

NITIN FIRE PROTECTION INDUSTRIES LIMITED

CIN : L29193MH1995PLC092323

Regd. Office : 501, Delta, Technology Street, Hiranandani Gardens, Powai, Mumbai
400076

Tel: 022 40457000 Fax: 022 25701110 Website:www.nitinfire.com

email id :nitinfire@vsnl.com

NOTICE is hereby given that the following proposed resolutions is being circulated for the approval of the Members of Nitin Fire Protection Industries Limited (the Company) to be accorded by a Postal Ballot, in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014. Consent of the Members is being sought for the resolution proposed as follows:

1. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

Creation of Charge on the assets of the Company

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, as amended, from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (‘the Board’) to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations, if any, created by the Company on such movable and immovable properties, both present and future and in such manner as the Board may deem fit in favour of Banks/Financial Institutions/Insurance Companies/other lending/investing agencies or bodies/trustees for holders of debentures/bonds which may be issued to or subscribed to by all or any of the Banks/Financial Institutions/Insurance Companies/other lending/investing agencies or any other person(s)/bodies corporate by way of private placement or otherwise (hereinafter collectively referred to as ‘Lenders’) provided that the total amount of loans together with interest thereon additional interest, compound interest, liquidated damages, commitment charges premia on pre-payment or on redemption costs, charges, expenses and all other moneys payable by the Company in respect of the said loans for which such charges, mortgages and hypothecations are created shall not at any time exceed the limit of Rs. 555.00 Crores (Rupees Five Hundred Fifty Five Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/ or any member of such Committee with power to the said Committee to sub-delegate its powers to any of its members.”

2. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

To consider the authority to borrow funds for the business u/s 180(1)(c) of the Companies Act, 2013 (erstwhile Section 293(1)(d) of the Companies Act, 1956)

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (erstwhile Section 293(1)(d) of the Companies Act, 1956) and other enabling provisions, if any, consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing any sum or sums of moneys for and on behalf of the Company, from time to time, from any one or more persons, firms, bodies corporate, bankers, financial institutions or from any others persons by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and properties, whether movable or immovable or stock-in trade/process and debts and advances, notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose, provided that the total amount upto which the moneys may be borrowed shall not exceed Rs. 555.00 Crores (Rupees Five Hundred Fifty Five Crores Only) at any point of time on account of the principal.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things to execute all such documents instruments and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/ or any member of such Committee with power to the said Committee to sub-delegate its powers to any of its members.”

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

Giving of loan or guarantee or providing security exceeding 60% of the paid-up share capital & free reserves & share premium account of the Company:

"RESOLVED THAT pursuant to the provisions of Section 186 and any other applicable provision, if any, of the Companies Act, 2013, ('the Act') including any statutory modification or re- enactment thereof for the time being in force, the Board of Directors of the Company be and is hereby authorised to agree to at its discretion to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and to make investments in Shares, Debentures and/or any other Securities of other body corporates, whether Indian or overseas and/or in various schemes of Mutual Funds or such other funds, in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium Account of the Company or 100% of its Free Reserves and Securities Premium Account of the Company, whichever is more, as prescribed under section 186 of the Companies Act, 2013, from time to time, in one or more tranches, upto maximum amount of Rs. 555.00 Crores (Rupees Five Hundred Fifty Five Crores Only), notwithstanding that investments along with Company's existing loans or guarantee/ security or investments shall be in excess of the limits prescribed under Section 186 aforesaid.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above investment including the timing, amount and other terms and conditions of such investment and varying the same through transfer, sale, disinvestments or otherwise, either in part or in full, as it may deem appropriate, and

to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the Company in pursuance of such investment."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

Consent for delay in investment made from moneys received under the Initial Public Offer in the year 2007

“RESOLVED THAT pursuant to the provisions of Section 27 of the Companies Act, 2013 (erstwhile Section 61 of the Companies Act, 1956) the consent of the Members of the Company be and is hereby accorded to the delay in investment of Rs.18.99 Crores made from moneys received under the Initial Public Offer (IPO) in the year 2007, out of the total Projected investment of Rs.56.87 Crores received from IPO in the year 2007 as per the IPO projection and less amount invested Rs.37.88 Crores as on 31.03.2008 and the delay in 1 (one) year in the project implementation and starting of the commercial production i.e. it was to start from October, 2007, as per Red Herring Prospectus, but, actually started in the third quarter of the year 2008-2009.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

To Adopt New set of Articles of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the draft regulations contained in the Articles of Association submitted to this meeting, be and is hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company;

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

For and on behalf of the Board

**Mumbai
August 14, 2014**

**Sd/-
Abhishek Shrivastava
Company Secretary**

NOTES:

(i) The explanatory statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts is annexed hereto.

(ii) The Company has appointed Mr. Kishor Ved, Practicing Company Secretary, (Membership No. 5411 and COP No. 4691), Mumbai, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

(iii) The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, August 22, 2014.

(iv) In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through courier.

(v) In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically. **Please note that e-voting is optional.**

(vi) Kindly note that the Members can opt for only one mode of voting i.e., either by postal ballot or e-voting. If the Members opt for e-voting, then they should not vote by postal ballot and *vice versa*. However, in case Members cast their vote by postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid.

(vii) In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to cs@nitinfire.com. The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.

(viii) The Postal Ballot Notice is also being published in Free Press Journal' and 'Nav Shakti', Mumbai publication and the same has been uploaded on the Company's website viz., www.nitinfire.com and www.evotingindia.com.

(ix) All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days except Saturdays, Sundays and national holidays, from the date hereof up to Tuesday, September 30, 2014.

(x) The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, August 22, 2014.

(xi) Instructions for Voting:

A. Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.

2. The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on Monday, September 29, 2014. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

B. E-Voting Facility

• In case of Members receiving Postal Ballot intimation by e-mail:

(i) The voting period begins on August 29, 2014 from 8.00 a.m and ends on September 29, 2014 till 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio/client id number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
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(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

General instructions:

a. Mr. Kishor Ved, Practicing Company Secretary (Membership No. 5411 & COP No. 4691), Mumbai, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

b. The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.

c. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on August 22, 2014.

d. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.nitinfire.com and on the website of CDSL within five days of the passing of the resolutions at the 19th Annual General Meeting of the Company on September 30, 2014, and communicated to the BSE Limited and National Stock Exchange of India Limited,

THE EXPLANATORY STATEMENT

(Statement setting out material facts under Section 102 of the Companies Act, 2013)

Item No. 1:

Under the erstwhile Section 293 (1) (a) of the Companies Act, 1956, the Board of Directors of a Company could with the consent of the shareholders obtained by an Ordinary Resolution create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

Under the provisions of Section 180 (1) (a) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. As such it is necessary to obtain approval of the shareholders by means of a Special Resolution to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the banks / financial institutions / insurance companies / other lending / investing / investing agencies / bodies corporate/ lenders/ trustees for the holders of debentures/ bonds to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). As the documents to be executed between the Company and the lenders/ trustees for the holders of debentures/ bonds may contain the power to take over the management of the Company in certain events, it is necessary to obtain Members' approval under Section 180 (1) (a) of the Companies Act, 2013, by way of a Special Resolution.

The total amount upto which the moneys may be borrowed shall not exceed Rs.555.00 Crores (Rupees Five Hundred Fifty Five Crores only) at any point of time on account of the principal.”

The Board recommends the Resolution at Item No. 1 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.1 of the Notice.

Item No. 2:

The Members of the Company are informed that at the Extra Ordinary General Meeting of the Company held on November 10, 2003, the Company had accorded its consent under Section 293 (1) (d) of the Companies Act, 1956, to the Directors borrowing monies upto a limit of Rs. 50.00 Crores (apart from temporary loans obtained from the Company's bankers in the ordinary course of business). As the Company is planning to raise further funds towards funding requirements and approaching Financial Institutions and Banks for availing Term Loans and Working Capital facilities for its expansion of business activities, it was felt necessary to authorize the Board of Directors to borrow further sums of money amounting to a sum of not exceeding Rs.505.00 Crores thereby raising the total borrowing

limit from Rs. 50.00 Crores (Rupees Fifty Crores only) to Rs. 555.00 Crores (Rupees Five Hundred Fifty Five Crores Only).

Under the erstwhile Section 293 (1) (d) of the Companies Act, 1956, the Board of Directors of a Company could with the consent of the shareholders obtained by an Ordinary Resolution borrow moneys apart from temporary loans obtained from the Company's Bankers in the ordinary course of business in excess of the aggregate of paid-up capital and free reserves of the Company that is to say reserves not set apart for any specific purpose.

Under the provisions of Section 180 (1) (c) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Hence, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution to enable the Board of Directors of the Company to borrow moneys apart from temporary loans obtained from the Company's Bankers in the ordinary course of business in excess of the aggregate of paid-up share capital and free reserves of the Company which have not been set apart for any specific purpose provided that the total amount upto which the moneys may be borrowed shall not exceed Rs.555.00 Crores (Rupees Five Hundred Fifty Five Crores only) at any point of time on account of the principal.”

The Board recommends the Resolution at Item No.2 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.2 of the Notice.

Item No. 3:

Giving of loan or guarantee or providing security exceeding 60% of the paid-up share capital & free reserves & share premium account of the Company:

To achieve substantial inorganic growth and to capture emerging business opportunities for growth, the Company is actively contemplating to acquire at an opportune time Overseas Corporate/bodies engaged in the fire protection systems and product business which necessitates financial flexibility as to investment in the area of business besides best utilisation of surplus funds available with the Company from time to time, it is proposed to authorise the Board of Directors of the Company to invest into securities of any body corporate and/or make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made upto Rs. 555.00 Crores (Rupees Five Hundred Fifty Five Crores Only).

In case investments in shares and securities of other body corporates along with loans to any other body corporate or guarantee or security, in connection with a loan made by any other person to or to any other person by, any body corporate together with existing investments, loans provided or guarantees given is expected to exceed the limit fixed pursuant to Section 186 of the Companies Act, 2013, of 60% of the paid-up share capital and free reserves and Securities Premium Account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, at any point

of time, the Company needs to obtain the approval of the Members by way of a special resolution.

The consent of the Members of the Company are being sought by way of a special resolution, authorizing the Board of Directors to make investment in shares, debentures, securities of other body corporates and/or various schemes of mutual funds and/or other funds in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium Account of the Company or 100% of Free Reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013, from time to time, in one or more tranches, upto a maximum amount of Rs. 555.00 Crores (Rupees Five Hundred Fifty Five Crores Only), notwithstanding that investments along with company's existing loans or guarantee(s)/security(ies) or investments shall be in excess of the limits prescribed under Section 186 aforesaid.

The Resolution as set out in Item No.3 the Notice will be placed before the Meeting for the approval of the Members.

Your Directors recommend the approval of proposed resolution by the Members by way of a Special Resolution.

None of the Directors of the Company is concerned or interested in the proposed resolution.

Item No. 4:

Consent for delay in investment made from moneys received under the Initial Public Offer in the year 2007

The Company during the year 2007, came out with the Initial Public Offer (IPO) for Rs.64.47 Crores divided into 33,93,141 equity shares of Rs.10/- each, for a price at Rs.190/- per share, with the object to utilise the IPO amount in the following :

1) Investment in Nitin Cylinder Ltd. (Subsidiary Company)	-	Rs.56.87 Crores
2) Public Issue Expenses	-	Rs.5.26 Crores
3) General corporate purpose	-	Rs.2.34 Crores

Total	-	Rs.64.47 Crores
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There was a delay of 1 (one) year in the project implementation and starting of the commercial production i.e. it was to start from October 2007 as per Red Herring Prospectus, but, actually started in the third quarter of the year 2008-2009. In this connection, the Company has not obtained the approval of its shareholders in its general meeting for variation of utilization of IPO money/schedule of completed pursuant to Section 61 of the Companies Act, 1956 in the year 2008-2009. In view of the above, the consent of the Members of the Company is sought under section 27 of the Companies Act, 2013 (erstwhile Section 61 of the Companies Act, 1956).

The Resolution as set out in item No.4 of the Notice will be placed before the Meeting for the approval of the Members.

Your Directors recommend the approval of proposed resolution by the Members by way of a Special Resolution.

None of the Directors of the Company is concerned or interested in the proposed resolution.

Item No. 5:

The Articles of Association (“AoA”) of the Company as presently in force since 1995. The existing AoA are based on the Companies Act, 1956, and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956, and some regulations in the existing AoA are no longer in conformity with the Act.

The Companies Act, 2013, (the Act) is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs (“MCA”) had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections. However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA, which is based on Table ‘F’ of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company’s website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested financially or otherwise in the Special Resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

For and on behalf of the Board

**Mumbai
August 14, 2014**

**Sd/-
Abhishek Shrivastava
Company Secretary**

NITIN FIRE PROTECTION INDUSTRIES LIMITED

CIN : L29193MH1995PLC092323

Regd. Office : 501, Delta, Technology Street, Hiranandani Gardens, Powai, Mumbai
400076

Tel: 022 40457000 Fax: 022 25701110 Website:www.nitinfire.com
email id :nitinfire@vsnl.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing the form)

S. No. _____

1. Name and Registered Address :
of the sole/ first named
Member
2. Name(s) of the Joint :
Member(s), if any
3. Registered Folio No./ :
DP ID No./Client ID No.
4. Number of shares held :

5. I/We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot for the business stated in the Notice dated August 14, 2014 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick mark () at the appropriate column below:

Item No.	Description of Resolutions	No. of Equity shares for which votes cast	(FOR)	(AGAINST)
			I/we assent to the Resolutions	I/we disssent to the Resolutions
1	Special Resolution u/s 180(1)(a) of the Companies Act, 2013, for creation of Charge on the assets of the Company			
2	Special Resolution u/s 180(1)(c) of the Companies Act, 2013, for Authority to borrow funds			
3	Special Resolution under Section 186 of the Companies Act, 2013, for giving of loan or extending guarantee or providing security exceeding 60% of the paid-up capital & free reserves & share premium account of the Company			

4	Special Resolution u/s 27 of the Companies Act, 2013, for consent for delay in investment received from the Initial Public Offer in the year 2007			
5	Special Resolution u/s 14 of the Companies Act, 2013, for consent to adopt entire new set of Articles of Association (AOA) of the Company in substitution of the existing AOA			

Place :

Date : _____
Member

Signature of the

Email ID _____ # Tel. / Mobile No.

Optional (if given, the Company may use your above mentioned e-mail id for future communication including sending of Annual Report)

Last date for receipt of Postal Ballot form by the Scrutinizer before the close of working hours on Monday, September 29, 2014.

INSTRUCTIONS FOR POSTAL BALLOT

1. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts is annexed hereto.
2. A Member desirous of exercising his/her vote by a Postal Ballot should complete a Postal Ballot Form in all respects (no other form or photocopy is permitted to be used for the purpose) and send it, after signature to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope which should be properly sealed with adhesive or adhesive tape. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited with the Company in person or if sent by courier, the cost thereof shall be borne by the Member.
3. Members are requested to carefully read the instructions in this Postal Ballot Form and mark their assent/ dissent in appropriate column by putting a tick mark (√). The duly filled and completed Form should be sent to the Scrutinizer Mr. Kishor Ved, Company Secretary in Practice, Bigshare Services Private Limited, (Unit: Nitin Fire Protection Industries Limited), E-2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai – 400 072, in the pre-paid envelope (enclosed herewith) so as to reach the Scrutinizer not later than the close of working hours on Monday, September 29, 2014. Members from whom no Postal Ballot Form is received or received after the stipulated period shall not be counted for the purposes of passing of the resolution. The Scrutinizer will submit his final report to the Chairman or the Whole-Time Director or the Company Secretary after completion of scrutiny but not later than the close of working hours on Tuesday, September 30, 2014. The Chairman or the Whole-Time Director or the Company Secretary shall announce the results of Postal Ballot on Tuesday, September 30, 2014, at the Registered Office of the Company at 501, Delta, Technology Street, Hiranandani Gardens, Powai, Mumbai 400076. The date of declaration of results of Postal Ballot will be taken to be the date of passing of the resolution on the date of 19th Annual General Meeting of the Members of the Company.
4. The Board of Directors of the Company has appointed Mr. Kishor Ved, Practicing Company Secretary (Membership No. 5411 and COP No. 4691), to act as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner at its meeting held on August 14, 2014.
5. The Postal Ballot Form should be completed in all respect and signed by the Member as per specimen signature registered with the Company or with the Depository Participants, as the case may be. In case, shares are jointly held, this Form should be completed in all respect and signed by the first named member and in his/ her absence, by the next named member. Unsigned Postal Ballots will be rejected.
6. The Postal Ballot cannot be exercised by proxy.
7. A Member neither needs to use all the votes nor needs to cast all the votes in the same way.

8. The Voting shall be reckoned in proportion to a Member's share of the Paid-up Equity Share Capital of the Company as on the date of dispatch of notice.
9. In case of shares held by Companies, Trusts, Societies, under Power of Attorney, etc., the duly completed postal ballot form should be accompanied by a certified copy of the Board Resolution/Authority and with specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
10. There will be only one Postal Ballot Form for every folio/DP ID/client ID irrespective of the number of Joint Member(s).
11. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed envelope, except document(s) as specified in Note No.9 above.
13. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days upto and inclusive of Tuesday, September 30, 2014.
14. The results of the Postal Ballot will be published in the Newspaper (English and Vernacular) within 48 hours of the declaration of the results and will be placed at the website of the Company at www.nitinfire.com for information of Members besides being communicated to all the Stock Exchanges on which the shares of the Company are listed.
15. This is a sincere appeal to all those members who have not registered their email ids, to register the same with the company / RTA, for shares held in physical mode and with their depository participants for shares held in demat mode, in order to receive notices/ reports/documents etc. of the company via electronic mode of communication.