



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: cs@nitinfire.com

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below is proposed to be passed by the Members through postal ballot / electronic voting (e-voting).

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning item and the reason thereof is annexed hereto with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Kishor V. Ved, Practicing Company Secretary, Mumbai (Membership No. F5411 & Certificate of Practice No. 4691), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self addressed Business Reply Envelope. The duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on 8th March, 2016 (6.00 PM IST) to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot in this Postal Ballot Notice include votes received electronically (e-voting).

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballot forms and e-voting. The result of the Postal Ballot shall be announced on 9th March, 2016, at the Registered Office of the Company. The result would be declared and displayed at the Registered Office of the Company, intimated to Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website www.nitinfire.com.

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

Sell / dispose / transfer of shares of the Company's subsidiary:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, as amended and the provisions of the Foreign Exchange Management Act, 1999, as amended and Rules and Regulations made, if applicable and any other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Associations of the Company and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the approval, if applicable, Government of India, Reserve Bank of India, Securities and Exchange Board of India and/or all other authorities, institutions or bodies within or outside India and subject to such conditions as may be prescribed by any of them while granting such approval, the consent of the Company be and is hereby given to the Board of Directors of the Company ('the Board') to sell / dispose / transfer of all or part of the shares of the Company's subsidiary, namely, Nitin Ventures FZE, U.A.E. at an appropriate price which will be not less than US\$ 50,000,000 (for entire shareholding) duly adjusted for dividend payouts, if any, between the date of resolution and the date of sale.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and 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 and to comply with all formalities and procedures required to be complied by the Company in relation to the sell/ disposal/ transfer of Nitin Ventures FZE."

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

Sell / dispose / transfer of shares of the Company's Associate:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, as amended and also provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI Regulations") as amended and the provisions of the Foreign Exchange Management Act, 1999, as amended and rules and regulations made, if applicable and any other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereto or re-enactment thereof for the time being in force) and enabling provisions in the

Memorandum and Articles of Associations of the Company and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the approval, if applicable, Government of India, Reserve Bank of India, Securities and Exchange Board of India and/or all other authorities, institutions or bodies within or outside India and subject to such conditions as may be prescribed by any of them while granting such approval, the consent of the Company be and is hereby given to the Board of Directors of the Company ('the Board') to sell / dispose / transfer of 40% all or part of its 40% shares of Worthington Nitin Cylinders Private Limited, the Company's Associate at a price not less than Rs.4.00 Crores (Rupees Four Crores only) for entire 40% shares held.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and 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."

By Order of the Board
Nitin Fire Protection Industries Limited

Place : Mumbai
Date : 4th February, 2016
Regd. Office:
501, Delta, Technology Street, Hiranandani Gardens, Powai, Mumbai - 400076

Sd/-
(Rahul N. Shah)
Whole-time Director
DIN: 00073226

Notes :

1. The explanatory statement pursuant to Section 102 (1) of the Act in respect of Item No. 1 and 2 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 5th February, 2016. The Postal Ballot Notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants / the Company's Registrar and Transfer Agent. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a postage prepaid self addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 5th February, 2016 will be considered for the purpose of voting / e-voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
6. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to cs@nitinfire.com. The Registrar and Transfer Agents / Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
7. In compliance with Section 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by Central Depository Services (India) Limited (CDSL). The instructions for electronic voting are annexed to this Notice.
8. A Member cannot exercise his / her vote through proxy on postal ballot.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on 8th March, 2016 (6.00 PM IST). The postage of such envelope will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after close of working hours on 8th March, 2016 (6.00 PM IST), it will be considered that no reply from the Member has been received.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny and the result of the voting by postal ballot will be announced on 9th March, 2016 at the Registered Office of the Company at 501, Delta, Technology Street, Hiranandani Gardens, Powai, Mumbai – 400 076, India. The result would be declared and displayed at the Registered Office of the Company, intimated to NSDL & CDSL and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website www.nitinfire.com and on www.evotingindia.com.
11. The last date of receipt of the Business Reply Envelope with postal ballot form, i.e. Tuesday, 8th March, 2016, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

12. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till Tuesday, 8th March, 2016.

Voting through electronic means:

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e- voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e- voting facility to all its Members.

The instructions for e- voting are as follows:

- (i) Members can cast their vote online from Monday, 15th February, 2016 (9.00 AM IST) till Tuesday, 8th March, 2016 (6.00 PM IST). During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th February, 2016, may cast their vote electronically.
- (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 DPID 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 sequence number in the PAN field. • In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login: <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vi) above.

- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login 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 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 linked in the login 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.

(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.

(xx) The e-voting period commences on Monday, 15th February, 2016 (9.00 AM IST) till Tuesday, 8th March, 2016 (6.00 PM IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. Friday, 5th February, 2016, may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.

(xxi) The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the relevant date, i.e. Friday, 5th February, 2016.

Annexure to the Notice
The Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Item no. 1 - Sell / dispose / transfer of shares of the Company’s subsidiary:

Under section 180(1)(a) of the Companies Act, 2013 (“the Act”), the Board of Directors of the Company requires the approval of the members by way of a Special Resolution to sell, lease or dispose of the whole or substantially the whole of the undertaking of the Company or where there are more than one undertaking, than the whole or substantially the whole of any of such undertakings.

The Members are being informed that the Board of Directors of the Company are hereby accorded to appoint an appropriate investment banker to identify potential buyers/ investors to acquire Nitin Ventures FZE. Further, Nitin Venture FZE is in process of obtaining the valuation report from an independent valuer to determine its enterprise value/ fair realizable value.

The Board recommends the Special Resolution set out at item No.1 of the Notice for approval of the Members of the Company.

None of the Directors except Mr. Nitin M. Shah, Mr. Rahul N. Shah and Mr. Kunal N. Shah and / or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

Item no. 2 - Sell / dispose / transfer of 40% shares of the Company Associate viz. Worthington Nitin Cylinders Private Limited:

Under section 180(1)(a) of the Companies Act, 2013 (“the Act”), the Board of Directors of the Company requires the approval of the members by way of a Special Resolution to sell, lease or dispose of the whole or substantially the whole of the undertaking of the Company or where there are more than one undertaking, than the whole or substantially the whole of any of such undertakings.

The members had approved the creation of mortgage/ charges etc. on the properties of the Company as security against the borrowing of the Company through a Special Resolution at their 20th Annual General Meeting held on 21st September, 2015. However, the approval of the Members of the Company is now being sought for sell / dispose / transfer of 40% all or part of its 40% shares of Worthington Nitin Cylinders Private Limited (WNCPL), Indian unlisted Company and the Company’s Associate at a price not less than Rs.4.00 Crores (Rupees Four Crores only) for entire 40% shares held of WNCPL, by way of a Special Resolution by Postal Ballot as mentioned in the notice.

The Members are being informed that the Board of Directors of the Company is in process of obtaining the valuation report from the independent valuer to arrive at the enterprise value of WNCPL as mentioned above.

The Board recommends the Special Resolution set out at item No.2 of the Notice for approval of the Members of the Company.

None of the Directors except Mr. Nitin M. Shah, Mr. Rahul N. Shah and Mr. Kunal N. Shah and / or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

By Order of the Board
Nitin Fire Protection Industries Limited

Place : Mumbai
Date : 4th February, 2016
Regd. Office:
501, Delta, Technology Street, Hiranandani Gardens, Powai, Mumbai - 400076

Sd/-
(Rahul N. Shah)
Whole-time Director
DIN: 00073226



NITIN FIRE PROTECTION INDUSTRIES LIMITED

CIN: L29193MH1995PLC092323

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Tel: 022 40457000 Fax: 022 25701110

Website: www.nitinfire.com email id: cs@nitinfire.com

POSTAL BALLOT FORM

Serial No. _____

1. Name and Address of the Sole/
First named Shareholder

2. Joint Holder's Name (if any)

3. Registered Folio No. / Client ID
(Applicable for investors holding
shares in dematerialized form)

4. Number of Shares held

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated 4th February, 2016 by sending my/our assent or dissent to the said resolutions by placing a tick mark (✓) in the appropriate box below:

Item No.	Description	No. of Shares Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for Sell / dispose / transfer of shares of the Company's subsidiary as per Section 180(1)(a) of the Companies Act, 2013.			
2.	Special Resolution for Sell / dispose / transfer of shares of the Company's Associate as per Section 180(1)(a) of the Companies Act, 2013			

Place _____

Date: _____ (Signature of Shareholder)

Note: Please carefully read the instructions printed overleaf before exercising the vote.

INSTRUCTIONS FOR POSTAL BALLOT

1. 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.
2. 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 (v). The duly filled and completed Form should be sent to the Scrutinizer Mr. Kishor Ved, Practicing Company Secretary, 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 Tuesday, 8th March, 2016. 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 Wednesday, 9th March, 2016. The Chairman or the Whole-Time Director shall announce the results of Postal Ballot on Wednesday, 9th March, 2016, at the Registered Office of the Company at 501, Delta, Technology Street, Hiranandani Gardens, Powai, Mumbai 400076. The last date of receipt of the Business Reply Envelope with postal ballot form, i.e. Tuesday, 8th March, 2016, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
3. The Board of Directors of the Company has appointed Mr. Kishor Ved, Practicing Company Secretary (Membership No. F5411 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 4th February, 2016.
4. 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.
5. The Postal Ballot cannot be exercised by proxy.
6. A Member neither needs to use all the votes nor needs to cast all the votes in the same way.
7. 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.
8. 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(ies) giving requisite authority to the person voting on the Postal Ballot Form.
9. There will be only one Postal Ballot Form for every folio/DP ID/client ID irrespective of the number of Joint Member(s).
10. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
11. 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.8 above.
12. 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, 8th March, 2016.
13. The results of the Postal Ballot will be published in the Newspaper (English and Vernacular) immediately after 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.
14. 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.