NITIN FIRE PROTECTION INDUSTRIES LIMITED
CIN : L29193MH1995PLC092323
Regd. Office : 501, Delta, Technology Street, Hiranandani Gardens, Powai, Mumbai 400076
Tel: 022 40457000 Fax: 022 25701110 Website:www.nitinfire.com
email id :nitinfire@vsnl.com
नितिन फायर प्रोटेक्शन इंडस्ट्रीज लिमिटेड
५०१, डेल्टा, प्रौद्योगिकी स्ट्रीट, हीरानंदानी गार्डन ,पवई,
मुंबई ४०००७६

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Nitin Fire Protection Industries Limited will be held on Monday, the 3rd November, 2014 at 10.00 A.M. at Centre for Excellence in Telecom Technology and Management (**CETTM**), Conference Hall,Technology Street, Hiranandani Gardens, Powai , Mumbai 400 076, to transact the following business as SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**.

To issue Bonus Shares to the equity shareholders of the Company:

"RESOLVED THAT in accordance with applicable provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013, the Foreign Exchange Management Act, 1999, or any amendment or re-enactment thereof and the provisions of Article No. 39 of the Articles of Association of the Company and recommendation of the Board of Directors and subject to the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India (SEBI) in this behalf and subject to such approvals, consents, permissions and sanctions, as may be necessary from appropriate authorities, consent of the Members, be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall be deemed to include any Committee thereof) for capitalization of such sum standing to the credit of the General Reserve Account / Surplus in Profit and Loss Account/ Securities Premium Account of the Company, as may be considered necessary by the Board, for the purpose of issue of Bonus Shares of Rs.2/- (Rupees Two Only) each, credited as, fully paid-up Equity Shares to the holders of the Equity Shares of the Company, whose names shall appear in the Register of Members or in the respective beneficiary account with their respective Depository Participants, on the 'Record Date' to be determined by the Board for the purpose, in the proportion of 1 (One) Bonus Share of Rs. 2/- (Rupees Two Only) each for every 3 (Three) fully paid-up Equity Shares of Rs. 2/- (Rupees Two Only) each held by them (fraction of equity share will not be considered for allotment of Bonus share and the Company will not pay any consideration for fraction bonus share not alloted);

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank, *pari passu*, in all respects including dividend with the existing equity shares of the Company;

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares but in the case of Members who hold Equity Shares (or opt to receive the Bonus Shares) in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT issue and allotment of the said bonus shares to Non-Resident Indians (NRIs), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India (RBI) as may be necessary;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts/ deeds, matters and things and give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

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

To increase the Authorized Share Capital:

"RESOLVED THAT in accordance with the provision of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to increase the Authorized share capital of the Company from Rs. 60,35,00,000/- (Rupees Sixty Crores Thirty Five Lacs only) divided into 30,17,50,000 (Thirty Crores Seventeen Lacs Fifty Thousand) Equity shares of Rs. 2/- (Two Only) each to Rs. 65,00,00,000/- (Rupees Sixty Five Cores only) divided into 32,50,00,000 (Thirty Two Crores Fifty Lacs Only) Equity shares of Rs. 2/- (Rupees Two Only) each.

FURTHER RESOLVED THAT the existing 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 Rupees 65,00,00,000/- (Rupees Sixty Five Cores only) divided into 32,50,00,000 (Thirty Two Crores Fifty Lacs Only) Equity Shares of 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 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.*

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

Appointment of Ms. Padmaja Nair as a Woman Director as well as Independent Director:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, as amended from time to time, Ms. Padmaja Nair (DIN No. 06841868), be and is hereby appointed as a Woman Director and she has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby also appointed as a Non-Executive Independent Director of the Company for a period of 5 (five) years with effect from September 30, 2014 up to September 29, 2019."

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

To consider and appoint Mr. Nitin M. Shah as the Managing Director and fix his remuneration:

"RESOLVED THAT pursuant to the provisions of Section 196 and Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the consent of the members of the Company be and is hereby accorded for the appointment of Mr. **Nitin M. Shah** (DIN No. 00073232) as the Managing Director of the Company for a period of 3 (three) years w.e.f. September 30, 2014 to September 29, 2017, on remuneration and perquisites payable to him and other terms and conditions as set out below:

Salary and perquisites and Allowances together with Retirals:

1. Salary: Rs 3,50,000/- (Rupees Three Lakhs Fifty Thousand only) per month, payable on quarterly basis. However, total salary shall not exceed the limit prescribed u/s.197 and 198 of the Act.

2. House Rent allowances: Rs 35,000/- (Rupees Thirty Five Thousand only) per month, payable on quarterly basis, subject to the provisions of the Income tax Act, 1961.

3. Bonus: One month of Salary and H. R. A.

4. Commission: In addition to the salary allowances and perquisites in the years in which the Company has sufficient profit, the appointee shall be paid commission on the annual net profits of the Company as may be decided by the Nomination and Remuneration Committee and/or Board of Directors at the end of each financial year computed in the manner laid down under Section 198 of the Act and subject to the ceiling laid down under Sections 196 and 197 of the Act on the total remuneration.

5. Provident Fund: at the rate which it is payable to other employees of the Company, subject to the maximum permissible under the Income Tax Act, 1961.

In addition to the perquisites specified as above, the Managing Director shall also be eligible for the following perquisites which shall not be included in the computation of the ceiling on remuneration:

a) The Company's contribution to the Provident Fund, Superannuation Fund (or other benefit permissible in lieu thereof) or annuity fund as per the rules of the Company and the same will not be included in the computation of the ceiling on perquisites to the extend these either singly or put together are not taxable under the Income Tax Act, 1961.

b) Gratuity: At such rate which it is payable to other employees of the company or in the alternative the Managing Director may join Group gratuity- cum life assurance scheme and avail the benefit of such scheme. Gratuity to be payable at the rate of half month's salary for each completed years of service or such rate which have been prescribed at the time of retirement.

c) Leave: On full pay as per the rules of the company but not exceeding one month leave for every completed year of service and leave encashment as per the rules of the company.

d) Personal accident Insurance for India and Abroad.

e) Key Man Insurance policy.

f) Entrance as well as yearly membership fees of any two clubs or an association at Mumbai for the benefit of the Company.

g) Free use of car with driver for official and private purposes.

h) Provision of telephone (Mobile and land line), Fax, and Internet connection at residence of the Managing Director with provision of the computer at residence for the use of Company's business or private purpose.

i) Actual electricity charges of residence.

Provided all perquisites together with expenditure incurred on the Managing Director shall not exceed total amount of salary.

The Managing Director shall be paid and /or reimbursed all reasonable out of pocket / entertainment expenses incurred by him in the course of discharging duties as Managing Director by cash / cheque or through Credit Card.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites including monetary value thereof as specified above to the extent the Nomination and Remuneration Committee and/or the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provisions under the Companies Act, 2013 for the time being in force provided, however, that the remuneration payable to Mr. Nitin M. Shah shall be within the limits set out
in the said Act or any amendments thereto or any modifications or statutory re-enactment(s) thereof and/or any rules or regulations framed there under and the terms of the aforesaid appointment of Mr. Nitin M. Shah shall be suitably modified to give effect to such variations or increase as the case may be.

RESOLVED FURTHER THAT during the currency of the tenure of the Managing Director where in any financial year, the Company has no profits or its profits are inadequate, the Company do pay to the Managing Director, the minimum remuneration by way of salary and perquisites as specified above as per relevant applicable provisions of law including provisions as contained in Schedule V to the Companies Act, 2013.

RESOLVED FUTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary desirable or appropriate to give effect to this Resolution".

For and on behalf of the Board

Mumbai
September 30, 2014

sd/-
Abhishek Shrivastava
Company Secretary

Notes:

a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANIES/ SOCIETIES PARTNERSHIP FIRMS ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/ AUTHORITY AS APPLICABLE ISSUED ON BEHALF OF THE NOMINATING ORGANIZATION. MEMBERS ARE REQUESTED TO NOTE THAT A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN, SHUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

b. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item No. 1 to 4 above is annexed hereto.

c. Documents relating to any of the items mentioned in the Notice and the Explanatory Statement thereto are open for inspection at the Registered Office of the Company on working days during business hours.

d. Members / Proxies should bring the attendance slips filled in for attending the meeting.

e. **Process and manner for members opting for e-voting are as under**:
In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the Members the facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd. (CDSL).

The instructions for e-voting are as under:

(i) The voting period begins on October 28, 2014 from 8.00 a.m and ends on October 30, 2014 till 6.00 p.m. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 30, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID
a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character 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

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 **folio/client id** 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 1 then enter RA00000001 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • 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 in the Dividend Bank details field.

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

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Annexure to the Notice

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

ITEM NO. 1 – ISSUE OF BONUS SHARES

The present level of Reserves & Surplus of your Company is nearly 2.4 times of the Paid-up Equity Capital of the Company. Considering this position of Reserves and Surplus, your Directors have pleasure in proposing the issue of shares by way of bonus shares by increasing the Issued, Subscribed and Paid-up Share Capital of the Company in the proportion of 1 (one) Bonus Share of Rs. 2/- (Rupees Two) each for every 3 (Three) fully paid-up Equity Shares of Rs. 2/- (Rupees Two) each, held by the shareholders of the Company.

Such Fully Paid-up Bonus Shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members or in the respective beneficiary account with their respective Depository Participants, on the Record Date to be determined by the Board of Directors of your Company, (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares, in the proportion of 1 (one) new equity share for every 3 (three) existing equity share held by them respectively on the Record Date.

The Bonus Shares so allotted shall rank, *pari passu*, in all respects including dividend with the existing equity shares of the Company.

The Board of Directors commends a Special Resolution No. 1 for approval of the shareholders.

Directors of your Company are interested in this resolution to the extent of their respective shareholding / options in the Company.

ITEN NO. 2 – INCREASE IN AUTHORISED SHARE CAPITAL:

The present Authorized Share Capital of the Company is Rs. 60,35,00,000/- (Rupees Sixty Crores Thirty Five Lacs only) divided into 30,17,50,000 (Thirty Crores Seventeen Lacs Fifty Thousand) Equity shares of Rs. 2/- (Two Only) each. In view of expansion of business of the company and its subsidiaries, it was thought appropriate to enhance Authorised Share Capital from Rs. 60,35,00,000/- (Rupees Sixty Crores Thirty Five Lacs only) divided into 30,17,50,000 (Thirty Crores Seventeen Lacs Fifty Thousand) Equity shares of Rs. 2/- (Two Only) each to Rs. 65,00,00,000/- (Rupees Sixty Five Cores only) divided into 32,50,00,000 (Thirty Two Crores Fifty Lacs Only) equity shares Rs.2/- each.

The Board of Directors of the Company at its meeting held on 30th September, 2014 recommended to increase the Authorised Share Capital of the Company 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.

Copy of the Memorandum of Association of the Company will be available for inspection at the general meeting and is also available for inspection on all working days between 10.30 a.m. to 1.30 p.m. at the Registered Office of the Company.

The Directors of the Company recommend the passing of a Special Resolution No. 2 for the approval of the Members.

None of the Directors of the Company are in any way concerned or interested in the said resolution

ITEN NO. 3 - APPOINTMENT OF MS. PADMAJA NAIR AS A WOMAN AS WELL AS AN INDEPENDENT DIRECTOR

As per the Second Proviso to Section 149(1) of the Companies Act, 2013, which has come into force with effect from April 1, 2014, every listed company shall appoint at least one Woman Director and as per the provisions of Section 149(4) of the Act, the Company shall have at least one-third of the total number of directors as the Independent Director.

The Company has received a notice from a member of the Company proposing candidature of Ms. Padmaja Nair as a Woman Director as well as a Non-Executive Independent Director alognwith the deposit of Rs.1,00,000/- as required under section 160 of the Companies Act, 2013.

To comply with the above provisions of the Act, the Board of Directors of the Company at their meeting held on September 30, 2014 has appointed Ms. Padmaja Nair as a Non-Executive Additional Director of the Company since September 30, 2014 and also considered her appointment as a Woman Director as well as a Non-Executive Independent Director for the purpose of Clause 49 of the Listing Agreement.

Ms. Padmaja Nair holds a master degree in History. She has more than 36 years of experience in the area of banking industry. Ms. Padmaja Nair has been associated with State Bank of India through which she contributed in the areas of banking, finance, economy, CSR activities, Business Responsibility, investment Banking and risk management. She shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

Ms Padamaja Nair has been recommended by the Board of Directors of the Company for her appointment as a Woman Director as required under the Second Proviso to Section 149(1) of the Companies Act, 2013.

Further, Ms. Padmaja Nair has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Ms. Padmaja Nair fulfills the conditions specified in the Act and the Rules made there under for appointment as a Non-Executive Independent Director and she is independent of the management.

The matter regarding the appointment of Ms. Padmaja Nair as a Woman Director as well as a Non-Executive Independent Director was placed before the Nomination & Remuneration Committee which recommends his appointment as a Woman Director as well as a Non-Executive Independent Director for a period of five years from the date of her appointment w.e.f. September 30, 2014 to September 29, 2019.

In compliance with the provisions of Section 149 and 152 read with Schedule IV of the Act, the appointment of Ms. Padmaja Nair as a Woman Director as well as a Non-Executive Independent Director is now being placed before the Members in Extra Ordinary General Meeting of the Members for their approval.

The terms and conditions of appointment of Ms. Padmaja Nair pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

The Board recommends a Special Resolution No. 3 for the approval of the Shareholders of the Company.

Ms. Padmaja Nair is interested and concerned in the Resolution mentioned at Item No. 3 of the Notice. Other than Ms. Padmaja Nair, no other Directors, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

ITEN NO. 4 - TO CONSIDER THE APPOINTMENT AND FIX REMUNERATION OF MR. NITIN M. SHAH, MANAGING DIRECTOR

Mr. Nitin M. Shah is appointed as Managing Director of the Company on September 30, 2014, for a term of three years. With the expansion of the business of the Company and the additional responsibility shoulder on the Managing Director, the Nomination and Remuneration Committee and Board of Directors have decided the appointment and remuneration payable to Mr. Nitin M. Shah, as the Managing Director, subject to approval by the shareholders of the Company in the ensuing Extra Ordinary General Meeting of the shareholders of the Company. Mr. Nitin M. Shah, Managing Director looks after all business activities in India and Abroad. The remuneration is justified by the Board and recommends passing of a Special Resolution at item no. 4.

Remuneration proposed:
Details of remuneration proposed for Mr. Nitin M. Shah, Managing Director, for a period of three years with effect from September 30, 2014 to September 29, 2017, have been fully set out in the Special Resolution at item No. 4 of the accompanying notice.

The Board recommends passing of the resolutions as set out in item No. 4 of the accompanying notice.

Your Directors recommend the approval of a Special resolution No. 4 by the Members of the Company.

None of the Directors except Mr. Nitin M Shah, himself, Mr. Rahul N. Shah and Kunal N. Shah as relatives of Mr. Nitin M. Shah, are concerned or interested Directors in the above resolution mentioned at item no. 4 of the Notice.

For and on behalf of the Board

Mumbai
September 30, 2014

sd/-
Abhishek Shrivastava
Company Secretary

Nitin Fire Protection Industries Limited
Registered Office: 501, Delta, Technology Street, Hiranandani Gardens, Powai,
Mumbai 400076, Maharashtra, India
Phone: +91-22-40457000, Fax NO. +91 22 25701110, Website : www.nitinfire.com,
CIN No.: L29193MH1995PLC092323

Please complete the attendance slip and hand it over at the entrance of the Meeting hall.
Please also bring your copy of the enclosed Annual Report.

ATTENDANCE SLIP

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, the 3rd November, 2014 at 10.00 A.M. at Centre for Excellence in Telecom Technology and Management (**CETTM**), Conference Hall,Technology Street, Hiranandani Gardens, Powai, Mumbai 400 076, India.

Regd. Folio No.: / DPID NO:_____ No. of shares: _____

Name of the shareholder (in block capitals) _____

Signature of the shareholder or proxy _____

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]
EXTRA ORDINARY GENERAL MEETING ON MONDAY, THE NOVEMBER 3, 2014

Name of the member(s):	
Name(s) of the Joint holder, if any:	
Registered address:	
E-mail Id:	
Folio No / Client ID / DP ID:	

I/We being a member(s) of ……. Shares of the above named Company hereby appoint:

(1) Name
.....
Address .....
Email Id: ..... Signature ..... or failing him;

(2) Name
.....
Address .....
Email Id: ..... Signature ..... or failing him;

(3) Name
.....
Address .....
Email Id: ..... Signature ..... or failing him;
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Monday, the 3rd November, 2014 at 10.00 A.M. at Centre for Excellence in Telecom Technology and Management (**CETTM**), Conference Hall,Technology Street, Hiranandani Gardens, Powai, Mumbai 400 076, and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Note: This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Nitin Fire Protection Industries Limited
Registered Office : 501, Delta, Technology Street, Hiranandani Gardens, Powai,
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ASSENT/DISSENT FORM FOR VOTING ON EGM RESOLUTIONS
EXTRA ORDINARY GENERAL MEETING ON MONDAY, THE NOVEMBER 3, 2014

1	Name & Registered Address of Shareholder (IN BLOCK LETTER)	
2	Name(s) of Joint holders, if any	
3	Registered folio No./ DP ID No./Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
4	Number of share(s) held	
	I/We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Extra Ordinary General Meeting of the Company held on Monday, the 3rd November, 2014 at 10.00 A.M. at Centre for Excellence in Telecom Technology and Management (**CETTM**), Conference Hall,Technology Street, Hiranandani Gardens, Powai, Mumbai 400 076 by conveying my/our assent or dissent to the Resolutions by placing a tick (✓) mark at the appropriate box below.	

Item No.	**Description of the Resolution**	**No. of share(s)**	**I/We assent to the resolution (FOR)**	**I/We dissent to the resolution (AGAINST)**
1	To issue Bonus Shares to the equity shareholders of the Company			
2	To increase the Authorized Share Capital			
3	To consider the appointment of Ms. Padmaja Nair as a Woman Director as well as Independent Director			
4	To consider and appoint Mr. Nitin M. Shah as the Managing Director and fix his remuneration			

Place:

Date: (Signature of the shareholder)

Notes :
(i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
(ii) Last date for receipt of Assent/Dissent Form through post: October 30, 2014(6.00 pm)
(iii) Please read the instructions carefully before exercising your vote.

INSTRUCTIONS

General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent in physical form. If a shareholder has opted for Physical Assent / Dissent Form, then he/she should not vote by e-voting and vice versa.

2. However, in case Shareholders cast their vote through both physical assent/dissent form and e-voting, then vote casted through e-voting shall be considered and voting done by Physical Assent / Dissent Form shall be treated as invalid.

3. The notice of Extra Ordinary General Meeting is dispatched/e-mailed to the members whose names appear on the Register of Members as on September 30, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.

4. Voting through physical assent / dissent form cannot be exercised by a proxy.

Instructions for voting physically in Assent / Dissent Form

1. A Member desiring to exercise vote by Assent / Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Kishor V. Ved, Practising Company Secretary, Mumbai and send the same at their cost to reach the Scrutinizer of the Company at Mr. Kishor V. Ved, Practising Company Secretary, Bigshare Services Private Limited, (Unit - Nitin Fire Protection Industries Limited), E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai - 400 072 on or before the close of working hours i.e. 6.00 p.m. on October 30, 2014. All Forms received through post after this date will be strictly treated as if the reply from such Member has not been received.

2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.

3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Assent / Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.

4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.

5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.

6. There will be one Assent / Dissent Form for every folio / Client id irrespective of the number of joint holders.

7. A Member may request for a duplicate Assent / Dissent Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.1 above.

8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent / Dissent form except giving their assent or dissent and putting their signature. If any other paper is sent along with the form the same will be destroyed by the Scrutinizer.

9. The Scrutinizer's decision on the validity of the Assent / Dissent Form will be final and binding. Incomplete, unsigned or incorrectly ticked Assent / Dissent Forms will be rejected