



Date: February 27, 2019

To,  
BSE Limited,  
Corporate Services Department,  
P. J. Towers, Dalal Street,  
Mumbai – 400 001.  
BSE Scrip Code No. 532854

National Stock Exchange of India Limited,  
Corporate Communications Department,  
Exchange Plaza, 5<sup>th</sup> Floor, Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051.  
NSE Scrip Symbol: NITINFIRE

**Sub. : Outcome of Board Meeting under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015)**

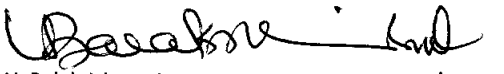
With reference to the captioned subject, we hereby inform you that the Board of Directors of the Company at their meeting held on Wednesday, February 27, 2019, inter-alia other matters has approved the following businesses:

1. The Standalone Un-audited Financial statement for the quarter and nine months ended on December 31, 2018 along with Limited Review Report issued by M/s. Haribhakti & Co. LLP, Statutory Auditors.
2. Comments of the Board on non compliance of regulation 33 of SEBI Listing Regulations, 2015, as identified by Stock exchanges: The Board considered the ongoing insolvency process and agreed to pay the fines at the earliest. The Company is under financial stress and admitted by the NCLT, Mumbai for insolvency.

The meeting of the Board of Directors commenced at 2 pm and concluded at .....<sup>6</sup> pm.

This is for your information and record.

Thanking you,  
Yours faithfully,  
For Nitin Fire Protection Industries Limited

  
U. Balakrishna Bhat  
Resolution Professional  
27/2/19



Regd. Office : 501, Delta, Technology Street, Hiranandani Gardens, Powai, Mumbai - 400 076. INDIA.

Tel.: +91 22 4045 7000 • Fax : +91 22 2570 1110 • Email : nitinfire@vsnl.com • Website : <http://www.nitinfire.com>

रजि. ऑफिस : नितिन फायर प्रोटेक्शन इंडस्ट्रीज लिमिटेड, ५०१, डेल्टा, प्रौद्योगिकी स्ट्रीट, हिरानंदानी गार्डन, पवई, मुंबई - ४०० ०७६.

CIN NO.: L29193MH1995PLC092323 Subsidiary Offices : UAE, UK & Singapore.



**NITIN FIRE PROTECTION INDUSTRIES LIMITED**  
 Regd. Office : 501 Delta, Technology Street, Hiranandani Gardens, Powai, Mumbai - 400 076. India.

**नितिन फायर प्रोटेक्शन इंडस्ट्रीज लिमिटेड**

CIN No. : L29193MH1995PLC092323

Website : www.nitinfire.com : Email: nitinfire@vsnl.com

Statement of Standalone Unaudited Financial Results for the Quarter ended Decmber 31, 2018



Particulars	₹ in Lakhs, except per share data					
	Quarter ended			Nine month ended		Year Ended
	Unaudited 31-Dec-2018	Unaudited 30-Sep-2018	Unaudited 31-Dec-2017	Unaudited 31-Dec-2018	Unaudited 31-Dec-2017	Audited 31-Mar-2018
<b>Income</b>						
Revenue from operations						
Other Income (Refer note 12)	343.80	212.53	1,163.08	1,430.51	2,807.16	5,523.48
<b>Total Income</b>	(999.02)	3,028.24	212.22	4,667.13	636.48	1,163.62
	(655.22)	3,240.77	1,375.30	6,097.64	3,443.64	6,687.10
<b>Expenses</b>						
Cost of materials consumed						
Purchases of stock-in-trade	153.42	1,211.54	1,166.55	2,125.34	2,099.18	4,534.39
Changes in inventories of stock-in-trade	-	-	463.63	88.78	632.52	1,430.99
Excise duty	-	104.84	-	104.84	-	-
Employee benefits expense	-	-	-	-	-	3.62
Finance costs	179.04	146.49	186.18	499.77	617.93	783.80
Depreciation and amortisation expenses	2,959.60	2,145.47	1,387.79	7,131.84	3,681.63	6,168.58
Other expenses (Refer note 13)	36.13	42.98	93.59	122.03	295.90	442.13
<b>Total Expenses</b>	4,760.97	2,275.87	4,374.37	12,292.25	7,478.83	10,204.73
<b>Loss before exceptional items</b>	8,089.15	5,927.19	7,672.11	22,364.84	14,809.62	23,568.24
Exceptional items	(8,744.38)	(2,686.42)	(6,296.79)	(16,267.20)	(11,365.97)	(16,881.14)
<b>Loss before tax</b>	-	-	2,263.73	-	2,263.73	2,263.73
<b>Income tax expense</b>	(8,744.38)	(2,686.42)	(8,560.52)	(16,267.20)	(13,629.70)	(19,144.87)
Current tax ( including tax in respect of earlier years)						
Deferred tax	2.03	-	-	2.03	-	52.47
<b>Total tax expense</b>	2.03	-	-	-	-	-
<b>Loss after tax</b>	(8,746.41)	(2,686.42)	(8,560.52)	(16,269.23)	(13,629.70)	(19,197.34)
<b>Other comprehensive income</b>						
(i) Items that will not be reclassified to profit or loss						
- Remeasurement of defined benefit plan (net of tax)	-	-	5.53	9.91	15.33	39.65
(ii) Items that will be reclassified to profit or loss						
- Exchange difference in translating the financial statements of foreign operation	-	-	-	-	-	-
<b>Other comprehensive income / expense (net of tax)</b>	-	-	5.53	9.91	15.33	39.65
<b>Total comprehensive (loss) for the period (after tax)</b>	(8,746.41)	(2,686.42)	(8,554.99)	(16,259.32)	(13,614.37)	(19,157.69)
<b>Paid-up equity share capital (face value of share ₹ 2/- each)</b>	5,845.39	5,845.39	5,845.39	5,845.39	5,845.39	5,845.39
<b>Other equity</b>						
<b>Earning Per Share (of ₹ 2/- each):</b>						
Basic earnings per share	(2.99)	(0.92)	(2.93)	(5.57)	(4.66)	(6.57)
Diluted earnings per share	(2.99)	(0.92)	(2.93)	(5.57)	(4.66)	(6.57)

**Notes to the unaudited financial results**

- As explained in note 2 below, as per Regulation 33(2)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Standalone Unaudited Financial Results of the Company submitted to the stock exchange shall be signed by the Chairperson or Managing Director or Whole Time Director or in absence of all of them, it shall be signed by any Director of the Company who is duly authorised by the Board of Directors to sign the Standalone Unaudited Financial Results. In view of the ongoing Corporate Insolvency Resolution Process ("CIRP"), powers of the Board of Directors have been suspended and these powers are, in terms of Insolvency and Bankruptcy Code, 2016 ("the Code"), now vested with Mr. U. R. Bhat, as the Interim Resolution Professional from from October 22, 2018 and his appointment as Resolution Professional (RP) was confirmed by the Committee of Creditors ("COC") subsequently.
- During the period, one of the lender filed a petition for initiation of CIRP which has been admitted by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") vide its order delivered on October 22, 2018 and inter alia declaring moratorium, a period wherein no judicial proceedings for recovery, enforcement of security interest, sale or transfer of assets, or termination of essential contracts can be instituted or continued against the Company. The order of moratorium shall have effect from October 22, 2018 in accordance with Section 14(1) of the Code. Further, pursuant to the order of NCLT, a public announcement of CIRP was made on October 24, 2018. The RP on October 22, 2018 called upon the operational creditors, financial creditors and workmen and employees to submit the proof of their claims, pursuant to which respective parties have submitted their claims. RP has, post scrutiny, either admitted or rejected such claims. Standalone Unaudited Financial Results are adjusted for any difference arising on account of claims upon reconciliation with books of account. However, there are few claims which are still under verification, effects of which would be considered post verification and admittance of claims. Amounts admitted and accounted as claimed, are subject to any Resolution Plan which RP may finally submit before Hon'ble NCLT and its final outcome. In terms of directions given by COC, RP has invited Expression of Interest ("EOI") from Potential Resolution Applicants ("RA") to submit the resolution plan in accordance with Insolvency and Bankruptcy Code. The last date of receipt of EOI is now March 3, 2019.



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- 3 The Statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies, to the extent applicable.
- 4 In line with the provisions of IND AS 108 "Operating segments" and basis the review of operations being done by the Senior Management, the operations of the Company fall under fire protection/ detection equipments and allied activities, which is considered to be the only reportable segment by the Management.
- 5 Consequent to dilution of equity stake in Worthington Nitin Cylinders Private Limited (WNCPL) in December 2010, the Company has taken over the outstanding claim of a derivative contract amounting to ₹ 501.33 lakhs (excluding interest). As advised by the legal counsel, it has opined that the said contract is not valid as per Reserve Bank of India regulations and hence, no liability is expected to devolve on the Company. The Company has filed a petition in the Honourable High Court of Bombay challenging the legality of the contract. The petition is pending for disposal.
- 6 The Company's investment in equity shares of WNCPL, an associate of the Company, is carried at cost of ₹ 4,195.04 lakhs in the Standalone Unaudited Financial Results, as at December 31, 2018. The net worth of WNCPL is substantially eroded as at March 31, 2018 as per its audited financial statements. The Management is in discussion with the majority shareholders of WNCPL and expects to recover the carrying amount. Hence, the Management believes that no impairment provision in the carrying value of investment is required.
- 7 Trade receivables as at December 31, 2018 includes ₹ 25,057.66 lakhs (net of ₹ 5,500.74 lakhs, refer note 10 below) against export/ domestic sales made in earlier years, payments for which are not forthcoming. The Company has made overall provision of ₹ 22,988.12 lakhs by way of expected credit loss. The Management is making all efforts to recover the same and is confident of recovery. Hence, no specific provision is considered necessary.
- 8 Trade payables includes ₹ 1,872.22 lakhs which were subject to confirmations as at December 31, 2018. The Management is in the process of obtaining confirmations and do not expect any consequential impact in the Standalone Unaudited Financial Results.
- 9 Loans and advances as at December 31, 2018 includes Loans to subsidiaries aggregating ₹ 20,482.60 lakhs and Loans to other body corporates aggregating ₹ 826.40 lakhs are outstanding for long period of time. The Management is confident of recovery of entire amount and hence, no provision is considered necessary.
- 10 During the period, the Company has adjusted trade receivables and trade payables of ₹ 5,500.74 lakhs. The Management is making all efforts of executing agreements from respective counter parties under trade Payables and trade Receivables and approval from Reserve Bank of India for the balances receivable/ payable in foreign currency and do not expect any consequential impact in the Standalone Unaudited Financial Results.
- 11 The Company has incurred net loss of ₹ 8,746.41 lakhs during the quarter ended December 31, 2018 and as of that date, the Company's current liabilities exceeded its total assets by ₹ 32,347.82 lakhs. This indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Currently the CIRP of the Company is under progress and its ability to continue affairs on Going Concern basis is dependent on many factors including continued support from its financial and operational creditors and submission and approval of Resolution Plan. Pending CIRP, the Standalone Unaudited Financial Results are prepared on a going concern basis.
- Because of the significance of the matters described in paragraph 5 to 11 above, the auditors have not expressed a conclusion on the Unaudited Standalone Financial Results for the quarter and nine months ended December 31, 2018.
- 12 Other income for the quarter ended December 31, 2018 includes ₹ 1,578.01 lakhs towards loss on foreign currency transactions.
- 13 Other expenses for the quarter ended December 31, 2018 includes ₹ 4,469.39 lakhs towards impairment of trade receivables using lifetime expected credit loss method.
- 14 On the consideration of prudence and in the absence of certainty of sufficient future taxable income, deferred tax assets is recognised only up to deferred tax liabilities by the Management.
- 15 Ind AS 115 'Revenue from Contracts with Customers' is mandatory for reporting periods beginning on or after April 1, 2018, it replaces existing revenue recognition standards Ind AS 11 'Construction Contracts' and Ind AS 18 'Revenue'. In accordance with the first time adoption option available in the said standard, the Company has chosen the 'modified retrospective approach'. There is no significant adjustment required to the retained earnings as at April 1, 2018. Also, the application of Ind AS 115 did not have any significant impact on recognition and measurement of revenue and related items in the Standalone Unaudited Financial Results for the quarter and nine months ended December 31, 2018.
- 16 The above results are certified by Chief Financial Officer and Chief Executive Officer and approved by the RP at meeting held on February 27, 2019.
- 17 The previous quarter/ period/ year figures have been regrouped, rearranged, reclassified or reworked as necessary to conform to the current quarter/period accounting treatment.

Place: Mumbai  
Date: February 27, 2019

For Nitin Fire Protection Industries Ltd.

U. B. Bhat

Resolution Professional

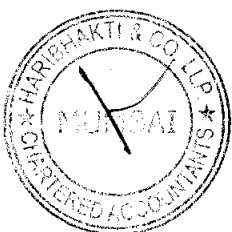
Reg. No. 16/11/2017-18/11107

U Balakrishna Bhat  
Resolution Professional  
Reg. No. 16/11/2017-18/11107  
Email ID : ubbhat@radissonindia.in

For Nitin Fire Protection Industries Limited

Rahul N. Shah  
CEO

Bharat K. Shah  
CFO



**Limited Review Report on the Standalone Unaudited Financial Results of Nitin Fire Protection Industries Limited for the quarter ended December 31, 2018 pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**To Resolution Professional of Nitin Fire Protection Industries Limited  
IP Registration No. IBBI/IPA001/IP-P00658/2017-18/11107**

1. We were engaged to review the accompanying Statement of Standalone Unaudited Financial Results of **Nitin Fire Protection Industries Limited** ('the Company') for the quarter ended December 31, 2018 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. This Statement which is the responsibility of the Company's Management and approved by the Resolution Professional (appointed as Interim Resolution Professional by National Company Law Tribunal vide Order delivered on October 22, 2018 under Insolvency and Bankruptcy Code, 2016 and his appointment as Resolution Professional ("RP") was confirmed by the Committee of Creditors ("COC") subsequently) has been prepared in accordance with recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" as prescribed under Section 133 of Companies Act, 2013 ("the Act") read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
  
2.
  - a. As explained in Note No. 5 to the Statement, based on legal opinion obtained, the Company does not expect any liability in respect of its dispute with a bank for claim of Rs. 501.33 lakhs (excluding interest) on a derivative contract entered into by Company's erstwhile subsidiary, the liability for which has been taken over by the Company in the past. Dispute is pending before the Hon'ble Bombay High Court. As the matter is subjudice, we are unable to comment on the consequential impact, if any.



- b. As explained in Note No. 6 to the Statement, the Company has an investment in equity shares of Worthington Nitin Cylinders Private Limited (“WNCPL”), an associate of the Company, of Rs. 4,195.04 lakhs as at December 31, 2018. As per the audited Financial Statements as at March 31, 2018, the net worth of WNCPL has substantially eroded. In view of above and in absence of the fair value of the investment as required under Ind AS 28 ‘Investment in Associates and Joint Ventures’, we are unable to comment on the impairment, if any, on the carrying amount of the investment as at December 31, 2018.
- c. As explained in the Note No. 7 to the Statement, trade receivables aggregating Rs. 25,057.66 lakhs (net of adjustment of Rs. 5,500.74 lakhs, refer para 2(f) below) which are outstanding for a long period of time, payments for the same are not forthcoming and are subject to confirmation. The Company has, in this regard, made an overall provision of Rs. 22,988.12 lakhs by way of expected credit loss. In the absence of confirmations, non-recovery of any amount during the period and till date and any other appropriate audit evidence, we are unable to comment on the recoverability of the same and consequential impact, if any.
- d. As explained in the Note No. 8 to the Statement, trade payables aggregating Rs. 1,872.22 lakhs were subject to confirmation as at September 30, 2018. In the absence of confirmations, we are unable to comment on the consequential impact, if any.



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- e. As explained in the Note No. 9 to the Statement, loans to subsidiaries aggregating Rs. 20,482.60 lakhs (including arising out of devolvement of stand by letter of undertaking issued in favour of subsidiaries in earlier period) and to other body corporates aggregating Rs. 826.40 lakhs, are outstanding for a long period of time. In the absence of any recovery during the period and till date, we are unable to comment on the recoverability of the same and consequential impact, if any.
- f. As explained in Note No. 10 to the Statement, the Company, during the previous quarter, has adjusted balances under Trade Payable and Trade Receivable aggregating Rs. 5,500.74 Lakhs. These adjustments are subject to confirmation from respective counter parties and approval from Reserve Bank of India in case of the balances receivable/ payable in foreign currency. Pending such confirmations and approval, we are unable to comment on the consequential impact, if any.
- g. The Corporate Insolvency Resolution Process (CIRP) is still under process. The RP has called upon the operational creditors, financial creditors and workmen and employees to submit the proof of their claims, which are being received. However, determination of final claim and consequential adjustment, if any, in books of account is not known to us.
- Further, we have been informed by the RP that certain information and procedures as part of the CIRP are of confidential nature and could not be shared with anyone other than the committee of creditors and National Company Law Tribunal. Pending receipt of information, we are unable to comment on the consequential impact, if any.



h. As explained in Note No. 11 to the Statement, the Standalone Unaudited Financial Results have been prepared on a going concern basis. The Company has incurred net loss of Rs. 8,746.41 lakhs during the quarter ended December 31, 2018 and as at that date the Company's current liabilities exceeded its total assets by Rs. 32,347.82 lakhs. Further, capacity utilisation of the manufacturing facilities is very low. In view of the same and given the fact that the CIRP is in progress, there exists material uncertainty on the Company's ability to continue as a going concern and consequently realise its assets and discharge its liabilities in the normal course of business. Accordingly, we are unable to comment on the appropriateness of the going concern assumption used in the preparation of the Statement.

The audit report on the Annual Standalone Ind AS Financial Statement for the year ended March 31, 2018 was disclaimed in respect of paragraphs (a) to (d) as stated above.

3. Because of the significance of the matters described in Paragraph 2 above, we are unable to express, and we do not express, a conclusion on the accompanying Statement.

For Haribhakti & Co. LLP  
Chartered Accountants

ICAI Firm Registration No.103523W/W100048



Snehal Shah

Partner

Membership No.: 048539



Mumbai

February 27, 2019