

NAGPUR POWER AND INDUSTRIES LIMITED

CIN L40100MH1996PLC104361

| Regd. Office: 'Nirmal', 20th Floor, Nariman Point, Mumbai-400021|

| Tel# +91 22 2202 3055/66 | Fax# +91 22 2204 3162 |

| Email: npil_investor@khandelwalindia.com | Website: www.nagpurpowerind.com |

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act 2013, read with rule no. 22 of the Company (Management & Administration) Rules, 2014 that the resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot.

Member's consent is requested for the proposals contained in the Resolutions appended below. The Explanatory statement pertaining to the said Resolutions setting out the material facts and the reasons thereof are annexed hereto along with the Postal Ballot form (the "form") for your consideration. The Company has appointed **Mrs. Amisha Jain**, Practicing Company Secretary as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with the applicable rules for Postal Ballot and Clause 35B of the Equity Listing Agreement entered into by the Company with the Stock Exchanges on which it's Equity Shares are listed, the Company is pleased to provide electronic voting ("e-voting") as an alternative to its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Forms by post. The Company has engaged the services of Central Depository Services India Limited ("CDSL") to provide e-voting facilities to Members of the Company. It may be noted that e-voting is optional. If Member has voted through e-voting facilities, he is not required to send the Postal Ballot Form. **If a Member votes through e-voting facility as well as sends his vote through the Postal Ballot Form, the vote cast through e-voting shall only be considered and voting through Postal Ballot Form shall not be considered by the Scrutinizer.**

The e-voting facility is available at the link www.evotingindia.com till 6.00 pm till September 27, 2014. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and manner in which e-voting has to be carried out.

Member opting to vote through the Postal Ballot Forms are requested to carefully read the instruction printed in the Postal Ballot form and return the form duly completed in the attached self addressed, postage prepaid envelop, so as to reach the scrutinizer on or before the Closing of working hours on the September 27, 2014. The Ballot form received after the said date will be treated as not to have been received. The scrutinizer will submit her report to the Chairman after completion of the scrutiny and the results of the-voting by Postal Ballot will be declared on or before September 30, 2014 at the Company's Registered Office at Mumbai.

The date of declaration of result of Postal Ballot shall be deemed to be the date of passing of the said Resolution.

Special Business

Item no. 1

INCREASE IN THE LIMIT TO MAKE LOANS OR INVESTMENTS, GIVE GUARANTEE OR PROVIDE SECURITY OR ACQUIRE SECURITIES.

To consider and if thought fit, to give assent/dissent to the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in addition to the amounts already invested/loans made or guarantees/ security provided by the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee constituted by the Board or any

person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of company's paid-up share capital, its free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed Rs. 75 Crores (Rupees Seventy Five Crores Only) at any point of time over and above the paid-up share capital of the Company, free reserves and securities premium account."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts and deeds as may be required to give effect to the above resolution from time to time."

Item no. 2

AUTHORIZATION FOR RELATED PARTY TRANSACTIONS

To consider and if thought fit, to give assent/dissent to the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies(Meeting of its Board and Its Powers)Rules, 2014 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing off, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the company or its subsidiary or associate Company or any other transaction of whatever nature with related parties."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution."

By Order of the Board of Directors
Nidhi Salampur
Company Secretary & Compliance Officer

Place: Mumbai

Date: August 12, 2014

Registered Office:

"Nirmal" 20 Floor, Nariman Point, Mumbai 400021

| CIN: L40100MH1996PLC104361 | Website: www.nagpurpowerind.com|

NOTES:

1. Explanatory Statement and reason for the proposed special business pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 is annexed hereto.
2. The Members who have registered their e mail Ids for receipt of the documents in electronic mode under the “green initiative” undertaken by MCA; have been sent a link for postal Ballot Notice and Postal Ballot Form for the purpose of e-voting on their registered e mail IDs. Such Shareholders who wish to vote through Postal Ballot Forms can download the ballot form from the link. Members have an option to cast their vote either through e-voting or through ballot form. Members, who wish to cast their votes physically through postal ballot form, may do so by filling up the details required herein. The postal ballot form for casting vote physically can also be obtained from Company’s Registrar and Transfer Agent, Sharepro Services (India) Private Limited, 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka, Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai- 400072 or from the Company. The postal ballot form duly completed should be sent to the scrutinizer in the attached self addressed postage prepaid envelop, so as to reach the scrutinizer on or before the close of working hours (6.00 PM) **on September 27, 2014** to be eligible for being considered, failing which, it shall be strictly treated as if no reply has been received from the member. However, envelope containing postal ballot, if sent by courier at the expenses of the Registered Shareholders will also be accepted. The same shall be sent to the Scrutinizer at “**SHAREPRO SERVICES (INDIA) PVT. LTD., The Scrutinizer, Mrs. Amisha Jain** (PCS) for Nagpur Power and Industries Ltd., 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai - 400 021.”
3. The Company has appointed **Mrs. Amisha Jain, Practicing Company Secretary** (ACS No. 28773 & CP No. 10553) as Scrutinizer for the purpose of Postal Ballot exercise.
4. The Scrutinizer will submit her report to the Chairman after completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballot shall be announced by the Chairman or any other Director on or before **September 30, 2014** at the registered office of the Company. The results of the Postal Ballot will be intimated to the Stock Exchange and will also be published in the newspapers.
5. All documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company between 11.00 am to 1.00 p.m. on any working day.
6. The Notice is being sent to all the members of the Company, whose names appear in the Register of Members as on **August 15, 2014**.
7. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1

INCREASE IN THE LIMIT TO MAKE LOANS OR INVESTMENTS, GIVE GUARANTEE OR PROVIDE SECURITY OR ACQUIRE SECURITIES.

As per the provisions of Section 186 of the Companies Act, 2013, No company shall directly or indirectly (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

As per the provisions of Rule 22(16)(j) of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of the limit as specified under Section 186(2) of the Act can be passed only through Postal Ballot process.

The Company has invested the surplus funds to attain greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board

of Directors or any duly constituted Committee thereof or any person(s) duly authorized by the Board, for making further investment, providing loans or give guarantee or provide security in connection with loans to any persons or any other body corporate for an amount not exceeding Rs. 75 crores.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

These investments are proposed to be made out of own/surplus funds/internal accruals to achieve long term strategic and business objectives.

The Board recommends the resolution as set out at item no. 1 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 1 of the Notice.

None of the Promoters, Directors and their relatives are interested in the resolution except to the extent of their shareholdings in the company.

Item no. 2

AUTHORIZATION FOR RELATED PARTY TRANSACTIONS

Pursuant to Section 188 of the Companies Act, 2013, the Company can enter into transaction mentioned under aforesaid resolution, which are not in the ordinary course of business and/or are not on arm length basis, only with the approval of the shareholders accorded by way of a special resolution. Though, your Company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis still there may be some such transactions which are done in the interest of the company and for which your approval is required under the provisions of the Companies Act, 2013.

The Board recommends the resolution as set out at item no. 2 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 2 of the Notice.

None of the Promoters, Directors and their relatives are interested in the resolution except to the extent of their shareholdings in the company.

By Order of the Board of Directors
Nidhi Salampuria
Company Secretary & Compliance Officer

Place: Mumbai

Date: August 12, 2014

Registered Office:

"Nirmal" 20 Floor, Nariman Point, Mumbai 400021

| CIN: L40100MH1996PLC104361 | Website: www.nagpurpowerind.com|

INSTRUCTIONS:**A) Process and Manner for members opting for Physical Ballot**

1. A member desiring to exercise vote by Postal Ballot Form shall send it to the Company in the attached self addressed envelope. Postage will be borne and paid by the Company. However, envelope containing postal ballot, if sent by courier at the expenses of the Registered Shareholder will also be accepted.
2. The self addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholders. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholders and in his absence, by next named shareholder.
4. Incomplete, unsigned or incorrect ticked Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Company not later than the Close of working Hours on September 27, 2014. Postal Ballot Forms received after this date will be treated as if the reply from the members has not been received. Results of the Postal Ballot will be declared by the Chairman on or before September 30, 2014.
6. The postal Ballot shall not be exercised by a proxy.
7. In case of shares held by the Companies, trust, societies etc. duly completed Postal Ballot should be accompanied by a certified true copy of Board Resolution/Authority together with specimen signature(s) of the duly authorized signatory/ies.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelop will be sent to the Scrutinizer and any extraneous papers found in such envelop would be destroyed by the Scrutinizer.

B) The instructions for members for voting electronically are as under

- i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii) Log on to the e-voting website www.evotingindia.com.
- iii) Click on "Shareholders" tab to cast your votes.
- iv) Now, select the Electronic Voting Sequence Number "EVSN" along with "Nagpur Power And Industries Limited" from the drop down menu and click on "SUBMIT".
- v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form and Physical Form
User ID	<ol style="list-style-type: none">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.
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 last 8 digits of the demat account/folio number in the PAN field.In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the #Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details#	<p>Enter the #Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.
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please enters any one of the details in order to login.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A Z), one lower case (a z), one numeric value (0 9) and a special character(@ # \$ %& *). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.
- viii) Click on the relevant EVSN on which you choose to vote.
- ix) 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.
- x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xi) 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.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- xiv) The-voting period begins on Friday, August 29, 2014 at 9.00 a.m. and shall end on Saturday, September 27, 2014 at 6.00 p.m both days inclusive. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- xv) 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.

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POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act, 2013 and Rule No. 22 of the Companies

(Management & Administration) Rules 2014

(1) Name & Registered Address of the :

Sole/first named Member

(2) Folio No. /DP Id & Client ID :

(3) Number of Shares held :

I/we hereby express my/our vote in respect of the following Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated August 12, 2014 by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description	No of shares held	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
1	INCREASE IN THE LIMIT TO MAKE LOANS OR INVESTMENTS, GIVE GUARANTEE OR PROVIDE SECURITY OR ACQUIRE SECURITIES.			
2	AUTHORIZATION FOR RELATED PARTY TRANSACTIONS			

Place:

Date:

Signature of the Shareholders/Beneficial Owner

Particular of E-voting

E-Voting Sequence No (EVSN)	User ID	Password
140826102	Refer to instructions on e-voting in the Notice	Refer to instructions on e-voting in the Notice

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

INSTRUCTIONS:

A) Process and Manner for members opting for Physical Ballot

1. A member desiring to exercise vote by Postal Ballot Form shall send it to the Scrutinizer in the attached self addressed envelope. Postage will be borne and paid by the Company. However, envelope containing postal ballot, if sent by courier at the expenses of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholders. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholders and in his absence, by next named shareholder.
4. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the Close of working Hours on September 27, 2014. Postal Ballot Forms received after this date will be treated as if the reply from the members has not been received. Results of the Postal Ballot will be declared by the Chairman on or before September 30, 2014.
6. The postal Ballot shall not be exercised by a proxy.
7. In case of shares held by the Companies, trust, societies etc. the duly completed Postal Ballot should be accompanied by a certified true copy of Board Resolution/Authority together with the specimen signature(s) of the duly authorized signatory/ies.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous papers found in such envelope would be destroyed by the Scrutinizer.
9. Process and Manner for Members opting e-voting - Refer to instructions appearing under the Notes of the Notice
10. In case you have any feedback, queries or issue regarding e-voting, please contact helpdesk.voting@cdslindia.com
11. Kindly note that members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting.
12. A copy of this notice has been placed on the website of the company and the website of CDSL.