfer to General Reserve			2,000,000					
54,544,925	Balance carried forward to Balance Sheet			67,197,988	39,265,429	Profit brought forward from last year (i.e. year ended 30.09.2010)			54,544,925
63,093,672				75,746,735	63,093,672				75,746,735

0.50 Basic and Diluted Earnings per Share  
(Restated)

0.45  
(Not annualised)

Notes on Accounts

17

This is the Profit and Loss Account referred to in our report of even date

For Singhi & Co.  
Chartered Accountants  
Firm Registration No. 302049 E

Sankar Banerjee  
Partner  
Membership No. 8230

Kolkata  
3rd day of May, 2011

Indranil Mitra  
Company Secretary

B. K. Bakshi  
Sr. V.P. & CFO

The Schedules referred to above form an integral part of the Profit and Loss Account

On behalf of the Board of Directors

S. N. Menon  
Chairman  
Anand Chatrath  
Director

Arijit Sengupta  
Managing Director & CEO



## Schedules Forming Part of the Balance Sheet

	As At 31.03.2011 (Rs.)	As At 30.09.2010 (Rs.)
<b>SCHEDULE - 1</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised :</b>		
50,000,000 Equity Shares of Re. 1 each (5,000,000 Equity Shares of Rs. 10 each during previous year)	50,000,000	50,000,000
	<u>50,000,000</u>	<u>50,000,000</u>
<b>Issued, Subscribed and Paid up :</b>		
46,800,000 Equity Shares of Re. 1 each (4,680,000 Equity Shares of Rs. 10 each during previous year)	46,800,000	46,800,000
	<u>46,800,000</u>	<u>46,800,000</u>

<b>SCHEDULE - 2</b>				
<b>RESERVES AND SURPLUS</b>				
Capital Reserve				
Capital Grant received				
As per last Account	2,061,892		2,183,120	
Less : Transferred to Profit and Loss Account being period's depreciation of related Fixed Assets	60,614	2,001,278	121,228	2,061,892
Securities Premium Account		8,092,717		8,092,717
General Reserve	17,213,563		15,213,563	
Add : Transferred from Profit and Loss Account.	2,000,000	19,213,563	2,000,000	17,213,563
Profit and Loss Account		67,197,988		54,544,925
		<u>96,505,546</u>		<u>81,913,097</u>

<b>SCHEDULE - 3</b>				
<b>LOAN FUNDS</b>				
<b>SECURED LOANS</b>				
Term Loans from				
– Tourism Finance Corporation of India Limited (TFCI) (Payable within one year Rs. Nil, Previous Year Rs.22,00,000)		23,500,000		2,200,000
– Allahabad Bank (Payable within one year Rs 94,00,000, Previous Year Rs. 94,00,000)		9,400,000		14,100,000
Car Loan from Bank (Payable within one year Rs 721,419. Previous Year Rs. 978,548)		721,419		1,196,385
		<u>33,621,419</u>		<u>17,496,385</u>

Note :

1. Term Loans are secured by way of mortgage of leasehold land, and hypothecation of movable fixed assets of the Company including all the various rides and all other movable Plant and Machinery, spares, tools and accessories, equipments, fixtures and fittings, electrical installations, etc. All the assets are hypothecated and mortgaged in favour of the Allahabad Bank and TFCI stand operated by way of first pari passu charge.
2. Car Loans from Bank are secured by hypothecation of specific vehicles.





## Schedules Forming Part of the Balance Sheet

	As At 31.03.2011 (Rs.)	As At 30.09.2010 (Rs.)
<b>SCHEDULE - 4</b>		
<b>DEFERRED TAX LIABILITIES ( NET )</b>		
Deferred Tax Liabilities		
– Arising out of depreciation	17,453,403	17,902,136
Less : – Deferred Tax Assets		
– Arising out of Provision for Employee Benefits.	1,792,513	2,130,630
	<u>15,660,890</u>	<u>15,771,506</u>

### SCHEDULE - 5

#### FIXED ASSETS

Particulars	GROSS BLOCK			DEPRECIATION / AMORTISATION				NET BLOCK		
	Original Cost As At 30.09.10 (Rs.)	Additions during The Period (6 months) (Rs.)	Sales / Adjustments during The Period (6 months) (Rs.)	Original Cost As At 31.03.11 (Rs.)	Up To 30.09.10 (Rs.)	For The Period (6 months) (Rs.)	Sales/ Adjustments during The Period (6 months) (Rs.)	Up To 31.03.11 (Rs.)	As At 31.03.11 (Rs.)	As At 30.09.10 (Rs.)
Land (Leasehold)	1,385,132	–	–	1,385,132	860,443	20,927	–	881,370	503,762	524,689
Civil Works And Office Buildings	55,504,527	332,500	–	55,837,027	14,826,966	1,293,365	–	16,120,331	39,716,696	40,677,561
Other Buildings	32,669,772	–	–	32,669,772	15,159,686	543,207	–	15,702,893	16,966,879	17,510,086
Machinery	14,278,763	–	–	14,278,763	10,522,569	321,482	–	10,844,051	3,434,712	3,756,194
Rides	111,895,236	1,800,340	–	113,695,576	62,363,598	3,019,008	–	65,382,606	48,312,970	49,531,638
Electrical Installation	27,838,850	151,636	–	27,990,486	26,503,190	87,789	–	26,590,979	1,399,507	1,335,660
Furniture And Fixtures	4,781,047	–	–	4,781,047	3,402,171	131,362	–	3,533,533	1,247,514	1,378,876
Office Equipment	3,875,572	468,897	–	4,344,469	2,107,790	95,211	–	2,203,001	2,141,468	1,767,782
Equipment(Others)	2,637,679	127,375	–	2,765,054	983,207	98,816	–	1,082,023	1,683,031	1,654,472
Computer And Accessories	3,056,158	48,000	–	3,104,158	2,428,198	113,126	–	2,541,324	562,834	627,960
Vehicles	3,439,835	–	–	3,439,835	1,644,770	231,734	–	1,876,504	1,563,331	1,795,065
	261,362,571	2,928,748	–	264,291,319	140,802,588	5,956,027	–	146,758,615	117,532,704	120,559,983
Previous Year	265,277,208	1,552,921	5,467,558	261,362,571	132,246,250	13,658,781	5,102,443	140,802,588	120,559,983	







## Schedules Forming Part of the Balance Sheet

 As At 31.03.2011  
(Rs.)

 As At 30.09.2010  
(Rs.)

<b>SCHEDULE - 6</b>		
<b>INVESTMENTS</b>		
( Note A.7 on Schedule 17 )		
<b>LONG TERM</b>		
<b>TRADE:</b>		
<b>UNQUOTED</b>		
18,95,991 ( Previous Year 18,95,991 ) fully paid Equity Shares of Re.1.00 each Nicco Engineering Services Limited.	34,999,994	34,999,994
810,000 ( Previous Year 810,000 ) fully paid Equity Shares of Rs 10 each in Nicco Jubilee Park Limited	8,100,000	8,100,000
Less : Provision for diminution in the carrying amount	8,100,000	8,100,000
89,563 ( Previous Year 89,563 ) fully paid Ordinary Shares of Bangladesh Taka 100 each in Nandan Park Limited, Bangladesh	7,273,399	7,273,399
	<u>42,273,393</u>	<u>42,273,393</u>
<b>CURRENT</b>		
<b>NON TRADE:</b>		
<b>UNQUOTED</b>		
Prudential ICICI Mutual Fund ( Debt Fund )	9,488,925	9,196,902
[ Re-purchase price as on 31.03.2011 - Rs. 9,496,109.99 ]		
[ Re-purchase price as on 30.09.2010 - Rs. 9,203,048.91 ]		
	<u>51,762,318</u>	<u>51,470,295</u>

<b>SCHEDULE - 7</b>		
<b>INVENTORIES</b>		
( Note A.5 on Schedule 17)		
Stores and Spares	2,571,934	2,985,448
Food, Beverages & Ice-cream etc.	1,453,635	1,072,406
Swimwear, Souvenir etc.	485,608	513,261
	<u>4,511,177</u>	<u>4,571,115</u>

<b>SCHEDULE - 8</b>		
<b>SUNDRY DEBTORS</b>		
(Unsecured-Considered good)		
Debts outstanding for a period exceeding six months	210,148	201,127
Other Debts	5,779,213	7,746,142
	<u>5,989,361</u>	<u>7,947,269</u>





## Schedules Forming Part of the Balance Sheet

As At 31.03.2011  
(Rs.)As At 30.09.2010  
(Rs.)

<b>SCHEDULE - 9</b>		
<b>CASH AND BANK BALANCES</b>		
Cash - in - hand	596,482	938,442
With Scheduled Banks in		
– Current Accounts	1,409,617	7,574,023
– Dividend Accounts - Unpaid	1,431,253	1,433,065
– Fixed Deposits [including Rs 253,500 ( Previous Year Rs 253,500 ) being margin money against bank guarantees issued ]	62,249,080	23,525,600
	<u>65,686,432</u>	<u>33,471,130</u>

<b>SCHEDULE - 10</b>		
<b>OTHER CURRENT ASSETS</b>		
<b>(Unsecured-Considered good)</b>		
Interest Accrued on Fixed Deposits	1,046,726	1,241,653
Deposits with Government Authorities and Others.	140,548	154,548
	<u>1,187,274</u>	<u>1,396,201</u>

<b>SCHEDULE - 11</b>		
<b>LOANS AND ADVANCES</b>		
<b>(Unsecured-Considered good)</b>		
Advances recoverable in cash or in kind or for value to be received		
– Considered Good	12,951,094	10,164,857
Advance Income Tax [Net of Provision Rs 38,288,269 (Previous Year Rs. 27,088,269)]	2,749,395	5,459,249
	<u>15,700,489</u>	<u>15,624,106</u>





## Schedules Forming Part of the Balance Sheet

	As At 31.03.2011 (Rs.)	As At 30.09.2010 (Rs.)
<b>SCHEDULE - 12</b>		
<b>CURRENT LIABILITIES AND PROVISIONS</b>		
<b>A. Liabilities</b>		
Sundry Creditors ( Note B.11 on Schedule 17 )	42,887,085	49,079,225
Advance from Customers (Note B.12 on Schedule 17)	8,996,546	4,783,397
Unpaid Dividend { includes amount earmarked for transfer to Investor Education & Protection Fund Rs.399,390 ( Previous Year Rs.281,550)} ( Note B. 15 on Schedule 17)	1,431,253	1,433,065
Other Liabilities	4,233,320	4,790,700
Security Deposits	1,057,894	1,248,894
Interest Accrued but not due on loans	108,164	11,584
	<u>58,714,262</u>	<u>61,346,865</u>
<b>B. Provisions</b>		
Proposed Dividend :		
Normal	2,808,000	5,616,000
Special	2,808,000	–
Tax on Proposed Dividend	932,747	932,747
Employee Benefits	4,903,174	6,022,782
Fringe Benefit Tax [ Net of Advance Rs. 864,845(Previous Year Rs.864,845)]	126,471	126,471
	<u>11,578,392</u>	<u>12,698,000</u>

## Schedules Forming Part of the Profit and Loss Account

	Period Ended 31.03.2011 (6 Months) (Rs.)	Year ended 30.09.2010 (12 Months) (Rs.)
<b>SCHEDULE - 13</b>		
<b>OTHER INCOME</b>		
Dividend Income		
– On Current Investments	292,024	433,695
Interest on :		
– Fixed Deposits with Banks	1,264,559	3,615,088
– Others	1,918	1,095
(Tax deducted at source Rs. 168,194; Previous Year Rs. 330,690 )	<u>1,266,477</u>	<u>3,616,183</u>
Profit on sale of Assets	–	213,366
Sale of used materials	259,396	273,055
Sundry Receipts	1,115,820	8,672,027
	<u>2,933,717</u>	<u>13,208,326</u>
<b>SCHEDULE - 14</b>		
<b>EXPENSES ON EMPLOYEES</b>		
Salaries, Wages and Bonus	26,278,948	46,507,685
Contribution to Provident Fund and other funds	1,734,002	8,568,530
Workmen and Staff Welfare	1,045,253	1,357,139
	<u>29,058,203</u>	<u>56,433,354</u>







## Schedules Forming Part of the Profit and Loss Account

	Period ended 31.03.2011 (6 Months) (Rs.)	Year ended 30.09.2010 (12 Months) (Rs.)
<b>SCHEDULE - 15</b>		
<b>OPERATING EXPENSES</b>		
<b>Repairs and Maintenance</b>		
(Note B. 8 on Schedule 17)		
– Rides and other Plant and Machinery	11,466,836	18,997,307
– Buildings	9,671,959	16,961,985
– Electrical	1,751,728	2,968,246
– Park	1,443,578	2,400,895
– Office Equipment	30,811	142,800
	<u>24,364,912</u>	<u>41,471,233</u>
Event Expenses	3,740,237	4,710,879
Power and Fuel	7,533,203	14,380,176
Insurance	244,423	446,792
Licence Fees to State Government	3,404,402	5,212,830
Cost of Components for Rides - Projects	10,210,210	41,201,666
Travelling etc. relating to Contract	1,099,693	2,079,916
Catering Charges	515,269	1,386,204
Beverages, Ice-cream etc. Consumed		
– Opening Stock	747,533	538,277
– Purchases	7,735,556	12,606,024
	<u>8,483,089</u>	<u>13,144,301</u>
Less : Closing Stock	1,057,628	747,533
	<u>7,425,461</u>	<u>12,396,768</u>
Food Consumed		
– Opening Stock	324,873	314,906
– Purchases	8,443,981	15,882,484
	<u>8,768,854</u>	<u>16,197,390</u>
Less : Closing Stock	396,007	324,873
	<u>8,372,847</u>	<u>15,872,517</u>
Swimwear, Souvenir, etc Consumed		
– Opening Stock	513,261	742,065
– Purchases	828,907	1,143,575
	<u>1,342,168</u>	<u>1,885,640</u>
Less : Closing Stock	485,608	513,261
	<u>856,560</u>	<u>1,372,379</u>
	<u>67,767,217</u>	<u>140,531,360</u>





## Schedules Forming Part of the Profit and Loss Account

Period ended 31.03.2011  
(6 Months)  
(Rs.)

Year ended 30.09.2010  
(12 Months)  
(Rs.)

<b>SCHEDULE - 16</b>			
<b>ADMINISTRATIVE AND SELLING EXPENSES:</b>			
Rates and Taxes		1,095,563	2,644,162
Bank / Processing Charges etc.		650,359	341,835
Printing and Stationery		919,753	1,311,016
Advertisement and Publicity		8,414,758	10,817,861
Conveyance Expenses		220,031	383,097
Motor Car Expenses		1,961,981	3,119,897
Travelling Expenses		3,109,524	3,540,377
Auditors' Remuneration			
– As Audit Fees	300,000		300,000
– In other capacities	70,000		210,000
– Out of Pocket Expenses	–		21,260
– Service Tax	38,110	408,110	52,530
			583,790
Professional and Consultancy Fees		1,612,748	3,318,800
Loss on Sale / adjustments on account of Assets		–	243,163
Miscellaneous Expenses		3,083,149	4,553,537
Directors' Sitting Fees		195,000	349,000
		21,670,976	31,206,535

### SCHEDULE - 17

## Notes on Account For The Six Months Period Ended 31st March, 2011

### A. SIGNIFICANT ACCOUNTING POLICIES

- Fixed Assets are stated at cost less depreciation. Land (leasehold) represents only site development expenses not relating to specific building (there being no lump sum payment). These expenses are being amortised over the lease period with annual lease rentals being charged to revenue.

Depreciation on Fixed Assets, other than Vehicles, has been provided on Straight Line Method at applicable rates prescribed in Schedule XIV to the Companies Act, 1956 ('the Act') except for following items for which depreciation has been provided at higher rates based on their useful lives as estimated by the Management on the basis of technical evaluation :-

Particulars	Useful Life (in years)
Machinery for Sports facilities	10
Inflatable Rides	4
Civil Works and Buildings at Water Park	10 and 20 respectively
Machinery, Equipment(Others), Rides, Electrical Installation, Furniture and Fittings at Water Park	10





Depreciation on Vehicles has been provided on Written Down Value Method at applicable rate prescribed in Schedule XIV to the Act.

Assets if any, acquired under Finance Lease (i.e. Hire Purchase arrangements) are capitalised at lower of their fair value and the present value of the minimum lease payments.

An impairment loss is recognised wherever the carrying amount of the fixed assets exceeds the recoverable amount, i.e., the higher of the assets' net selling price and its value in use.

2. Borrowing costs attributable to the acquisition and construction of qualifying assets are added to the cost of such assets up to the date when such asset is ready for its intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.
3. Capital grant received from sponsors for construction of specific asset are credited to Capital Reserve and is recognised as income in the Profit and Loss Account to the extent of depreciation charge of related asset.
4. Transactions in foreign currency are accounted for at exchange rates prevailing on the date of transactions. Period-end foreign currency balances of monetary items, if any, are translated at the appropriate period-end rates and the resultant translation differences are dealt with in the Profit and Loss Account. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rates at the date of transactions.
5.
  - (a) Inventories other than Stores and Spares and Contract Work-in-Progress, if any are valued at lower of cost and net realisable value.
  - (b) Stores and Spares are valued at cost or under. Cost includes freight and other related incidental expenses and is computed on FIFO basis.
  - (c) Contract Work-in-Progress, if any is valued at cost which relates to future activities on the contract. Appropriate allowance is also made for such cost, recovery of which is not probable.
6.
  - (a) Revenue from fixed price construction contract is recognised on the percentage of completion method, measured by reference to the proportion that contract costs (other than those relating to future activities on such contract) incurred up to the reporting date bears to the estimated total contract costs.
  - (b) Other items of Income and Expenditure are recognised on accrual and prudent basis.
7.
  - (a) Long Term Investments are stated at cost as reduced by provision for diminution, if any, other than temporary, in the related carrying amounts.
  - (b) Current Investments are carried at lower of cost and net realisable value.
8. Tax expenses comprise Current Tax and Deferred Tax. Current Tax is accounted for based on the estimated taxable income for the period as per the related tax laws followed. Deferred Tax is recognised, subject to consideration of prudence in respect of deferred tax assets, on timing differences between taxable income and accounting income that originates in one period and are capable of being reversal in one or more subsequent periods and is measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date.
9.
  - (a) Contributions payable in keeping with Defined Contribution Plans are funded and recognised as period's expenditure.
  - (b) Contribution under Defined Benefit Plans, as determined by Life Insurance Corporation of India (LIC) on the basis of actuarial valuation, are funded as per arrangement with LIC and recognized as year's expenditure.
  - (c) Provision for other long term benefit, like leave encashment liability for qualifying employees is made on the basis of actuarial valuation.





**B. OTHER NOTES**

1. Income from Operations comprises of gross collection/ revenue on account of –

	Period Ended 31.03.2011 (6 Months)	Year Ended 30.09.2010 (12 Months)
(a) Entry Fees, Rides, Sports etc.	101,534,314	156,687,138
(b) Sale of Foods, Beverages etc.	24,342,491	44,222,671
(c) Events etc.	23,203,681	23,959,598
(d) Sponsorship & Service charges	7,603,512	14,486,633
(e) Sale of Souvenirs	1,151,257	1,446,495
(f) Construction Contract	9,980,116	49,697,125
(g) Sale of Components for Rides	2,280,000	561,169
(h) Technical Services	1,650,000	1,964,316
<b>Total</b>	<b>171,745,371</b>	<b>293,025,145</b>

2. (I) Basic and Diluted Earnings per Share

	Period Ended 31.03.2011 (6 Months)	Year Ended 30.09.2010 (12 Months)
<b>(i) Basic</b>		
(a) Number of Equity Shares of Re 1/- each outstanding during the period	46,800,000	46,800,000
(b) Profit after Tax attributable to Equity Shareholders – Rs	21,201,810	23,551,341
(c) Basic Earnings per Share – Rs [(b) / (a)]	0.45	0.50
<b>(ii) Diluted</b>		
(a) Dilutive potential Equity Shares	–	–
(b) Diluted Earnings per Share – Rs [(i) (b) / (i) (a)]	0.45	0.50

- 2 (II) Earning per share, both basic and diluted of Re 0.45 for current period computed on the basis of six month's results as against Re.0.50 per share for the previous twelve months period ending September, 2010 on restated basis as per Accounting Standard 20 issued by the Institute of Chartered Accountants of India.

3. Contingent Liabilities not provided for :-

Outstanding Bank Guarantee (for WBSEB) Rs. 3,581,019 (Previous Year Rs. 3,581,019).

4. Related Party disclosures in keeping with the Accounting Standard – 18 prescribed under the Act.

I) Related Parties

A) Where Control Exists Enterprises having substantial Interest in voting power of the Company	Nicco Corporation Limited
B) Others Associates	Nicco Jubilee Park Limited (NJPL) Nicco Engineering Services Limited
Key Management Personnel	Mr. Arijit Sengupta – Managing Director and CEO



II) Particulars of Transactions during the Period ended 31<sup>st</sup> March, 2011

Nature of Transaction	Enterprise having substantial interest in voting power of the company (Rs.)	Associates (Rs.)	Key Management Personnel (Rs.)
Remuneration			866,923 (1,554,726)
Recovery of Expenses		130,000 (160,000)	
Income from Operation	257,242 (67,909)		
Operating Expenses	– (617,636)		
Reimbursement of Expenses	20,204 (21,251)		
Balance outstanding at the period end Loans and Advances		# 99,499 (217,694)	

# represent balance due from NJPL.

Figure in brackets relates to corresponding previous year.

## 5. (i) Primary Segment (Business)

The Company runs a Theme and Amusement park rendering services in the nature of education and cultural recreation facilities mainly by way of sale of Entry and Ride tickets, taken together considered as “Park Operations”. The Company also has income from consultancy, contracts, technical know-how fee/royalty and sale of ride components. Indirect costs are allocated to park operations only as such amount to be attributed to the other segments are not readily available. There are no Inter-Segment Revenues during the period.

	Park Operations (Rs.)	Consultancy, Contracts and Sale of components for rides (Rs.)	Total of Reportable Segments (Rs.)
Segment Revenues	150,861,592 (234,012,104)	14,609,116 (53,392,010)	165,470,708 (287,404,114)
Segment Results	35,592,903 (35,003,652)	–332,051 (4,731,650)	35,260,852 (39,735,302)
Segment Assets	140,882,782 (141,277,780)	6,244,981 (7,414,150)	147,127,763 (148,691,930)
Segment Liabilities	80,813,568 (63,128,442)	3,897,215 (12,975,291)	84,710,783 (76,103,733)
Capital Expenditure	2,928,748 (1,552,921)	– –	2,928,748 (1,552,921)
Depreciation	5,779,949 (13,319,931)	– –	5,779,949 (13,319,931)




**Reconciliation of Reportable Segments with the Financial Statements**

	Revenues (Rs.)	Results Net Profit (Rs.)	Assets (Rs.)	Liabilities * (Rs.)
Total of Reportable Segments	165,470,708 (287,404,114)	35,260,852 (39,735,302)	147,127,763 (148,691,930)	84,710,783 (76,103,733)
Unallocated /Others (Net)	9,208,380 (18,829,357)	-1,855,579 (-959,420)	115,752,746 (87,333,923)	34,864,180 (31,209,023)
Less :Interest Expenses		1,114,079 (3,207,309)		
Tax Expenses		11,089,384 (12,017,232)		
Total	174,679,088 (306,233,471)	21,201,810 (23,551,341)	262,880,509 (236,025,853)	119,574,963 (107,312,756)

\* Excluding Shareholders' Funds

Figure in brackets relates to previous year.

(ii) The Company operates predominantly within the geographical limits of India. Accordingly, Secondary Segment has not been considered.

6. Disclosures relating to construction contract-in-progress as at 31<sup>st</sup> March, 2011 in keeping with revised Accounting Standard – 7 prescribed under the Act.

Contract Revenue recognized as revenue	9,980,116 (49,697,125)
Aggregate amount of Contract cost incurred and recognized profit up to reporting date	9,980,116 (49,697,125)
Advance received	7,122,889 (-)
Amount of retention due from customer for contract work	3,150,000 (2,479,990)

7. All interest relates to Fixed Loans.

8. Repairs and Maintenance includes stores and spares consumed Rs.8,033,560 (Previous Year Rs.14,985,014).

9. Estimated amount of capital commitment (net of advances) as at 31<sup>st</sup> March, 2011 is Rs.1,467,767 (Previous Year Rs. 90,036).

10. Expenditure in Foreign Currency on account of traveling Rs.11,88,891. (Previous Year Rs. 1,585,679), Business Promotion expenses Rs. Nil (Previous Year Rs. 766,697), Project expenses Rs. Nil (Previous Year Rs. 185,619), Subscription Rs. 33,549 (Previous Year Rs. 33,650), Advertisement Rs.351,602 (Previous Year Rs. 42,475), Professional Fees Rs.294,400 (Previous Year Nil), Import of Rides component Rs.1,065,052.(Previous Year Nil) & Import of Spares Rs.221,754 (Previous Year Nil)

11. In absence of any specific information available with the Company in respect of any supplier attracting provision of the Micro, Small and Medium Enterprises Development Act, 2006, no disclosure/treatment as per the said Act has been furnished.

12. Advance from Customer (Schedule-12) includes an amount of Rs. 562,033 (Previous Year Rs. 562,033) received in Foreign Currency.







### 13 Employee Benefits

#### 13.1 Defined Contribution Plans

The Company makes contributions to Provident Fund Trust for certain employees, at a specified percentage of the employees' salary. The Company has an obligation to make good the shortfall, if any, between the return from the investments of trust and the notified interest rates.

The Company also makes contributions for remaining employees to a Government administered Provident Fund towards which the Company has no further obligations beyond its monthly contribution.

#### 13.2 Defined Benefits Plans

##### Gratuity

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation as set out in Note A.9 (b) above, based upon which, the Company makes contributions to the Employees' Gratuity Funds.

##### Other Long Term Employee Benefits

##### Leave Encashment Benefits

The Company makes provision for the leave encashment liability for qualifying employees based on Actuarial Valuation. The following Table sets forth the particulars in respect of the Defined Benefit Plans of the Company for the six months period ended 31st March, 2011.

Description	Period ended 31.03.2011 Rs. Lakhs			Year ended 30.09.2010 Rs. Lakhs		
	Gratuity Fund (Funded)	Gratuity Fund (Unfunded)	Leave Encashment (Unfunded)	Gratuity Fund (Funded)	Gratuity Fund (Unfunded)	Leave Encashment (Unfunded)
(a) Reconciliation of Opening and Closing balance of the present value of the Defined Benefit Obligation:						
Opening Present Value of Obligation	90.51	34.12	31.22	76.84		26.86
Current Service Cost	2.88	1.05	4.54	5.11	2.05	2.15
Interest Cost	3.57	1.37	1.23	6.15		2.10
Actuarial (Gain) / Loss	7.66	(0.63)	(4.26)	2.41	32.07	1.31
Benefits Paid	(2.34)		(1.02)			(1.20)
Closing Present Value of Obligation	102.28	35.91	31.71	90.51	34.12	31.22
(b) Reconciliation of the Opening and Closing balances of the Fair Value of Plan Assets:						
Opening Fair Value of Plan Assets	95.62			76.41		
Expected Return on Plan Assets	3.83			6.11		
Actuarial Gain /(Loss)	14.80			(2.91)		
Contributions	8.96			16.01		
Benefits paid	(2.34)					
Closing Fair Value of Plan Assets	120.86			95.62		





Description	Period ended 31.03.2011 Rs. Lakhs			Year ended 30.09.2010 Rs. Lakhs		
	Gratuity Fund (Funded)	Gratuity Fund (Unfunded)	Leave Encashment (Unfunded)	Gratuity Fund (Funded)	Gratuity Fund (Unfunded)	Leave Encashment (Unfunded)
(c) Reconciliation of the Present Value of the Defined Benefit obligation and the Fair Value of Plan Assets:						
Closing Present Value of Obligation	102.28	35.91	31.71	90.51	34.12	31.22
Closing Fair Value of Plan Assets	120.86	–	–	95.62	–	–
Asset/(Liability) recognised in the Balance Sheet	18.58	(35.91)	(31.71)	5.11	(34.12)	(31.22)
(d) Expense recognised in the Profit and Loss Account:						
Current Service Cost	2.88	1.05	4.54	5.11	2.05	2.15
Interest Cost	3.57	1.37	1.23	6.15	–	2.10
Expected Return on Plan Assets	(3.83)	–	–	(6.11)	–	–
Actuarial (Gain) / Loss	(7.13)	(0.63)	(4.27)	5.32	32.07	1.31
Expense recognised in the Profit and Loss Account	(4.51)	1.79	1.50	10.47	34.12	5.56
(e) Category of Plan Assets - Fund with LIC	120.86	N.A.	N.A.	95.62	N.A.	N.A.
(f) Actual Return on Plan Assets	18.63			3.20		
(g) Principal Actuarial Assumptions						
Discount Rate	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%
Inflation Rate	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%
Expected Return on Asset	8.00%			8.00%		
Method Used	Projected Unit Credit Method			Projected Unit Credit Method		

The estimate of future salary increase takes into account inflation, seniority, promotion and other relevant factors.

The expected return on plan assets is determined after taking into consideration composition of the plan assets held, assessed risks of asset management, historical results of the return on plan assets, the Company's policy for plan asset, management and other relevant factors.

- 13.3 Contribution for a few senior management staff are made to the Superannuation Fund maintained by the group company. Necessary disclosures, if any, required as per Accounting Standard -15 (Revised 2005) on account of the said fund will be made in the financial statements of the group Company.





## 14. Remuneration of Whole-time Director :-

	Period Ended 31.03.2011 (6 months) (Rs.)	Year Ended 30.09.2010 (12 Months) (Rs.)
Salary	360,000	660,000
Allowances	226,500	415,500
Contribution to Provident and Other Funds	138,469	261,580
Perquisites	141,954	217,646
<b>Total</b>	<b>866,923</b>	<b>1,554,726</b>

15. Unpaid Dividend (Schedule -12) includes an amount of Rs.162,314 and Rs. 119,236 relating to Financial Years 2000-01 and 2001-02 respectively which should have been transferred to Investor Education and Protection Fund. The company vide its letter dated 30<sup>th</sup> January, 2009 instructed the Banker to issue a pay order to Department of Company Affairs, Kolkata but the banker did not effect the transaction but apportioned the same towards their alleged claim over some other company. The company on being advised by their Solicitor, has filed a writ petition in the Calcutta High Court praying for directing the banker to remit the amount to the said fund. The case as on date is sub-judice. Subsequent to that the unpaid dividend for the year 2002-03 amounting to Rs. 117,840 lying with the same banker has also become due for such transfer.
16. Pursuant to the resolution adopted at the General Meeting of the members held on 25<sup>th</sup> January, 2011 the existing equity shares of the face value of Rs. 10/- each was sub-divided into 10 equity shares of the face value of Re. 1/- each with effect from 25<sup>th</sup> February 2011.
17. The Company has changed its accounting year ending from 30<sup>th</sup> September to 31<sup>st</sup> March to make it convenient to fall in line with various regulatory requirements. Hence figures for the current period are for six months and are not comparable with the previous year (which are for twelve months).
18. Previous Year's figures have been re-arranged / re-grouped wherever necessary.

Signature to Schedules 1 to 17

For Singhi & Co.  
Chartered Accountants  
Firm Registration No. 302049 E

Sankar Banerjee  
Partner  
Membership No. 8230

Kolkata  
3rd day of May, 2011

Indranil Mitra  
Company Secretary

B. K. Bakshi  
Sr. V.P. & CFO

On behalf of the Board of Directors

S. N. Menon  
Chairman

Anand Chatrath  
Director

Arijit Sengupta  
Managing Director & CEO







## Information Pursuant to Part IV of Schedule VI to the Companies Act, 1956

### Balance Sheet Abstract and General Business Profile

(Rs. thousands)

<b>I</b>	<b>Registration details</b>	
	Registration No.	21 - 46487
	State Code	21
	Balance Sheet Date	31st. March, 2011
<b>II</b>	<b>Capital raised during the year ( Amount in Rs. Thousand )</b>	
	Public Issue	Nil
	Right Issue	Nil
	Bonus Issue	Nil
	Private Placement	Nil
<b>III</b>	<b>Position of Mobilisation and Deployment of Funds ( Amount in Rs. Thousands )</b>	
	Total Liabilities	262,881
	Total Assets	262,881
	Sources of Funds	
	Paid-up Capital	46,800
	Reserves and Surplus	96,505
	Secured Loans	33,621
	Unsecured Loans	Nil
	Deferred Tax Liability	15,661
	Application of Funds	
	Net Fixed Assets	118,043
	Investments	51,762
	Net Current Assets	22,782
	Misc. Expenditure	Nil
	Accumulated Losses	Nil
	<b>Performance of Company (Amount in Rs.Thousands)</b>	
	Gross Turnover	174,679
	Total Expenditure	142,388
	Profit / (Loss) before tax	32,291
	Profit / (Loss) after tax	21,202
	Earnings Per share (Amount in Rs.)	0.45
	Dividend rate	12%
	(Six months period ended 31.03.11)	
	<b>Generic name of three principal Products / Services of Company</b>	
	(as per monetary terms)	
	Item Code No. (ITC Code)	Not applicable
	Product Description	Theme and Amusement Park





## Cash Flow Statement For The Period From 1st October, 2010 to 31st March, 2011

	Period ended 31st March, 2011 (6 Months) (Rs.)	Year ended 30th September, 2010 (12 Months) (Rs.)
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Tax	32,291,194	35,568,573
Adjustments For		
– Depreciation	5,895,413	13,537,553
– Interest Income	(1,266,477)	(3,616,183)
– Dividend Income on Current Investments	(292,024)	(433,695)
– Interest Expense	1,114,079	3,207,309
– Loss / (Profit) on sale / adjustments of Fixed Assets (Net)	–	29,797
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>37,742,185</b>	<b>48,293,354</b>
Adjustments For		
– Trade and Other Receivables	(814,329)	(86,216)
– Inventories	59,938	(64,053)
– Trade Payables	(3,846,979)	18,571,614
<b>CASH GENERATED FROM OPERATIONS</b>	<b>33,140,815</b>	<b>66,714,699</b>
– Direct Taxes Paid (Net)	(8,490,146)	(17,016,436)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>24,650,669</b>	<b>49,698,263</b>
<b>B. Cash Flow from Investing Activities</b>		
– Purchases of Fixed Assets	(2,453,748)	(2,538,675)
– Sale of Fixed Assets	–	335,318
– Interest Received	1,461,404	3,070,787
– Purchase of Investment	–	(24,095,103)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(992,344)</b>	<b>(23,227,673)</b>





## Cash Flow Statement For The Period From 1st October, 2010 to 31st March, 2011 (Contd.)

	Period ended 31st March, 2011 (6 Months) (Rs.)	Year ended 30th September, 2010 (12 Months) (Rs.)
<b>C. Cash Flow From Financing Activities</b>		
– Proceeds from Loans	23,500,000	–
– Repayment of Loans	(7,374,965)	(16,670,496)
– Interest Paid	(1,017,499)	(3,240,921)
– Dividend Paid	(5,617,812)	(5,445,030)
– Dividend Tax Paid	(932,747)	(954,439)
<b>NET CASH FROM / (USED) IN FINANCING ACTIVITIES</b>	<b>8,556,977</b>	<b>(26,310,886)</b>
<b>NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>32,215,302</b>	<b>159,704</b>
CASH AND CASH EQUIVALENTS AS AT 31ST MARCH, 2011 (Schedule - 9)	65,686,432	33,471,130
CASH AND CASH EQUIVALENTS AS AT 30TH SEPTEMBER, 2010 (Schedule - 9)	33,471,130	33,311,426
	<b>32,215,302</b>	<b>159,704</b>

### NOTES :

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard – 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.
- Previous Year's figures have been re-arranged /re-grouped wherever necessary.

This is the Cash Flow Statement referred to in our report of even date

The Schedule referred to above forms an integral part of the Cash Flow Statement

For Singhi & Co.  
Chartered Accountants  
Firm Registration No. 302049 E

Sankar Banerjee  
Partner  
Membership No. 8230

Kolkata  
3rd day of May, 2011

Indranil Mitra  
Company Secretary

B. K. Baksi  
Sr. V.P. & CFO

On behalf of the Board of Directors

S. N. Menon  
Chairman  
Anand Chatrath  
Director  
Arijit Sengupta  
Managing Director & CEO







## Ten Years' Financial Highlights

	2001-02 (15 months) Sept	2002-03 Sept	2003-04 Sept	2004-05 Sept	2005-06 Sept	2006-07 Sept	2007-08 Sept	2008-09 Sept	2009-10 Sept	2010-11 (6 months) March
<b>Revenue Account</b>										
Net Income	1209.19	1453.55	1305.49	1270.36	1570.40	1925.46	2198.81	2513.50	3062.33	1746.79
Operating Profit	326.08	341.07	335.90	301.76	348.13	388.43	409.55	491.86	523.13	393.00
Interest	54.78	46.91	39.87	25.51	42.05	71.81	60.94	46.39	32.07	11.14
Depreciation	100.43	89.16	96.20	99.23	125.41	146.21	145.08	140.18	135.38	58.95
Profit Before Tax	170.87	164.50	159.33	147.02	165.67	170.41	203.53	305.29	355.68	322.91
Taxes	62.00	56.50	73.56	46.15	68.82	71.21	75.83	91.97	120.17	110.89
Profit After Tax	108.87	108.00	85.77	100.87	96.85	99.20	127.70	213.32	235.51	212.02
Dividend	56.16	56.16	56.16	56.16	56.16	56.16	56.16	56.16	56.16	56.16
<b>Capital Account</b>										
Share Capital	468.00	468.00	468.00	468.00	468.00	468.00	468.00	468.00	468.00	468.00
Reserves	279.38	324.03	346.30	383.13	415.94	448.23	501.15	647.55	819.13	965.05
Deferred Tax Liability	215.05	234.55	251.11	229.26	231.08	228.29	194.07	177.54	157.71	156.61
Long Term Loans	479.75	377.57	266.98	348.01	566.49	514.32	390.00	341.67	174.96	336.21
Gross Block	1634.11	1915.31	1929.03	1965.09	2582.18	2584.83	2570.99	2652.77	2613.62	2642.91
Net Block	1104.08	1297.32	1214.84	1152.38	1644.46	1507.67	1358.35	1330.31	1205.60	1180.43
Investments	153.00	103.55	125.54	93.99	87.44	87.49	87.53	269.41	514.70	517.62
EPS (Annualised) - Rs.	1.86	2.31	1.83	2.16	2.07	2.12	2.73	4.56	5.03	0.45*
Dividend per Share - Rs.	1.20	1.20	1.20	1.20	1.20	1.20	1.20	1.20	1.20	0.12#
Net Worth per Share - Rs.	15.97	16.92	17.40	18.19	18.89	19.58	20.71	23.84	27.50	3.06#
No of Employees - No.	270	263	250	243	237	237	233	234	234	235
No. of visitors - No. (Lacs)	14.35	10.22	11.17	11.38	12.33	14.03	15.14	15.79	15.99	10.16

\* Not annualised

# Pursuant to the resolution adopted at the General Meeting of the members held on the 25th January, 2011 the existing equity shares of the face value of Rs. 10/- each was sub divided into 10 equity shares of the face value of Re. 1/- each with effect from the 25th February, 2011. However, corresponding figures of EPS, Dividend & Net Worth for previous periods are not restated.





## IMPORTANT COMMUNICATION TO SHAREHOLDERS

Dear Shareholder,

### **Sub : Confirmation of e-mail ID for receiving documents through electronic mode**

The Ministry of Corporate Affairs ("MCA") has taken "Green Initiative in the Corporate Governance" allowing paperless compliance by companies, by permitting service of documents on its members in compliance with Section 53 of the Companies Act, 1956 through electronic mode. This move by the Ministry is welcomed by all.

In view of the above your Company proposes to send its documents, including Notices of General Meetings, Annual Reports & Accounts comprising Balance Sheet, Profit & Loss Account, Directors Report and Auditors Report, Disclosures under Section 302 of the Companies Act, 1956 and other communications, henceforth, to its shareholders in electronic form.

We, therefore, request and encourage you to register your e-mail address with your Depository Participant/the Company either by returning the form enclosed separately, duly filled in and signed to R&D Infotech Private Limited, Registrar & Transfer Agents, 1st Floor, 7A, Beltala Road, Kolkata - 700 026, or by way of sending a scanned copy thereof through e-mail to [rdinfotech@yahoo.com](mailto:rdinfotech@yahoo.com), [investors@rdinfotech.in](mailto:investors@rdinfotech.in) at the earliest, so that in future all the requisite documents, as stated above, can be sent to you at your registered e-mail address. Please be informed that these documents will also be available on the Company's website, at [www.niccoparks.com](http://www.niccoparks.com).

In case you wish to receive physical copies of the above documents inspite of having a registered e-mail id, kindly send us your request at the aforesaid address, quoting full details of your Registered Folio No./DP ID and Client ID, PAN and name of the first holder, at the earliest.

We at Nicco Parks & Resorts Limited appreciate the "Green Initiative" taken by the MCA and trust that you would also help in implementing the e-governance initiatives of the Government.

Thanking you.

Yours faithfully,  
For Nicco Parks & Resorts Limited

Rahul Mitra  
*General Manager & Company Secretary*

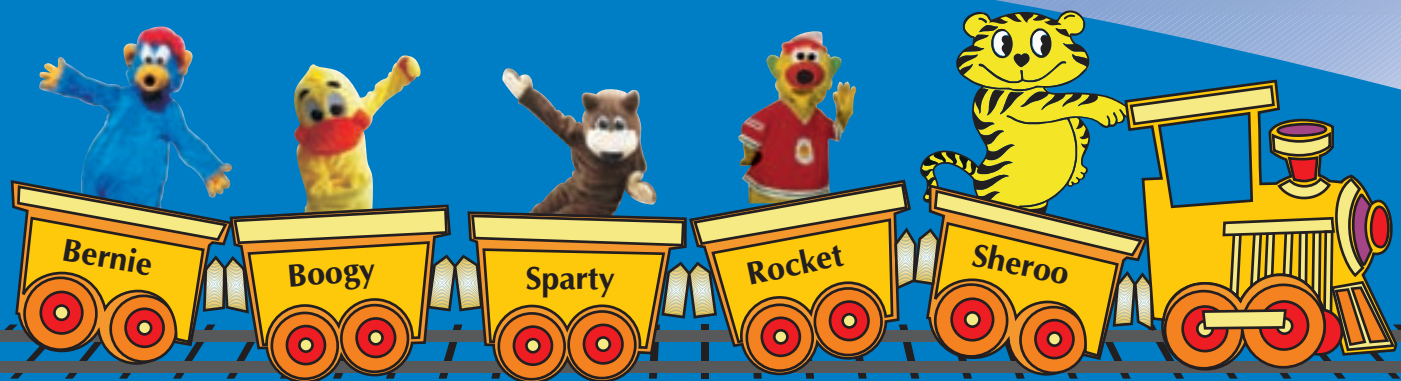
Place : Kolkata

Date : 20 June, 2011









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