NITIN FIRE PROTECTION INDUSTRIES LTD.

NITIN® FIRE PROTECTION ENGINEERS

Date : 19th October, 2015

To, General Manager, Listing Operation, BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001. **Company Code No. 532854**	To, Listing Department National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block. Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 **Script Code : NITINFIRE**

Dear Sir,

Sub : Copy of AGM proceedings- Clause 31(d) of the Listing Agreements

With reference to the above, pursuant to Clause 31(d) of the Listing Agreement entered with the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, we hereby enclose a copy of Minutes of 20th Annual General Meeting of the Members of Nitin Fire Protection Industries Limited held on 21st September, 2015 for your record.

Thanking You ,

Yours faithfully ,

FOR NITIN FIRE PROTECTION INDUSTRIES LIMITED

RAHUL N. SHAH
EXECUTIVE DIRECTOR
(DIN – 00073226)

HELD AT_____ ON_____ TIME_____

MINUTES OF THE 20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF NITIN FIRE PROTECTION INDUSTRIES LIMITED HELD ON MONDAY, 21ST SEPTEMBER, 2015 AT 2.15 P.M. AT BAJAJ BHAWAN, JAMNALAL BAJAJ MARG, 226, NARIMAN POINT, OPP. CR2 INOX, MUMBAI 400 021.

DIRECTORS PRESENT:

Mr. Rahul Shah	-	Whole-time Director & Shareholder
Mr. Kunal N. Shah	-	Whole-time Director & Shareholder
Mr. K. H. Vaidyanathan	-	Director & Shareholder
Mr. Ramakant M. Nayak	-	Chairman of Audit Committee - Independent Director
Mr. S. K. Dheri	-	Chairman of Nomination & Remuneration Committee – Independent Director

Invitees Present:

Mr. Snehal Shah	-	Statutory Auditors, Haribhakti & Co. LLP
Mr. Kishor V. Ved	-	Secretarial Auditor (Practicing Company Secretary)
Mr. Kamlesh Gandhi	-	Chief Financial Officer

The meeting was attended by 69 (Sixty Nine) Members present in person. There was no proxy present at the meeting.

Mr. Rahul N. Shah was unanimously elected as the Chairman of the Meeting.

After ascertaining that the requisite members were present to form the quorum, Mr. Rahul N. Shah, Chairman declared that the meeting is open. The Chairman welcomed all the members and special invitees to the 20th Annual General Meeting (AGM). With consent of the members, the notice convening the meeting and the Directors Report as circulated earlier to the members was taken as read. Mr. Kamlesh Gandhi read the Auditors Report including observation made by the Auditors and also the management replies as mentioned in the Directors Report. The Chairman informed the meeting that the Register of Members, Register of Directors' share holding with other statutory registers are kept open for inspection by the shareholders at the venue and that the same are accessible during the continuance of the meeting. The Chairman then delivered his speech to the members, in which he informed the members about performance of the Company during the financial year ended 31st March, 2015.

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the 20th Annual General Meeting The e-Voting facility for the resolutions No. 1 to 11 (both inclusive) was kept open from 18th September, 2015 from 9.00 a.m. and ends on 20th September, 2015 till 5.00 p.m. Mr. Kishor V. Ved, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process. After due Scrutiny of e-votes and physical votes casted for all the eleven (11) resolutions including special resolutions passed through process of postal ballot, Mr. Kishor V. Ved, submitted the Scrutinizer report for E-voting and physical assent / dissent for voting at the 20th AGM and passing of resolutions through Postal Ballot Voting process, dated 22nd September, 2015, to the Chairman which was countersigned by Mr. Rahul N. Shah, Chairman of the Meeting. The voting was kept open for the postal ballot special resolutions No. 1 & 2 of the Notice for postal ballot issued (i.e. Special Resolutions No. 10 & 11 of the Notice of 20th AGM) for three days from 18th September, 2015 to 20th September, 2015 and the members of the Company have approved and passed the said special resolutions with requisite majority as mentioned in below. Thereafter, the Chairman approved the same for taking it on record.

The Chairman announced the result of e-voting of the 20th AGM as per the business agenda laid before the meeting on the following items.

CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

ORDINARY RESOLUTION NO. 1

Adoption of the Annual Accounts for the year ended 31st March, 2015, together with Reports of Directors' and Auditors' thereon

Mr. Yusuf Yunus Rangwala proposed the resolution & Mr. Rajesh C. Seconded the following resolution as an Ordinary Resolution.

"RESOVLED THAT the Audited Balance Sheet as on 31st March, 2015 and the Audited Statement of Profit & Loss for the year ended on that date and cash flow statement for the year ended on the that date and the Report of the Directors' and the Auditors' thereon be and are hereby approved and adopted."

The Chairman announced passing of the above resolution through voting as submitted by the Scrutinizer appointed for this purpose:

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	221296828	100.00
Voted in Favour (E-voting & Physical)	220027948	99.43
Voted Against (E-voting & Physical)	1268880	0.57
Invalid Votes	28 (twenty eight) postal ballot forms received at 20th AGM as no. of shares was not mentioned	

Thereafter, the Chairman declared that the above Ordinary Resolution was passed with requisite majority.

ORDINARY RESOLUTION NO.2

Declaration of Dividend on Equity Shares for the financial year ended 31st March, 2015

Mr. Vijay Bhide proposed the resolution & Mr. Sudhir Varak Seconded the following resolution as an Ordinary Resolution.

"RESOLVED THAT the Dividend of Rs.0.20 (10%) per Equity Share on 2922,69,622 equity shares be and is hereby declared as the final dividend for the year ended 31st March, 2015."

The Chairman announced passing of the above resolution through voting as submitted by the Scrutinizer appointed for this purpose:

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	221296828	100.00
Voted in Favour (E-voting & Physical)	221296803	100.00
Voted Against (E-voting & Physical)	25	0
Invalid Votes	28 (twenty eight) postal ballot forms received at 20th AGM as no. of shares was not mentioned	

Thereafter, the Chairman declared that the above Ordinary Resolution was passed with requisite majority.

ORDINARY RESOLUTION NO. 3

Appointment of Mr. K. H. Vaidyanathan (DIN: 00077335), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment

CHAIRMAN'S INITIALS

HELD AT_____ ON_____ TIME_____

Mr. K. H. Vaidyanathan informed that he is interested in the resolution No. 3 & will not participate in the resolution.

Mr. Tushar Sodha proposed the resolution & Mr. Arunkumar Seconded the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Article 118 of the Articles of Association of the Company, Mr. **K. H. Vaidyanathan (DIN:** 00077323), who retires by rotation, be and is hereby re-appointed as a Director of the Company, whose office is liable to retire by rotation."

Mr. Rahul N. Shah announced passing of the above resolution through voting as Submitted by the Scrutinizer appointed for this purpose:

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	221276926	100.00
Voted in Favour (E-voting & Physical)	221275161	100.00
Voted Against (E-voting & Physical)	1765	0
Invalid Votes	28 (twenty eight) postal ballot forms received at 20th AGM as no. of shares was not mentioned	

Thereafter, the Chairman declared that the above Ordinary Resolution was passed with requisite majority.

ORDINARY RESOLUTION- ITEM NO 4

Appointment of Mr. Rahul N. Shah (DIN No. 00073226), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment

Mr. Rahul N. Shah & Mr. Kunal N. Shah informed that they are is interested in the resolution No. 4 & 5 & will not participate in the resolution.

Mr. Rahul N. Shah requested Mr. K. H. Vaidyanathan to occupy the chair for Item No. 4 & 5 and conduct the proceedings for the resolution NO.4 & 5. Mr. K. H. Vaidyanathan occupied the chair and proceeded with the meeting.

Mr. H. P. Kotwani proposed the resolution & Mr. S. Shah Seconded the following resolution as an Ordinary Resolution.

"RESOLVED THAT Mr. Rahul N. Shah (DIN No. 00073226), who retires by rotation and being eligible, offers himself for re-appointment and his retiring by rotation will not be treated as any break in his tenure as whole-time director of the company, be and is hereby re-appointed as a Director of the Company whose office is liable to retire by rotation."

Mr. K. H. Vaidyanathan announced passing of the above resolution through voting as Submitted by the Scrutinizer appointed for this purpose:

Particulars	No. of Shares	% of Total Voting
Total Votes Cast – valid	122989485	100.00
Voted in Favour (E-voting & Physical)	122987720	100.00
Voted Against (E-voting & Physical)	1765	0
Invalid Votes	28 (twenty eight) postal ballot forms received at 20th AGM as no. of shares was not mentioned	

CHAIRMAN'S INITIALS

Thereafter, the Chairman declared that the above Ordinary Resolution was passed with requisite majority.

ORDINARY RESOLUTION- ITEM NO 5

Appointment of Mr. Kunal N. Shah (DIN No. 08077216) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment

Mr. Rajendra Sodha proposed the resolution & Mr. Fernandes Seconded the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Kunal N. Shah (DIN No. 08077216), who retires by rotation and being eligible, offers himself for re-appointment and his retiring by rotation will not be treated as any break in his tenure as whole-time director of the company, be and is hereby re-appointed as a Director of the Company whose office is liable to retire by rotation."

Mr. K. H. Vaidyanathan announced passing of the above resolution through voting as Submitted by the Scrutinizer appointed for this purpose:

Particulars	No. of Shares	% of Total Voting
Total Votes Cast – valid	123374179	100.00
Voted in Favour (E-voting & Physical)	123372414	100.00
Voted Against (E-voting & Physical)	1765	0
Invalid Votes	28 (twenty eight) postal ballot forms received at 20th AGM as no. of shares was not mentioned	

Thereafter, the Chairman declared that the above Ordinary Resolution was passed with requisite majority.

Mr. K. H. Vaidyanathan handed over the chair to Mr. Rahul N. Shah for conducting the remaining proceedings.

ORDINARY RESOLUTION NO. 6

Appointment of M/s Haribhakti & Co. LLP, Chartered Accountants (Registration No. 103523W) as Statutory Auditors of the Company

Mr. Tushar Sodha proposed the resolution & Mr. Agnihotri Seconded the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. Haribhakti & Co. LLP, Chartered Accountants, Mumbai (Firm Registration Number 103523W) be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until till the year 2021, subject to ratification at the every Annual General Meeting, at remuneration to be determined by the Board of Directors."

The Chairman announced passing of the above resolution through voting as Submitted by the Scrutinizer appointed for this purpose:

Particulars	No. of Shares	% of Total Voting
Total Votes Cast – valid	221296824	100.00
Voted in Favour (E-voting & Physical)	221293197	100.00
Voted Against (E-voting & Physical)	3631	0
Invalid Votes	28 (twenty eight) postal ballot forms received at 20th AGM as no. of shares was not mentioned	

CHAIRMAN'S INITIALS

Thereafter, the Chairman declared that the above Ordinary Resolution was passed with requisite majority.

ORDINARY RESOLUTION NO. 7

Appointment of M/S. Deloitte Haskins & Sells LLP as the Statutory Auditors

Ms. Manjula Joshi proposed the resolution & Ms. Lekha Shah Seconded the following resolution as an Ordinary Resolution :

"RESOVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (Firm Registration Number (FRN -117366W / W-100018), Mumbai, be and are hereby appointed as the Auditors of the Company for the financial year 2015-16 to hold office from the conclusion of this Annual General Meeting till the year 2020, subject to ratification at the every Annual General Meeting and they be paid remuneration to be determined by the Board of Directors."

The Chairman announced passing of the above resolution through voting as Submitted by the Scrutinizer appointed for this purpose:

Particulars	No. of Shares	% of Total Voting
Total Votes Cast – valid	221296828	100.00
Voted in Favour (E-voting & Physical)	221296803	100.00
Voted Against (E-voting & Physical)	25	0
Invalid Votes	28 (twenty eight) postal ballot forms received at 20th AGM as no. of shares was not mentioned	

Thereafter, the Chairman declared that the above Ordinary Resolution was passed with requisite majority.

SPECIAL RESOLUTION NO. 8

Increase in the Authorised Share Capital

Mr. Ghansham Bharucha proposed the resolution & Mr. Jayendra Kalyani Seconded the following resolution as a Special Resolution.

"RESOLVED THAT in accordance with the provision of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 65,00,00,000/- (Rupees Sixty Five Crores only) divided into 32,50,00,000 (Thirty Two Crores Fifty Lakhs Only) Equity shares of a face value of Rs. 2/- (Rupees Two Only) each to Rs.75,00,00,000/- (Rupees Seventy Five Crores only) divided into 37,50,00,000 (Thirty Seven Crores Fifty Lakhs Only) Equity shares of a face value Rs. 2/- (Rupees Two Only) each by the addition of 5,00,00,000 (Five Crores Only) Equity Shares of a face value of Rs.2/- each aggregating to Rs.10,00,00,000/- (Rupees Ten Crores only).

FURTHER RESOLVED THAT Clause V of the Memorandum of Association of the Company be altered by substituting in its place and stead the following the new Clause V:

V. The Authorized Capital of the Company is Rs.75,00,00,000/- (Rupees Seventy Five Crores only) divided into 37,50,00,000 (Thirty Seven Crores Fifty Lakhs Only) Equity shares of a face value Rs. 2/- (Rupees Two Only) each, with power to increase or reduce the capital to divide the shares in the capital for the time being into several classes and to attach rights, privileges or conditions as may

CHAIRMAN'S INITIALS

be determined by or in accordance with the regulations of the company and to very, modify and abrogate any such right, privileges or conditions in such manner as may for the time being be provided by the regulations of the company and to consolidate or sub-divide the shares and issue shares of higher or lower denominations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all acts, things and deeds as may be required to give effect to this resolution."

The Chairman announced passing of the above resolution through voting as Submitted by the Scrutinizer appointed for this purpose:

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	223296828	100.00
Voted in Favour (E-voting & Physical)	223292755	100.00
Voted Against (E-voting & Physical)	4073	0
Invalid Votes	28 (twenty eight) postal ballot forms received at 20th AGM as no. of shares was not mentioned	

Thereafter, the Chairman declared that the above Special Resolution was passed with requisite majority.

SPECIAL RESOLUTION NO. 9

Issue of Further Shares

Mr. Bharat Shah proposed the resolution & Mr. Rajendra Joshi Seconded the following resolution as a Special Resolution.

"**RESOLVED THAT** in accordance with Section 40, 41, 42, 62 and all 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 the provisions of the Foreign Exchange Management Act, 1999, as amended and rules and regulations made hereunder including the Foreign Exchange Management (Transfer and Issue of Securities by a Person Resident Outside India) Regulations, 2000, as amended, if applicable, any other applicable law or laws rules and regulations (including any amendment thereto or reenactment 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 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 Board of Directors (hereinafter referred to as "Board" which include any committee thereof whether constituted or to be constituted) of the Company are hereby authorized to create, offer, issue and allot in one or more tranche(s) in the course of domestic and / or international offerings and /or Qualified Institutional Placements ("QIP") with or without an over allotment/ green shoe issue option in one or more foreign markets or domestic markets to domestic institutions, foreign institutions, non-resident Indians, Indian public, companies, corporate bodies, mutual funds, banks insurance companies, pension funds, individuals, qualified institutional buyers or other persons or entities whether shareholders of the Company or not through a public issue and/or on a private placement basis and/or qualified institutional placement within the meaning of the SEBI Regulations and /or preferential issue and/or other kind of public issue and /or private placement or through a combination of the foregoing as may be permitted under applicable law from time to time with or without an over allotment/ green shoe option, equity shares secured or unsecured debentures bonds or any other securities whether convertible into equity shares or not including but not limited to Foreign Currency Convertible Bonds ("FCCBs"), Optionally Convertible Debentures ("OCD") Bonds with share warrants attached,

CHAIRMAN'S INITIALS

Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Rights Issue, Issue of Warrants or any other equity related Instruments of the Company or a combination of the foregoing including but not limited to a combination of equity shares with bonds and/or any other securities whether convertible into equity shares or not (hereinafter referred to as "securities") for a value upto USD 100 Million (United States Dollars Hundred Million Only) or its Indian Rupee equivalent inclusive of such, premium as may be finalized by the Board whether to be listed on any stock exchange inside India or any international stock exchange outside India through an offer document and/or prospectus and/or offer letter and/or offering circular and/or on public and/or private or preferential basis whether rupee denominated in foreign currency at such time or times at such price or prices in such manner and on such terms and conditions including security rate of interest etc. as may be decided by and deemed appropriate by the board as per applicable law including the discretion to determine the categories of investors to whom the offer issue and allotment shall be made considering the prevailing market conditions and other relevant factors wherever necessary in consultation with its advisors as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT in addition to all applicable Indian laws, the securities issued in pursuance of this resolution shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or that may in any other manner apply to such securities or provided in the terms of their issue.

RESOLVED FURTHER THATthe unsubscribed securities may be disposed off by the Board in its absolute discretion in such manner as the Board may deem fit and as permissible by the law.

RESOLVED FURTHER THAT in case of a QIP/Rights Issue/Preferential Allotment pursuant to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the allotment of securities and the relevant date for the determination of the price of the equity shares to be issued shall be the date on which the board decides to open the issue of securities or such other time as may be allowed by SEBI Regulations, from time to time.

RESOLVED FURTHER THATin case of an issuance of FCCBs/ADRs/GDRs the relevant date for the determination of the issue price of the securities offered shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary shares (through Depository Receipt Mechanism) Scheme, 1993, as may be amended from time to time.

RESOLVED FURTHER THATthe issue of securities shall be subject to the following terms and conditions:
a) The securities shall be subject to the provisions of Memorandum and Articles of Associations of the Company and in accordance with the terms of the issue; and
b) The number and/or price of the securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock, split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT the Common Seal of the Company, if required, to be affixed in India and/or outside India on any agreement, undertaking, deed or other document, the same be affixed in the presence of any one of the Directors of the Company or any one of the officers of the Company in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the applicable laws, the Board and/or the Committee authorised by the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the issue of the securities including without limitation of the following;

a) Decide the date for the opening of the issue of securities;
b) Decide the price band for the issue;
c) Finalization of the issue price;

CHAIRMAN'S INITIALS

HELD AT_____ ON_____ TIME_____

d) Finalization of the allotment of the securities on the basis of the subscriptions received;
e) Finalization of signing of and arrangement for the submission of the preliminary and final offering circulars/prospectus(es)/offer document(s) and any amendments and supplements thereto along with supporting papers needed to be filed for seeking listing approval with any applicable government and regulatory authorities institutions or bodies as may be required;
f) Deciding the pricing and terms of the securities and all other related matters including taking any action on two-way fungibility for conversion of underlying equity shares into FCCBs/ GDRs/ ADRs as per applicable laws regulations, or guidelines;
g) Appoint in its absolute discretion managers (including lead manager), investment bankers, merchant bankers, underwriters, guarantors, financial and /or legal advisors, depositories, custodians, principal paying/transfer/conversion agents, listing agents,
registrars, trustees and all other agencies whether in India or abroad entering into or execution of all such agreements/arrangements/MoUs/documents with any such agencies in connection with the proposed offering of the securities;
h) Approval of the Deposit Agreements(s), the Purchase/Underwriting Agreement(s), the Trust Deed(s), the Indenture(s), the Master/Global GDRs/ADRs/FCCBs/Other Securities, Letters of Allotment, Listing Application, Engagement Letter(s), Memorandaum of Understanding and any other agreements or documents as may be necessary in connection with the issue/offering (including amending varying or modifying the same as may be considered desirable or expedient) in accordance with all applicable laws, rules, regulations and guidelines;
i) Settle all questions, difficulties or doubts that may arise in regards to the issue, offer or allotment of securities and utilization of the proceeds of the issue in such a manner and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board and/or the Committee authorized by the Board be and is hereby authorized to accept any modifications in the proposals as may be required by the authorities involved in such issues but subject to such conditions as the SEBI/GoI/RBI or such other appropriate authorities may impose at the time of their approval and as agreed to by the Board;

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing issue of the securities may be done upon all or any terms or combination of terms in accordance with international practices relating to the payment of interest, additional interest, premium on redemption, prepayment or any other debt service payments and all such terms as are provided customarily in an issue of securities of this nature.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depository receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability of free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets."

The Chairman announced passing of the above resolution through voting as Submitted by the Scrutinizer appointed for this purpose:

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	221396828	100.00
Voted in Favour (E-voting & Physical)	22023900	99.42
Voted Against (E-voting & Physical)	1272928	0.58
Invalid Votes	28 (twenty eight) postal ballot forms received at 20th AGM as no. of shares was not mentioned	

Thereafter, the Chairman declared that the above Special Resolution was passed with requisite majority.

CHAIRMAN'S INITIALS

SPECIAL RESOLUTION NO. 10 BY POSTAL BALLOT

Authority to Borrow Funds

Mr. Ravindra P. proposed the resolution & Mr. Tushar Sodha Seconded the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 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.1000.00 Crores (Rupees One Thousand 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."

The Chairman announced passing of the above resolution through voting as Submitted by the Scrutinizer appointed for this purpose:

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	221104677	100.00
Voted in Favour (E-voting & Physical)	221100990	100.00
Voted Against (E-voting & Physical)	3687	0
Invalid Votes	5 (five) postal ballot forms received at 20th AGM as no. of shares was not mentioned	

Thereafter, the Chairman declared that the above Special Resolution was passed with requisite majority.

SPECIAL RESOLUTION NO. 11 BY POSTAL BALLOT

Authority to Create Charges etc.

Mr. Jain proposed the resolution & Mr. Tushar Sudha Seconded the following resolution as a Special Resolution:

"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

CHAIRMAN'S INITIALS

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.1000.00 Crores (Rupees One Thousand 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."

The Chairman announced passing of the above resolution through voting as Submitted by the Scrutinizer appointed for this purpose:

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	221104677	100.00
Voted in Favour (E-voting & Physical)	221100990	100.00
Voted Against (E-voting & Physical)	3687	0
Invalid Votes	5 (five) postal ballot forms received at 20th AGM as no. of shares was not mentioned	

Thereafter, the Chairman declared that the above Special Resolution was passed with requisite majority.

The poll results were notified to the Stock Exchanges (i.e. NSE & BSE) in the format prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the website.

End time of AGM : 3.15 p.m. (15:15:00) on 21.09.2015

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.

The Minutes of this 43rd Annual General Meeting was entered on 28.09.2015 in presence of Mr. K. H. Vaidyanathan, Director of the Company.

(RAHUL N. SHAH)
CHAIRMAN

Mumbai, 30th September, 2015

CHAIRMAN'S INITIALS