NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting of the Members of Nitin Fire Protection Industries Limited will be held on Friday, September 30, 2016, at 2.15 p.m. at "Rangaswar", 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jagannathrao Bhosle Marg, Nariman Point, Mumbai - 400 021, to transact the following business as:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet and the Audited Statement of Profit & Loss (Standalone & Consolidated) for the year ended 31st March, 2016 and Cash Flow Statement of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Report of the Auditors thereon;

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

   Appointment of Mr. Nitin M. Shah (DIN – 00073232), Director, retires by rotation.

   "**RESOLVED THAT** pursuant to the provisions of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the respective rules made thereunder, as amended from time to time, Mr. Nitin M. Shah (DIN – 00073232) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

   Ratification of Appointment of Statutory Auditors.

   "**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of Haribhakti & Co. LLP, Chartered Accountants, Mumbai (Firm Registration Number 103523W/W-100048) and Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-fifth AGM of the Company to be held in the year 2020 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

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

   Entering into Related Party Transactions with Eurotech Cylinders Private Limited:

   "**RESOLVED THAT** pursuant to the provisions of section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amendment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for entering into contract for purchase and sale of goods and services and re-imbursement of expenses with Eurotech Cylinders Private Limited in which Mr. Rahul N. Shah and Mr. K. H. Vaidyanathan, Directors of the Company are also Directors and hence, Mr. Kailat H. Vaidyanathan, Mr. Nitin M. Shah, Mr. Rahul N. Shah and Mr. Kunal N. Shah are interested for the period commencing from April 1, 2017 to March 31, 2020 (both days inclusive), the details of which are as under:

Period	Estimated Value of Sale of Goods and Services (` in Crores)	Estimated Value of Purchase of goods and services (` in Crores)	Reimbursement of expenses (` in Crores)	Total Estimated Value (` in Crores)
01.04.2017 to 31.03.2018	40.00	50.00	1.50	91.50
01.04.2018 to 31.03.2019	50.00	60.00	2.00	112.00
01.04.2019 to 31.03.2020	60.00	70.00	2.50	132.50

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign and execute all the agreements, other papers and documents, as may be required and to do all such acts, deeds and things 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:**

   Entering into Related Party Transactions with New Age LLC, UAE, Step-down Subsidiary:

   "RESOLVED THAT pursuant to the provisions of section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amendment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for entering into contract for purchase and sale of goods and services and re-imbursement of expenses with New Age LLC, U.A.E., Step-down Subsidiary in which Mr. Nitin M. Shah, Mr. Rahul N. Shah and Mr. Kunal N. Shah, Directors of the Company are interested for the period commencing from April 1, 2017 to March 31, 2020 (both days inclusive), the details of which are as under:

Period	Estimated Value of Sale of Goods and Services (` in Crores)	Estimated Value of Purchase of goods and services and re-imbursement of Expenses (` in Crores)	Total Estimated Value (` in Crores)
01.04.2017 to 31.03.2018	20.00	20.00	40.00
01.04.2018 to 31.03.2019	25.00	25.00	50.00
01.04.2019 to 31.03.2020	30.00	30.00	60.00

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign and execute all the agreements, other papers and documents, as may be required and to do all such acts, deeds and things as may be necessary to give effect to this resolution.."

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

Entering into Related Party Transactions with Mr. Nitin M. Shah:

"**RESOLVED THAT** pursuant to the provisions of section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amendment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for leasing of properties from Mr. Nitin M. Shah, Director and hence, Mr. Nitin M. Shah, Mr. Rahul N. Shah and Mr. Kunal N. Shah, Directors of the Company are interested for the period commencing from April 1, 2017 to March 31, 2020 (both days inclusive), the details of which are as under:

Period	Total Estimated Value (` in Crores)
01.04.2017 to 31.03.2018	0.24
01.04.2018 to 31.03.2019	0.27
01.04.2019 to 31.03.2020	0.30

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign and execute all the agreements, other papers and documents, as may be required and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

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

Entering into Related Party Transactions with Mrs. Saroj Nitin Shah:

"**RESOLVED THAT** pursuant to the provisions of section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amendment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for leasing of properties from Mrs. Saroj Nitin Shah, relative of Directors and hence, Mr. Nitin M. Shah, Mr. Rahul N. Shah and Mr. Kunal N. Shah, Directors of the Company are interested for the period commencing from April 1, 2017 to March 31, 2020 (both days inclusive), the details of which are as under:

Period	Total Estimated Value (` in Crores)
01.04.2017 to 31.03.2018	0.24
01.04.2018 to 31.03.2019	0.27
01.04.2019 to 31.03.2020	0.30

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign and execute all the agreements, other papers and documents, as may be required and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

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

Entering into Related Party Transactions with Nitin Global Pte. Ltd., Foreign Subsidiary:

"**RESOLVED THAT** pursuant to the provisions of section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amendment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for entering into contract for purchase and sale of goods and services and re-imbursement of expenses with Nitin Global Pte. Ltd., Singapore, Foreign Subsidiary in which Mr. Nitin M. Shah, Mr. Rahul N. Shah and Mr. Kunal N. Shah, Directors of the Company are interested for the period commencing from April 1, 2017 to March 31, 2020 (both days inclusive), the details of which are as under:

Period	Estimated Value of Sale of Goods and Services (` in Crores)	Estimated Value of Purchase of goods and services and re-imbursement of Expenses (` in Crores)	Total Estimated Value (` in Crores)
01.04.2017 to 31.03.2018	20.00	20.00	40.00
01.04.2018 to 31.03.2019	20.00	20.00	40.00
01.04.2019 to 31.03.2020	20.00	20.00	40.00

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign and execute all the agreements, other papers and documents, as may be required and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

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

Entering into Related Party Transactions with Nitin Ventures FZE, U. A. E.:

"**RESOLVED THAT** pursuant to the provisions of section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amendment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for entering into contract for purchase and sale of goods and services and re-imbursement of expenses with Nitin Ventures FZE, U. A. E., in which Mr. Nitin M. Shah, Mr. Rahul N. Shah and Mr. Kunal N. Shah, Directors of the Company are interested for the period commencing from April 1, 2017 to March 31, 2020 (both days inclusive), the details of which are as under:

Period	Estimated Value of Sale of Goods and Services (` in Crores)	Estimated Value of Purchase of goods and services (` in Crores)	Reimbursement of expenses (` in Crores)	Total Estimated Value (` in Crores)
01.04.2017 to 31.03.2018	30.00	30.00	4.00	64.00
01.04.2018 to 31.03.2019	40.00	40.00	5.00	85.00
01.04.2019 to 31.03.2020	50.00	50.00	6.00	106.00

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign and execute all the agreements, other papers and documents, as may be required and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

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

Entering into Related Party Transactions with Worthington Nitin Cylinders Private Limited:

"**RESOLVED THAT** pursuant to the provisions of section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amendment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for entering into contract for purchase and sale of goods and services leasing of property and Reimbursement of Expenses with Worthington Nitin Cylinders Private Limited, in which Mr. Nitin M. Shah, Mr. Rahul N. Shah and Mr. Kunal N. Shah, Directors of the Company are interested for the period commencing from April 1, 2017 to March 31, 2020 (both days inclusive), the details of which are as under:

Period	Estimated Value of Sale of Goods and Services (` in Crores)	Estimated Value of Purchase of goods and services (` in Crores)	Leasing of property (` in Crores)	Reimbursement of expenses (` in Cores)	Total Estimated Value (` in Crores)
01.04.2017 to 31.03.2018	5.00	5.00	0.50	1.00	11.50
01.04.2018 to 31.03.2019	5.00	5.00	0.50	1.00	11.50
01.04.2019 to 31.03.2020	5.00	5.00	0.50	1.00	11.50

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign and execute all the agreements, other papers and documents, as may be required and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

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

Entering into Related Party Transactions with Firetec Systems Ltd, Step-down Foreign Subsidiary:

"**RESOLVED THAT** pursuant to the provisions of section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amendment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for entering into contract for purchase and sale of goods and services and re-imbursement of expenses with Firetec Systems Limited,

UK, Step-down Foreign Subsidiary in which Mr. Nitin M. Shah, Mr. Rahul N. Shah and Mr. Kunal N. Shah, Directors of the Company are interested for the period commencing from April 1, 2017 to March 31, 2020 (both days inclusive), the details of which are as under:

Period	Estimated Value of Sale of Goods and Services (` in Crores)	Estimated Value of Purchase of goods and services and re-imbursement of Expenses (` in Crores)	Total Estimated Value (` in Crores)
01.04.2017 to 31.03.2018	25.00	25.00	50.00
01.04.2018 to 31.03.2019	30.00	30.00	60.00
01.04.2019 to 31.03.2020	35.00	35.00	70.00

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign and execute all the agreements, other papers and documents, as may be required and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

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

Entering into Related Party Transactions with Nitin Fire Protection Middle East FZE:

"**RESOLVED THAT** pursuant to the provisions of section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amendment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for entering into contract for purchase and sale of goods and services and re-imbursement of expenses with "Nitin Fire Protection Middle East FZE", United Arab Emirates, Foreign Subsidiary in which Mr. Nitin M. Shah, Mr. Rahul N. Shah and Mr. Kunal N. Shah, Directors of the Company are interested for the period commencing from April 1, 2017 to March 31, 2020 (both days inclusive), the details of which are as under:

Period	Estimated Value of Sale of Goods and Services (` in Crores)	Estimated Value of Purchase of goods and services and re-imbursement of Expenses (` in Crores)	Total Estimated Value (` in Crores)
01.04.2017 to 31.03.2018	10.00	10.00	20.00
01.04.2018 to 31.03.2019	12.00	12.00	24.00
01.04.2019 to 31.03.2020	15.00	15.00	30.00

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign and execute all the agreements, other papers and documents, as may be required and to do all such acts, deeds and things as may be necessary to give effect to this resolution"

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

Issuance of Equity Shares

"**RESOLVED THAT** pursuant to Sections 42, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time, Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**"), Listing Agreements entered into by the Company with the stock exchanges where equity shares of the Company of face value ` 2/- (Rupees Two only) each are listed together read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), enabling provisions of the Memorandum and Articles of Association of the Company 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 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 ("**Board**" which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), approval of the Company be and is hereby accorded in its absolute discretion to offer, issue and allot in one or more tranches, to investors whether Indian or Foreign, including Foreign Institutions, Qualified Institutional Buyers ("**QIB**") as defined under regulation (2) (zd) of SEBI (ICDR) Regulations, through an issue of Equity Shares through a qualified institutional placement ("**QIP**") in terms of the SEBI (ICDR) Regulations or as per other applicable rules and regulations, through one or more placements of Equity Shares for an amount not exceeding ` 700 Crores (Rupees Seven Hundred Crores only) as the Board may determine, where necessary in consultation with the Lead Managers, Merchant Bankers, Underwriters, Guarantors, Financial and / or Legal Advisors, 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) appointed or to be appointed, so as to enable to list on any Stock Exchange in India as may be permissible.

RESOLVED FURTHER THAT the pricing for the issue of Equity Shares be determined in compliance with principles and provisions set out in the Regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations, as amended from time to time. The Board may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time.

RESOLVED FURTHER THAT the relevant date for the purpose of the pricing of the Equity Shares shall be the date of meeting in which the Board decides to open the proposed issue.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, the Board be and is hereby authorised 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, finalizing the form / placement documents / offer letter, timing of the issue(s), including the class of investors to whom the Equity Shares are to be allotted, number of Equity Shares to be allotted in each tranche, issue price, premium amount on issue, 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 Equity Shares 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 that are issued pursuant to the QIP, shall be listed with the stock exchanges, where the existing equity shares of the Company are listed and the same shall rank pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised 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 Equity Shares 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 in consultation with the merchant banker(s), advisors and/or other intermediaries as may be appointed in relation to the issue of Equity Shares, is authorised 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 Equity Shares 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 Equity Shares, including finalization of the number of Equity Shares to be issued in each tranche thereof, form, terms and timing of the issue of Equity Shares including for each tranche of such issue of Equity Shares, identification of the investors to whom Equity Shares 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 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 Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to further delegate all or any of the powers in aforesaid matters to the officials of the Company, in such manners as the Board may in its absolute discretion deem fit

For and on behalf of the Board
Nitin Fire Protection Industries Limited

Sd/-
Rahul N. Shah
Whole-time Director
DIN: 00073226

Mumbai, September 6, 2016

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/ENTITY. 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, SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

b. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

c. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

d. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item No. 4 to 13 above is annexed hereto.

e. Members, proxies and authorized representatives are requested to bring to the Meeting, their attendance slip duly completed and signed along with their copy of Annual Report.

f. In case of joint holders attending the Meeting only such joint holder which is higher in the order of names will be entitled to vote.

g. 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 all working days during business hours up to the date of the Meeting.

h. The Register of Members and Transfer book of the Company will remain close from Friday, September 23, 2016 to Friday, September 30, 2016 (both days inclusive).

i. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

j. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

k. Members are requested to intimate to the Company queries, if any, regarding the accounts/notices at least seven days before the Annual General Meeting to enable the management to keep the information ready at the meeting.

l. Members are requested to send all correspondence, including dividend related correspondence to the Registrar & Share Transfer Agent, i.e. Bigshare Services Private Limited, E-2, Ansa Industrial Estate, Sakivihar Road Saki Naka, Andheri (E), Mumbai- 400072, Maharashtra, India, Tel : +91 22 4043 0200, E-mail id: investor@bigshareonline.com and/or to the Company Secretary of the Company at cs@nitinfire.com. Members holding shares in electronic form are advised to notify any change in their address to the concerned depository participants.

m. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s).

n. Pursuant to Section 125 of the Companies Act, 2013, the Company is having unclaimed or unpaid dividends of `93,309/- for the year ended 31st March, 2009 and the same will be transferred to the Investors Education and Protection Fund in September, 2016.

Pursuant to Section 125 of the Companies Act, 2013 (Erstwhile Section 205C of the Companies Act, 1956), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (the Fund) set up by the Government of India. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2010 onwards, are requested to make their claims to the Registrar & Share Transfer Agent and/or Company Secretary of the Company accordingly, without any delay. The details of unclaimed dividend are posted on www.nitinfire.com, website of the Company.

Status of unclaimed and unpaid dividend (` in lakhs)

Year Ended	Date of declaration of Dividend	Amount of Dividend	Unclaimed and unpaid dividend as on 31st March, 2016	% of Unclaimed and Unpaid Dividend	Due Date for transfer to IEPF Account
March 31,2009	16.07.2009	378.09	0.9331	0.25	17.08.2016
March 31,2010	21.09.2010	441.11	0.8933	0.20	23.10.2017
March 31,2011	11.08.2011	630.16	0.5216	0.08	12.09.2018
March 31,2012	11.08.2012	882.21	0.7723	0.09	13.09.2019
March 31,2013	13.08.2013	441.11	0.2624	0.06	14.09.2020
March 31,2014	No Dividend declared				
March 31,2015	21.09.2015	585.54	1.2221	0.21	23.10.2022

During the year, the Company has transferred `52,516/- to Investor Education & Protection Fund on 23rd October, 2015 towards unclaimed dividend for the year ended 31st March, 2008.

o. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agent and/or Company Secretary of the Company.

p. As per the provisions of section 72 of the Companies Act, 2013, facility for making nomination in Form SH-13, is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Transfer Agent by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant. The same is also enclosed at the end of this report.

q. Members may also note that the Notice of the 21st AGM and the Annual Report 2015-16 will be available on the Company's website, www.nitinfire.com/investors. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members, who require communication in physical form in addition to e-communication, may write to us at: cs@nitinfire.com.

r. The Annual Report 2015-16, the Notice of the 21st AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all members whose email addresses are registered with the Company / Registrar and Transfer Agent / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

s. The relevant details of Director seeking re-appointment under Item No. 2 pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is furnished as under:

Details of Directors seeking appointment/ re-appointment at the forthcoming 21st Annual General Meeting

Name of Director	Nitin M. Shah
Date of Birth	10.06.1957
Date of Appointment	01.04.2006
Director Identification Number	00073232
Expertise in specific functional areas	The founder and driving force behind the Company. After completing his Diploma in Mechanical Engineering, in 1975 he joined his family business namely, Zenith Fire Services, which was into manufacturing of fire extinguishers. Subsequently, he did his training in BRK Electronics, U.S.A., which is one of the largest manufacturers of smoke detectors. He set up Nitin Fire Protection Industries Limited in 1995 and has more than 4 decades of experience in fire fighting equipment business.
Qualifications	Diploma in Mechanical Engineering
No. of shares held in the Company	60226835 shares
List of companies in which Directorship held as on 31.03.2016	1) Alliance Pharma Chem Private Limited; 2) Worthington Nitin Cylinders Pvt. Ltd.; 3) Parin Constructions Company Pvt. Ltd.; 4) Nitin Trusteeship Company Pvt. Ltd.
Chairman/ Member of the Mandatory Committees of the Board of the companies on which he is a Director as on 31.03.2016	Member of Corporate Social Responsibility Committee of Nitin Fire Protection Industries Limited only.

t. **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 and amendment thereof, and regulation 44 of the SEBI Listing Regulations, 2015 the Company is pleased to provide to the Members the remote e-voting facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd. (CDSL).

Sr. No.	Particulars	Day, Date & Timing
1	Cut-off date for eligibility of e-voting	Saturday, September 24, 2016
2	Opening of E-voting period	Tuesday, September 27, 2016 at 9.00 a.m.
3	Closing of E-voting period	Thursday, September 29, 2016 at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter.
4	Declaration of Results of voting	Monday, October 3, 2016

A member may participate in the general meeting even after exercising his right to vote through remote e-voting, but, shall not be allowed to vote again in the meeting;

The Company will provide ballot form for voting by members present at the meeting.

The instructions for remote E-Voting are as under:

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

(ii) Click on Shareholders.

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) 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.

(vi) 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.

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

(viii) 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.

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

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

(xi) 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.

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

(xiii)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.

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

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) 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.

(xvii) 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 signature of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create 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.

(xviii) 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. 4 to 12:

Entering into transactions with Related Parties:

Pursuant to the provision of section 188 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, the consent of the Members are being sought to authorize the Board of Directors of the Company to enter into various contracts for purchase and sale of goods and services and reimbursement of expenses as detailed in Item No. 4 to 12 (both inclusive) with the parties / contractee companies viz. (1) Eurotech Cylinders Private Limited, (2) New Age LLC, UAE, (3) Mr. Nitin M. Shah, (4) Mrs. Saroj N. Shah, (5) Nitin Global Pte. Ltd. Singapore, (6) Nitin Ventures FZE, UAE, (7) Worthington Nitin Cylinders Private Limited, (8) Firetec Systems Limited, UK and (9) Nitin Fire Protection Middle East FZE" for a period of 3 (three) years commencing from April 1, 2017 to March 31, 2020 (both days inclusive) for the total estimated value as mentioned in resolutions for Item No. 4 to 12 above.

The Members of the Company are hereby informed for ratification that the Company has passed a Special Resolution No. 23 on 30th September, 2014 approving the entering into contracts in the name of "Nitin Venture LLC", whereas the actual name of the contractee Company is "Nitin Venture FZE".

Further, the Board of Directors of the Company at their Board Meeting held on August 8, 2016, has recommended to the Members to pass special resolutions under section 188 of the Companies Act 2013, as mentioned in resolutions for Item No. 4 to 12 of the Notice.

None of the Directors/key managerial personnel / their relatives is directly/indirectly interested, financially or otherwise except to the extent of their respective shareholding, in the Company held by Mr. Kunal N. Shah, Mr. Nitin M. Shah, Mr. Rahul N. Shah and Mr. K. H. Vaidyanathan, as set out in Item No. 4 to 12 of the Notice.

The Board recommends the special resolutions set out in Item No. 4 to 12 for approval by shareholders.

Item No. 13:

The Company has been pursuing, both organic and inorganic opportunities, for its growth. This would require sufficient resources including funds to be available and to be allocated, from time to time. It is therefore, prudent for the Company to have requisite enabling approvals in place for meeting the fund requirements of it's (a) inorganic growth, to capitalize on the opportunities, as and when available for acquisitions of businesses (b) investment in subsidiaries including overseas subsidiaries and step-down subsidiaries (c) repayment of Debt and Interest thereon of the Company or its subsidiaries including overseas subsidiaries and step-down subsidiaries, through investment in subsidiaries or otherwise (d) working capital and 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.

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, whether or not such persons are shareholders, approval of shareholders through a special resolution will be required.

The Board of Directors, accordingly, at their meeting held on Tuesday, September 6, 2016 has recommended the shareholders to give their consent through special resolution to the Board of Directors or any Committee of the Board to raise funds through issue of equity shares through qualified institutional placement ("**QIP**") at a price to be determined as per the requirements of SEBI (Issue of Capital & Disclosure Requirement) Regulations, 2009 ("**SEBI (ICDR) Regulations**") or as per other applicable rules and regulations, for an aggregate amount not exceeding ` 700 Crores (Rupees Seven Hundred Crores only) and/ or an equivalent amount in any foreign currency under section 62 read with section 179 of the Companies Act, 2013 or other applicable laws. Such issue shall be subject to the provisions of the Companies Act, 2013 and rules made there under, Articles of Association of the Company, SEBI (ICDR) Regulations and other applicable laws.

Pursuant to Section 42 and 62 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe aforesaid Securities through QIP, is required to obtain prior approval of the shareholders by way of the special resolution. If approved by shareholders, the issue of Equity Shares through QIP routes hall be completed within one year from the date of passing of special resolution. Equity shares issued by way of a QIP, shall in all respects rank pari passu with the existing equity shares of the Company.

The Company shall ensure that:

a) The relevant date for the purpose of pricing of the equity shares would, pursuant to Chapter VIII of the SEBI (ICDR) Regulations, be the date of the meeting in which the Board or duly authorised committee thereof decides to open the proposed issue of equity shares;

b) The pricing for this purpose shall be in accordance with regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time;

c) The issue and allotment of equity shares shall be made only to Qualified Institutional Buyers within the meaning of SEBI (ICDR) Regulations and such equity shares shall be fully paid up on its allotment;

d) The total amount raised in such manner and all previous QIPs made by the Company in a financial year would not exceed 5 times of the Company's net worth as per the audited balance sheet for the previous financial year;

e) The equity shares shall not be eligible to 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.

In view of the above, it is proposed to seek approval from the Shareholders of the Company to offer, issue and allot above Equity Shares, in one or more tranches, to Investors through QIP 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 resolutions contained in item no. 1 of the accompanying Notice, accordingly, seek shareholders' approval through special resolution for raising funds as above through issue of Equity Shares 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 Equity Shares. 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 recommends a Special resolution at item no. 13 as set out in the Notice for your approval.

For and on behalf of the Board
Nitin Fire Protection Industries Limited

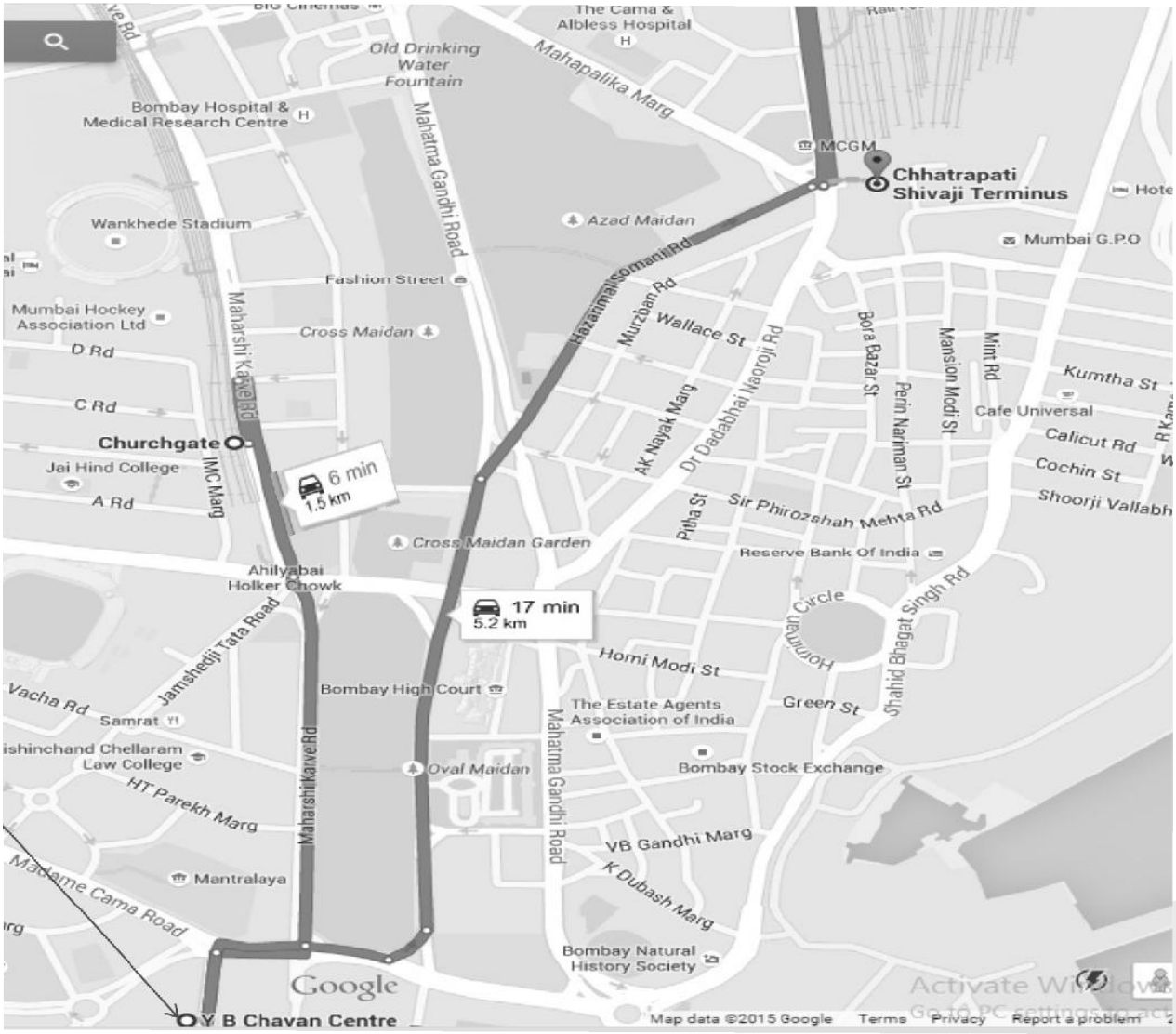
Sd/-
Rahul N. Shah
Whole-time Director
(DIN: 00073226)

Mumbai, September 6, 2016

Important Communication to Members – Green Initiative

Members holding shares in electronic mode are requested to update their e-mail address with their respective Depository Participant and Members holding shares in physical mode are requested to provide their e-mail address to the Registrar and Share Transfer Agent at E-mail id: investor@bigshareonline.com along with correspondence to Company at cs@nitinfire.com so as to allow the Company to serve the documents in electronic mode.

The route map of the AGM venue is given below:



Y B Chavan Centre, General Jagannathrao, Bhosle Road,
Nariman Point, Opp. Mantralaya, Mumbai - 400 021.