NITIN FIRE PROTECTION INDUSTRIES LTD.

Date: November 4, 2017

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, 5th Floor,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051.
NSE Scrip Symbol: NITINFIRE

Subject: Postal Ballot Notice dated November 3, 2017

Dear Sir/Madam,

In continuation to our letter dated November 3, 2017 regarding outcome of the Board Meeting, we wish to inform you that as approved by the Board of Directors at its meeting held on November 3, 2017, consent of the members is being sought by way of Postal Ballot for the following resolutions, 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:

Item No.	Brief Description of the Resolution	Type of Resolution
1	Alteration of the Capital Clause of the Memorandum of Association (MoA) for increase in Authorized Share Capital of the Company	Special Resolution
2	Sale / disposal / divestment / transfer of all or part of the shares in the Company's Subsidiary, namely, Nitin Ventures FZE, U.A.E.	Special Resolution
3	Sale / disposal / divestment / transfer of all or part of 40% shares in the Company's Associate viz. Worthington Nitin Cylinders Private Limited	Special Resolution
4	Raising funds by issuance of securities to Qualified Institutional Buyers up to Rs. 500 Crores on QIP basis.	Special Resolution
5	Raising funds by issuance of equity shares including Convertible bonds / Debentures / Warrants / Depository Receipts up to Rs. 500 Crores on preferential basis.	Special Resolution

Please find attached a copy of the Postal Ballot Notice dated November 3, 2017 for your information.

Kindly acknowledge the receipt of the same.

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

Sraban Kumar Karan
Company Secretary

Encl.: As above

Nitin Fire Protection Industries Limited
Regd. Office w.e.f. 1st April, 2016:
Office No. 801 & 802, C-Wing,
Neelkanth Business Park, Kirol Road,
Vidhyavihar (W), Mumbai - 400086.
Tel. : 022-40457000; Fax : 022-25701110

NITIN FIRE PROTECTION INDUSTRIES LIMITED

CIN: L29193MH1995PLC092323

Regd. Office: 801 & 802, C- Wing, Neelkanth Business Park, Kirol Road, Vidhyavihar (W), Mumbai – 400 086

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

Dear Members,

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 following resolutions are proposed to be passed by way of postal ballot / remote e-voting. The Members are requested to send their assent or dissent on these resolutions.

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

Alteration of the Capital Clause of the Memorandum of Association (MoA) for increase in Authorized Share Capital of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed there under, including any statutory modification(s) thereof, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹ 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 of ₹ 2/- (Rupees Two Only) each to ₹ 175,00,00,000/- (Rupees One Hundred Seventy Five Crores only) divided into 87,50,00,000 (Eighty Seven Crores Fifty Lakhs Only) Equity shares of a face value of ₹ 2/- (Rupees Two Only) each by creation of additional of 50,00,00,000 (Fifty Crores Only) Equity Shares of a face value of ₹ 2/- each and the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following the new Clause V:

V. The Authorized Share Capital of the Company is ₹ 175,00,00,000/- (Rupees One Hundred Seventy Five Crores only) divided into 87,50,00,000 (Eighty Seven Crores Fifty Lakhs Only) Equity shares of a face value of ₹ 2/- (Rupees Two Only) each, with the power to the Board of Directors to increase or reduce the capital and to divide the shares in the capital for the time being into several classes and to attach rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, 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 do all such acts, deeds and things as may be necessary and incidental to give effect to this resolution."

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

Sell / dispose / divest / transfer of shares of the Company's Subsidiary, Nitin Ventures FZE, U.A.E.:

"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, of the 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 Members of the Company be and is hereby given to the Board of Directors of the Company ('the Board') to sell / dispose / divest / transfer of all or part of the shares in the Company's subsidiary, namely, Nitin Ventures FZE, U.A.E. at an appropriate price/value 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 / divest / transfer of Nitin Ventures FZE, U. A. E."

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

Sell / dispose / divest / transfer of shares in the Company's Associate, Worthington Nitin Cylinders Private Limited:

"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, of the 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 Members of the Company be and is hereby given to the Board of Directors of the Company ('the Board') to sell / dispose / divest / transfer of entire 40% or part of its 40% shares in Worthington Nitin Cylinders Private Limited, the Company's Associate at a price / value not less than ₹ 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."

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

Issue of Securities to Qualified Institutional Buyers:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and 71 and other applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force), all other applicable laws and regulations

("the Act"), the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/or re-enactment thereof ("FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, including any amendments, statutory modification(s) and/or re-enactment thereof, regulations for qualified institutions placement contained in Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations") and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India ("GoI"), Ministry of Corporate Affairs, Reserve Bank of India ("RBI"), the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as "Stock Exchanges") where the Equity Shares of the Company of face value of ₹ 2/- each ("Equity Shares") are listed, the Securities and Exchange Board of India ("SEBI") including the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and any other appropriate authority under any other applicable laws, as may be applicable and in accordance with the enabling provisions of the memorandum of association and articles of association of the Company and/or stipulated in the Listing Regulations and subject to all other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from various regulatory and statutory authorities, including the GoI, RBI, SEBI and the Stock Exchanges (hereinafter singly or collectively referred to as the ("Appropriate Authorities") as may be required and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, consent, permission and/or sanction and agreed to by the Board of Directors of the Company (the "Board") (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash, in one or more tranches, with or without green shoe option for an aggregate amount upto ₹ 500 Crores (Rupees Five Hundred Crores Only) through qualified institutions placement ("QIP") to qualified institutional buyers ("QIBs") as defined in SEBI ICDR Regulations, by way of issue of Equity Shares or by way of issue of any instrument or security including fully/partially convertible debentures or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for Equity Shares or any other eligible securities (instruments listed above collectively with the Equity Shares to be hereinafter referred to as the "Securities") or any combination of Securities with or without premium, to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors, including, resident or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise)/foreign portfolio investors/mutual funds/pension funds/venture capital funds/ banks/ alternate investment funds/ Indian and/or multilateral financial institutions, insurance companies and any other category of persons or entities who are authorized to invest in Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company (collectively called "Investors"), to all or any of them, jointly or severally through an offer/placement document and/or other letter or circular ("Offering Circular") and on private placement basis, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, or its equivalent amount in such foreign currencies as may be necessary inclusive of any premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations) and on such terms and conditions at the Board's absolute discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/ or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/ or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be allotted on conversion/redemption/extinguishment of debt(s), rights attached to the warrants, period of conversion, fixing of record date or book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable law.

RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations):

i. the allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board, shall be completed within 12 months from the date of the resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations;

ii. the Equity Shares issued shall rank pari passu in all respects including entitlement to dividend with the existing Equity Shares of the Company in all respects as may be provided under the terms of issue and in accordance with the placement document(s);

iii. in the event Equity Shares are issued, the relevant date for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or Committee of Directors duly authorized by the Board decides to open the proposed issue of Equity Shares, subsequent to the receipt of members' approval in terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares; in the event that Eligible Securities issued are eligible convertible securities, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting in which the Board or Committee of Directors duly authorized by the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as may be determined by the Board;

iv. any issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the "QIP Floor Price"). The Board may, however, at its absolute discretion, issue Equity Shares at a discount of not more than 5% or such other discount as may be permitted under applicable regulations to the QIP Floor Price;

v. the allotment to each Qualified Institutional Buyer (QIB) in the proposed QIP issue will not exceed 5% of the post issue paid-up capital of the Company or such other limit as may be permitted under applicable law;

vi. the Eligible Securities shall not be sold for a period of 1 year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the SEBI ICDR Regulations; and

vii. the total amount raised in such manner through the QIP, together with other QIP(s) made in the same financial year, if any, should not, exceed five times the net worth of the Company as per the audited Balance Sheet of the previous financial year.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose - off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution, the Equity Shares that may be issued by the Company (including issuance of the Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT, for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of

Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing, agent, paying and conversion agent, trustee, escrow agent and executing other agreements, ncluding any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreements including but not limited to prospectus and/or letter of offer and/or circular or placement document, registration statement and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT subject to the applicable laws, the Board be and is hereby authorized to constitute or form a Committee or delegate all or any of its powers to any Director(s)/Committee of Directors/officers to give effect to the aforesaid resolution and to take all such steps and do such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matters and to take such actions and give such directions as they may consider as necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable to settle any question or difficulty that may arise in regard to issue, allotment of the Securities, including but not limited to:

a) approving the draft placement document, preliminary placement document and the placement document and filing the same with any authority or persons as may be required;

b) deciding to open the issue, and approving the issue price;

c) arranging the delivery and execution of all contracts, agreements and all other documents, deeds, and instruments as may be required or desirable in connection with the issue of Securities by the Company;

d) opening a separate special account with a scheduled bank to receive monies in respect of the issue of Securities and opening such other bank accounts and demat accounts as may be required for the transaction;

e) making applications for listing of the Securities on one or more Stock Exchange(s) and executing, arranging and delivering relevant documents to the concerned Stock Exchange(s);

f) affixing the Common Seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above as per the procedure prescribed in the articles of association of the Company;

g) taking note of the review reports of the auditors as may be required in connection with the issue of the Securities;

h) approving the financial statements/figures of the Company (standalone and/or consolidated) as of a particular date as may be required in connection with the issue of the Securities including approving and adopting the unaudited interim condensed financial statements of the Company and intimation to the stock exchanges in this regard;

i) doing all such acts, deeds, matters and things and executing all such other documents and paying all such fees, as it may in its absolute discretion, deem necessary or desirable for the purpose of the transactions;

j) settling all questions, difficulties or doubts that may arise in regard to the issue of the Securities as it may, in its absolute discretion, deem fit;

k) making all such necessary applications with the appropriate authorities and making the necessary regulatory filings in this regard; and

l) authorizing or delegating all or any of the powers herein above conferred to any or more persons, if need be.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution."

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

Issuance of Equity Shares including Convertible Bonds / Debentures / Warrants /Depository Receipts on Preferential basis:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, ("SEBI Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreements entered into by the Company with the stock exchanges where equity shares of the Company of face value of ₹ 2/- each are listed, enabling provisions of the Memorandum and Articles of Association of the Company, the Depository Receipts Scheme, 2014, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, and any statutory modifications, re-enactments or amendments from time to time to the above mentioned regulations, rules and schemes and clarifications issued thereon from time to time and subject to other applicable laws, rules, regulations, guidelines, notifications and circulars issued by various competent authorities / bodies, whether in India or abroad and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India ("SEBI"), Government of India ("GOI"), Reserve Bank of India ("RBI"), Foreign Investment Promotion Board ("FIPB"), Department of Industrial Policy & Promotion ("DIPP") and all other appropriate and / or competent authorities or bodies whether in India or abroad to the extent applicable and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred as "Board" which term shall include any Committee thereof which the Board may have constituted to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to offer, create, issue and allot in one or more tranches, to investors whether Indian or Foreign, including Foreign Institutions, Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds, trusts, stabilizing agents or otherwise or any combination thereof, whether or not such investors are shareholders, promoters, directors or associates of the Company, through issue of Equity Shares and / or Global Depository Receipts ("GDRs") and / or American Depository Receipts ("ADRs") and / or Foreign Currency Convertible Bonds ("FCCB") and/or Fully Convertible Debentures and/or Partly Convertible Debentures and/ or Optionally Convertible Debentures and/ or Non convertible Debentures with Warrants and/ or Debentures and/ or other securities convertible into equity shares at the option of the Company and/ or holder(s) of such securities or with or without detachable warrants with a right exercisable by the warrant holders to subscribe to the equity shares or otherwise ("Securities") representing either Equity Shares or a combination of any other Securities through one or more public or private offering in domestic and / or one or more international market(s), with or without green shoe option, as the Board may deem appropriate, in terms of SEBI Regulations or by one or more combination of the above or otherwise and at such time or times in one or more tranches, whether rupee denominated or denominated in foreign currency, at such price or prices, at market price or at a discount or premium to market price in terms of applicable regulations, to any eligible

investors, including residents and/or non-residents and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agents or otherwise, whether or not such investors are members of the company, as may be deemed appropriate by the Board and as permitted under applicable laws and regulations ("Investors"), for an amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores) in Indian Rupees or an equivalent amount in any foreign currency, as the Board may determine, where necessary in consultation with the Lead Managers, Merchant Bankers, Underwriters, Guarantors, Financial and / or Legal Advisors, Depositories, Registrars and other agencies and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed, so as to enable to list on any stock exchanges in India and / or on any of the overseas stock exchanges, wherever required and as may be permissible."

"RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the international market and may be governed by the applicable laws."

"RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Depository Receipts Scheme, 2014, the Foreign Exchange Management (Transfer or Issue of Securities by a person resident outside India) Regulations, 2000 and such other notifications, clarifications, guidelines, rules and regulations issued by relevant authorities (including any statutory modifications, amendments or re-enactments thereof)."

"RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, subject to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipts Mechanism) Scheme, 1993, including any statutory modifications, re-enactments or amendments thereto from time to time and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of determining the floor price for conversion of the FCCBs into equity shares shall be the date of the meeting in which the Board or duly authorized committee of directors decides to open such issue after the date of this Resolution or such other date as may be prescribed under applicable law."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into any arrangement with any agencies or bodies for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and / or international practice and regulations and under the norms and practices prevalent in the domestic / international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalization and approval of the offer documents(s), private placement offer letter, determining the form, proportion and manner of the issue, including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted, issue price, premium amount on issue / conversion / exercise / redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit."

"RESOLVED FURTHER THAT the Securities to be created, issued, allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT the Equity Shares so issued shall in all respects rank pari passu with the existing Equity Shares of the Company and shall be listed with the stock exchanges where the Company's existing equity shares are listed."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts / agreements, memorandum, documents, etc. as may be required."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized in consultation with the merchant banker(s), advisors and / or other intermediaries as may be appointed in relation to the issue of Securities, is authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company."

Registered Office: 801 & 802, C- Wing, Neelkanth Business Park, Kirol Road,
Vidhyavihar (W), Mumbai – 400 086; Tel: 022 40457000; Fax: 022 25701110.
CIN: L29193MH1995PLC092323
Email:cs@nitinfire.com
Website:www.nitinfire.com;
Date : November 3, 2017

By Order of the Board
For Nitin Fire Protection Industries Limited
Sd/-
(Kailat Vaidyanathan)
Director
DIN: 00077323

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of above resolutions at Item Nos. 1 to 5, stating all material facts and the reasons for the proposal is annexed hereto and forms part of this Notice.

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 October 27, 2017. 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 postage prepaid self addressed Business Reply Envelope. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agents/Depositories.

3. Members whose names appear on the Register of Members / List of Beneficial Owners as on cut-off date October 27, 2017 will be considered for the purpose of voting / e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

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 remote 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 Sections 108, 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering remote 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 Central Depository Services (India) Limited (CDSL) for facilitating e-voting and to enable the Members to cast their vote electronically. 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 December 9, 2017 (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 December 9, 2017 (6.00 PM IST), it will be considered that no reply from the Member has been received.

10. 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 to conduct the postal ballot and remote e-voting process in a fair and transparent manner.

11. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final. Upon completion of the scrutiny of Ballot Forms and voting through electronic means, the Scrutinizer will submit his report to the Chairman or any other Director of the Company authorized in this behalf who shall countersign the same.

12. The Chairman or any other Director authorized in this behalf shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the results of the voting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e., www.nitinfire.com and on the website of CDSL i.e., www.evotingindia.com, immediately after the results are declared by the Chairman or any other Director so authorized. Simultaneously, the same will also be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The result of the voting by postal ballot will be announced on or before December 11, 2017 at the Registered Office of the Company at 801 & 802, C- Wing, Neelkanth Business Park, Kirol Road, Vidhyavihar (W), Mumbai – 400 086, India.

13. The last date of receipt of the Business Reply Envelope with postal ballot form, i.e. Saturday, December 9, 2017, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

14. 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 Saturday, December 9, 2017.

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 members for voting electronically are as under:-

(i) The voting period begins on Friday, November 10, 2017 (9.00 AM IST) and ends on Saturday, December 9, 2017 (6.00 PM IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, October 27, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) 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

	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) • 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/ mail) 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. E.g. If your name is Ramesh Kumar with serial 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. • 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 (iv).

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

(ix) Members holding shares in physical form will then reach directly 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: Nitin Fire Protection Industries Limited 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 changed 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) 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.

(xx) 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.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

(B) The voting period begins on Friday, November 10, 2017 (9.00 AM IST) and ends on Saturday, December 9, 2017 (6.00 PM IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date October 27, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.

Annexure to the Notice

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item no. 1 - Alteration of the Capital Clause of the Memorandum of Association (MoA) for increase in Authorized Share Capital of the Company:

The present Authorized Share Capital of the Company is ₹ 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 37,50,00,000 (Thirty Seven Crores Fifty Lakhs Only) equity shares of ₹ 2/- each. In view of expansion of business of the Company, it was thought appropriate to enhance Authorized Share Capital from ₹ 75,00,00,000/- (Rupees Seventy Five Crores only) to ₹ 175,00,00,000/- (Rupees One Hundred Seventy Five Crores only) divided into 87,50,00,000 (Eighty Seven Crores Fifty Lakhs Only) Equity shares of a face value of ₹ 2/- (Rupees Two Only) each by the addition of 50,00,00,000 (Fifty Crores Only) Equity Shares of a face value of ₹ 2/- each aggregating to ₹ 100,00,00,000/- (Rupees One Hundred Crores only).

The Board of Directors of the Company at its meeting held on November 3, 2017 recommended to increase the Authorized Share Capital of the Company as mentioned above to take care of the expansion plans of the Company. Consequent to the increase in Authorized Capital of the company, it is necessary to alter the present Clause V of the Memorandum of Association by substituting the same with the amended new Clause V as given in the respective Special Resolution.

Accordingly, the Board of Directors recommends passing of the Special Resolution set out in Item No.1 of the notice. None of the Directors, key managerial personnel of the Company and their relatives is concerned or interested in this Resolution.

Item no. 2 - Sell / dispose / divest / transfer of shares in the Company's Subsidiary, Nitin Ventures FZE, U.A.E.:

The shareholders of the Company had passed this proposal earlier by way of special resolution through Postal Ballot on March 8, 2016. 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, U.A.E. 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.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.

Item no. 3 - Sell / dispose / divest / transfer of 40% shares in the Company's Associate viz. Worthington Nitin Cylinders Private Limited:

The shareholders of the Company had passed this proposal earlier by way of special resolution through Postal Ballot on March 8, 2016. 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 entire 40% 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 ₹ 4.00 Crores (Rupees Four Crores only) for entire 40% shares held in 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.3 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. 4 - Issue of Securities to Qualified Institutional Buyers:

The Company requires long term funds for various purposes, viz., to meet long term working capital requirements, capital expenditure, repayment of debts of the lenders and other general corporate purposes as per its growth and business related plans from time to time. For this purpose, the Company has been exploring various avenues for raising funds by way of issue of Equity Shares/convertible securities/non-convertible debentures along with detachable warrants or any other eligible securities and/or any combination thereof ("Securities") in the form of issue to Qualified Institutional Buyers ("QIBs") for an amount aggregating upto ₹ 500 Crores (Rupees Five Hundred Crores Only) for cash in one or more tranches, through a QIP, under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"). The issue of Securities may be consummated in one or more tranches at such time or times at such price, at a discount or premium to market price or prices in such manner and on such terms and conditions as the Board may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, to, as applicable, the SEBI ICDR Regulations, and other applicable guidelines, notifications, rules and regulations, each as amended.

The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

Basis or Justification of Price: As per the provisions of Regulation 85 of Chapter VIII of the SEBI ICDR Regulations, issue of Securities shall be made at a price not less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. The Board may offer a discount of not more than five percent on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, in accordance with applicable law.

The 'Relevant Date' for Pricing as stipulated under Regulation 85 will be the date of meeting in which the Board or any Committee of Directors duly authorized by the Board of the Company decides to open the proposed issue.

The Board of Directors at its meeting held on November 3, 2017 has accorded its approval for raising of funds by the Company through issue of Securities, subject to shareholders' approval and such other approvals as may be required under the applicable laws.

The Equity Shares allotted would be listed on one or more Stock Exchanges in India. The offer/ issue / allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

Pursuant to Sections 23, 42, 62(1)(c), 71 and other applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the SEBI ICDR Regulations and the SEBI Listing Regulations, approval of shareholders is required to be obtained by Special Resolution for making any further issue of Equity Shares or Securities to any person(s) other than existing shareholders of the Company.

Accordingly, the Board of Directors recommends passing of the Special Resolution set out in Item No.4 of the notice. None of the Directors, key managerial personnel of the Company and their relatives is concerned or interested in this Resolution.

Item no. 5 - Issuance of Equity Shares including Convertible Bonds / Debentures / Warrants / Depository Receipts on Preferential basis:

The Company has been pursuing, both organic process and inorganic opportunities, for its growth. This would require sufficient resources including funds to be available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have the requisite enabling approvals in place for meeting the fund requirements of its organic and inorganic growth, capital expenditure, working capital, refinancing the existing borrowings, repayment of debts and also such other corporate purposes as may be permitted under the applicable laws and as may be specified in the appropriate approvals. This would also help the Company to take quick and effective action to capitalize on the opportunities, primarily those relating to inorganic growth, as and when available.

The requirement of funds is proposed to be met from both equity and debt from issuance of appropriate securities as defined in the resolutions and from both domestic and international markets. Prudence would require the funding to be structured with an appropriate mix of equity and debt to meet with the objective of optimization of the cost as well as conservative financial management.

Pursuant to section 62(1)(c) of the Companies Act, 2013 and rules made there under, as amended in case the Company proposes to issue equity shares to any persons other than existing shareholders, whether or not such persons are shareholders, approval of shareholders through a special resolution is required.

The Board of Directors, accordingly, at their meeting held on November 3, 2017 has recommended to the shareholders to give their consent through special resolution to the Board of Directors or any Committee of the Board to raise funds through issuance of Equity Shares and / or Global Depository Receipts ("GDRs") and / or American Depository Receipts ("ADRs") and / or Foreign Currency Convertible Bonds ("FCCBs") and/or Convertible Bonds / Debentures or any equity linked instrument/s ("Securities") as may be appropriate to persons who may or may not be the existing shareholders through private placement and / or any other permitted modes at a price to be determined as per the SEBI (Issue of Capital & Disclosure Requirement) Regulations, as amended (the "SEBI Regulations") or as per other applicable rules and regulations, up to an amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores) in Indian Rupees and / or an equivalent amount in any foreign currency under section 62 read with section 179 of the Companies Act, 2013, as amended or other applicable laws. While no specific instrument or instruments of Securities has been identified at this stage, the Board may opt for an appropriate instrument in the best interest of the Company. Such issue shall be subject to the provisions of the Companies Act, 2013, as amended and rules made there under from time to time, Articles of Association of the Company, SEBI Regulations and other applicable laws.

Pursuant to Sections 42 and 62 of the Companies Act, 2013, as amended read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Act"), as amended a company offering or making an invitation to subscribe aforesaid Securities is required to obtain prior approval of the shareholders by way of the special resolution. If approved by shareholders, provisions as applicable to the proposed issue shall be applicable. Equity Shares, proposed to be issued, shall in all respects rank pari passu with the existing equity shares of the Company.

In view of the above, it is proposed to seek approval from the Shareholders of the Company through postal ballot to offer, create, issue and allot above Securities, in one or more tranches, to investors by way of private placement or otherwise and to authorize the Board of Directors (including any Committee thereof authorized for the purpose) to do all such acts, deeds and things on the matter. The Board may offer a discount as may be permitted under said SEBI Regulations.

The resolutions contained in item no. 5 of the accompanying Notice, accordingly, seek shareholders' approval through special resolution for raising funds as above through issue of Securities in one or more tranches and authorizing the Board of Directors (including any Committee thereof authorized for the purpose) of the Company to complete all the formalities in connection with the issue of Securities.

Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the Resolution to the extent of their shareholding in the Company.

The Board commends these resolutions as set out in the Notice for your approval as Special Resolutions by way of Postal Ballot.

Registered Office: 801 & 802, C- Wing, Neelkanth Business Park, Kirol Road,
Vidhyavihar (W), Mumbai – 400 086; Tel: 022 40457000; Fax: 022 25701110.
CIN: L29193MH1995PLC092323
Email:cs@nitinfire.com
Website:www.nitinfire.com;
Date : November 3, 2017

By Order of the Board
For Nitin Fire Protection Industries Limited
Sd/-
(Kailat Vaidyanathan)
Director
DIN: 00077323