NITIN FIRE PROTECTION INDUSTRIES LTD.

Date: September 5, 2018

To,

BSE Limited,
Corporate Services Department,
P. J. Towers, Dalal Street,
Mumbai – 400 001.
BSE Scrip Code No. 532854

National Stock Exchange of India Limited,
Corporate Communications Department,
Exchange Plaza, 5th Floor, Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051.
NSE Scrip Symbol: NITINFIRE

Sub. : Notice of 23rd Annual General Meeting

The 23rd Annual General Meeting of the Members of Nitin Fire Protection Industries Limited ('Company') is scheduled to be held on Saturday, September 29, 2018. The Notice of 23rd Annual General Meeting is enclosed herewith.

The Annual Report for the Financial Year 2017-18 is uploaded in the website of the Company http://nitinfire.com/blog/investors/annual-report/annual-report/. The same will be filed with the stock exchanges after the same being approved and adopted by the members in the aforesaid Annual General Meeting of the Company.

This is for your information and record.

Thanking you,

Yours faithfully,
For Nitin Fire Protection Industries Limited

Sraban Kumar Karan
Company Secretary & Compliance Officer

Encl.: As above

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd Annual General Meeting of the Members of Nitin Fire Protection Industries Limited ('Company') will be held on Saturday, September 29, 2018, at 2.30 p.m. at BTTC / KCCMS (K. C. College of Management Studies) BLDG., 1st floor, above lings Pavalion, Mahakavi Bhushan Marg, Behind Regal Cinema, Colaba, Mumbai 400039, to transact the following businesses:

Ordinary Business :

1. Adoption of Accounts:

a. To receive, consider and adopt the Standalone financial statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Reports of the Auditors thereon;

b. To receive, consider and adopt the consolidated financial statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Auditors thereon.

2. Retire 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 there under, as amended from time to time, Mr. Nitin 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."

Special Business:

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

Appointment of Mr. Nitin M. Shah (DIN - 00073232) as a Managing Director

"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 ("Act"), the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Nitin M. Shah as the Managing Director and Key Managerial Personnel (KMP) of the Company for a period of 3 (three) years w.e.f. August 28, 2018, 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: Nil payment till the default in repayment to secured lenders is made good in case of inadequate profit as per Schedule V under the Companies Act, 2013. Remuneration up to Rs.10,00,000/- (Rupees Ten Lakhs only) per month, payable on quarterly basis after Company makes adequate profit or receives prior approval of secured lenders which is earlier. However, total salary shall not exceed the limit prescribed u/s.197 and 198 of the Act as calculated from time to time.

2. House Rent allowances: Rs.1,00,000/- (Rupees One Lakh only) per month, payable on quarterly basis, subject to the provisions of the Income tax Act, 1961.

3. Bonus: Minimum bonus is salary of one month and H. R. A. The same may be increased to maximum as allowed under the Act.

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, 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 extent these either singly or put together are not taxable under the Income Tax Act, 1961.

   b) Gratuity: At such rate it is payable to other employees of the company or in the alternative the Whole-time 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.

j) Actual water bill or charges of residence.

k) Actual maintenance charges of residence.

Provided that 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 authorized 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 authorized 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 Minimum remuneration by way of salary and perquisites with the prior approval of the secured lenders till the default, if any, in repayment of loan along with interest is made good, 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".

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

Reversal of the resolution passed by members on December 9, 2017 with respect to increase in authorized share capital. Alteration of the Capital Clause of the Memorandum of Association (MoA) by cancellation of increase in Authorized Share Capital of the Company:

"RESOLVED THAT the consent of the Members be and is hereby accorded to cancel and reverse the resolution passed earlier for increase in the Authorized Share Capital of the Company from Rs.75,00,00,000/- (Rupees Seventy Five Crores only) divided into 37,50,00,000 (Thirty Seven Crores Fifty Lakhs Only) Equity shares of a face value of Rs. 2/- (Rupees Two Only) each to Rs. 175,00,00,000/- (Rupees One Hundred Seventy Five Crores only) divided into 87,50,00,000 (Eighty Seven Crores Fifty Lakhs Only) Equity shares of a face value of Rs. 2/- (Rupees Two Only) each by creation of additional of 50,00,00,000 (Fifty Crores Only) Equity Shares of a face value of Rs. 2/- each and revised authorized share capital be as it is before the alteration and the same be Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 37,50,00,000 (Thirty Seven Crores Fifty Lakhs Only) Equity shares of a face value of Rs. 2/- (Rupees Two Only) each and the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following the new Clause V:

V. The Authorized Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 37,50,00,000 (Thirty Seven Crores Fifty Lakhs Only) Equity shares of a face value of Rs. 2/- (Rupees Two Only) each, with the power to the Board of Directors to increase or reduce the capital and to divide the shares in the capital for the time being into several classes and to attach rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify and abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company and to consolidate or sub-divide the shares and issue shares of higher or lower denominations.

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

Mumbai, August 28, 2018
Registered Office: 501, Delta, Technology Street, Hiranandani Gardens,
Powai, Mumbai – 400 076. Tel. No.: 022 40457000
Email:cs@nitinfire.com; Website:www.nitinfire.com
CIN:L29193MH1995PLC092323

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

Sraban Kumar Karan
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/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, SUCH PROXY 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 a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the Meeting.

c. The relevant explanatory statements pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 3 & 4 above are annexed hereto.

d. 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.

e. 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.

f. 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.

g. The Register of Members and Share Transfer books of the Company will remain close from Sunday, September 23, 2018 to Saturday, September 29, 2018 (both days inclusive).

h. 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.

i. 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.

j. Members are requested to intimate queries to the Company, 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.

k. Members are requested to send all correspondence, including dividend related correspondence and transfer of shares to IEPF as mentioned below (refer serial number n below) to the Registrar & Share Transfer Agent, i.e. Bigshare Services Private Limited, 1st Floor, Bharat TIN Works Building, Opp. Vasant Oasis (next to Keys Hotel), Marol, Makwana Road, Andheri East, Mumbai - 400059, Tel. 022 – 62638200, Email id: investor@bigshareonline.com / joyv@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.

l. 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).

m. Transfer of Unclaimed Dividend: Pursuant to Section 125 of the Companies Act, 2013, on 31st March 2018, the Company is having unclaimed or unpaid dividends of Rs.52,146/- for the year ended 31st March, 2011 and the same will be transferred to the Investors Education and Protection Fund in on or after September 12, 2018.

Pursuant to Section 125 of the Companies Act, 2013 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, 2011 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 at the link http://nitinfire.com/blog/investors/unpaid-unclaimed-dividend/.

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, 2018	% of Unclaimed and Unpaid Dividend	Due Date for transfer to IEPF Account
March 31,2011	11.08.2011	630.16	0.5214	0.08	12.09.2018
March 31,2012	11.08.2012	882.21	0.7698	0.09	13.09.2019
March 31,2013	13.08.2013	441.11	0.2609	0.06	14.09.2020
March 31,2014	No Dividend declared				
March 31,2015	21.09.2015	585.54	1.0722	0.18	23.10.2022
March 31,2016	No Dividend declared				
March 31,2017	No Dividend declared				
March 31,2018	No Dividend recommended				

The Company had transferred unclaimed dividend of Rs.89135/- for the year ended March 31, 2010 to Investor Education & Protection Fund on November 15, 2017.

n. Transfer of Shares to IEPF: The intimation has been given to all shareholders who has not claimed dividend for 7 years or more from the financial year March 31, 2011 to claim on or before September 12, 2018, to avoid the transfer of your shares to IEPF Authority.

Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the shares on which dividends remain unpaid/unclaimed for a period of 7 (seven) consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. Accordingly, the Company has transferred 7063 Equity Shares of the face value of Rs. 2/- per share to the demat account of the IEPF Authority during the financial year 2017-18.

Also complete details of such shareholders have been uploaded on the company's website and can be referred to under section "Investors" and sub-section "Unpaid & Unclaimed Shares to IEPF", the link of which are as follows:

i) http://nitinfire.com/wp/wp-content/uploads/2016/07/NITIN-FIRE_IEPF-SHARE-TRANSFER-TO-IEPF-2008-09.pdf

ii) http://nitinfire.com/wp/wp-content/uploads/2016/07/NITIN-FIRE_IEPF-SHARE-TRANSFER-TO-IEPF-2009-10.pdf

iii) http://nitinfire.com/wp/wp-content/uploads/2016/07/IEPF-share-transfer-2010-11_DATA_19_05_2018.pdf

The Company has sent individual notice to all the shareholders whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement in this regard. The details of such dividends/shares to be transferred to IEPF are uploaded on the website of the Company at www.nitinfire.com under the 'Investors' section.

Claim from IEPF Authority: Members/claimants whose shares and unclaimed dividend have been transferred to the IEPF Authority can claim the same by making an application to the IEPF Authority in Form IEPF- 5 along with requisite documents (available on www.iepf.gov.in) and sending duly signed physical copy of the same to the Company along with requisite documents prescribed in Form IEPF-5. Member/claimant can file only one consolidated claim in a financial year as per the IEPF Rules. Link to Form IEPF- 5 is available on the website of Ministry of Corporate Affairs (MCA) at http://www.iepf.gov.in/IEPFA/corporates.html. Since MCA revises the forms from time to time, it is advisable to download the form in the given link. No claims shall lie against the Company in respect of the dividend/ shares so transferred.

o. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the depository participant(s) and holdings should be verified.

p. 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 and Bank Account details to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank Account details to the Registrar & Share Transfer Agent and/or Company Secretary of the Company.

q. 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.

r. Members may also note that the Notice of the 23rd AGM and the Annual Report 2017-18 will be available on the Company's website, www.nitinfire.com/investor. 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.

s. The Annual Report 2017-18, the Notice of the 23rd 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.

t. The relevant details of Director(s) seeking appointment/re-appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished as under:

Details of Director(s) as on the date of this Notice seeking appointment/ re-appointment at the forthcoming 23rd Annual General Meeting

{Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

Name of Director	Mr. Nitin M. Shah
DIN	00073232
Date of Birth	10.06.1957
Age	61
Nationality	Indian
Date of first Appointment on the Board	April 1, 2006
Qualifications	Diploma in Mechanical Engineering
Experience including 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.
Terms and conditions of Appointment	As per the resolution passed by the Board on August 28, 2018 and proposed to confirmation by the shareholders in their ensuing AGM. The same will be submitted to the Central Government for their approval.

Remuneration sought to be paid	As per the resolution passed by the Board on August 28, 2018 and proposed to confirmation by the shareholders in their ensuing AGM. The same will be submitted to the Central Government for their approval.	
Last remuneration drawn during the 2016-17	Nil	
Number of Board meetings attended during the year	Held	Attended
	6	2(including one by way of videoconference)
Relationship with other directors and Key Managerial Personnel	Mr. Nitin M. Shah is father of Mr. Rahul N. Shah and Mr. Kunal N. Shah. Mr. Rahul N. Shah is acting as CEO and KMP of the Company. Mr. Kunal N. Shah is acting as COO and KMP of the Company.	
No. of shares held in the Company (including held by dependents)	Not applicable as proposed to be appointed as executive director	
Directorship in other Public Limited Companies	Nil	
Chairmanship / Membership of the Mandatory Commit tees of other Public Limited Companies	Nil	

u. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

v. Mr. Mayank Arora (Membership No. ACS 33328) of M/s. Mayank Arora & Co., Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize remote e-voting process as well as voting at the AGM in a fair and transparent manner. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The results declared alongwith the Scrutinizer's Report, shall be placed on the website of the Company www.nitinfire.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of results by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed viz. BSE Limited and the National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the registered office of the Company. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM i.e. Saturday, September 29, 2018.

w. 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 providing the remote e-voting (e-voting) facility to the Members to exercise their right to vote for the 23rd Annual General Meeting (AGM) by electronic means, arranged to be provided by **National Securities Depository Limited** (NSDL) i.e. facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM (remote e-voting) on all the resolutions set forth in this Notice. The important features to be noted with respect to e-voting are as follows:

Sr. No.	Particulars	Day, Date & Timing
1	Cut-off date for eligibility of e-voting	Saturday, September 22, 2018
2	Opening of E-voting period	Monday, September 24, 2018 at 9.00 a.m.
3	Closing of E-voting period	Friday, September 28, 2018 at 5.00 p.m.
		The e-voting module shall be disabled by NSDL for voting thereafter.
4	Declaration of Results of voting	Monday, October 1, 2018

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. A person who is not a member on the cut-off date should treat the AGM notice for information purposes only.

The instructions for members for voting electronically are as under:-

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		**Your User ID is:**
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
		For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID
		For example if your Beneficiary ID is 12********** then your user ID is 12**********
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company
		For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@mayankarora.co.in with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request

Annexure to the Notice

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

3 . Appointment of Mr. Nitin M. Shah (DIN - 00073232) as a Managing Director

Mr. Nitin M. Shah is appointed as a Managing Director on August 28, 2018, for a term of three years. He is liable to retire by rotation. He is also appointed as Key Managerial Personnel by the Board by recommendation of the Nomination and Remuneration Committee as required under the provisions of the Section 203 and other provisions of the Companies Act, 2013.

Mr. Nitin M. Shah is the founder and driving force behind the Company. He is a 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 more than 4 decades of experience in firefighting equipment business. With a hands-on managerial style, he is the guiding light for the Company.

Considering the qualification and expertise of Mr. Nitin M. Shah the Board approved the appointment to perform the dual role as Managing Director cum Key Managerial Personnel. Due to ups and downs in the business, the Company is facing a financial crunch and has defaulted in payment of principal and interest on loans taken from the Banks, financial institutions and other lender. Mr. Shah assured that the Company will take all the necessary steps to overcome the situation. Accordingly the Board decided to pay remuneration after the Company makes the default good or obtains prior approval of secured lenders whichever is earlier. The Board of Directors have decided the remuneration payable to Mr. Nitin M. Shah, subject to approval by the shareholders of the Company as provided in the special resolution recommended to be passed at item no. 3.

Your Directors recommend the approval of proposed resolutions as set out in item No. 3 of the accompanying notice by the Members by way of a Special Resolution.

Mr. Nitin M. Shah is father of Mr. Rahul Shah and Mr. Kunal Shah. None of the other Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the proposed Resolution.

4. Reversal of the resolution passed by members on December 9, 2017 with respect to increase in authorized share capital. Alteration of the Capital Clause of the Memorandum of Association (MoA) by cancellation of increase in Authorized Share Capital of the Company:

The Company had a planning of issuing the additional shares to the public for satisfaction of the loan and for other purposes. As the same could not be fructified, the increase in authorized share capital is no more required by the Company. Further the financial position of the Company has been deteriorated to a great extent for which the time is not perfect to invite the public or private parties to subscribe the shares of the Company. Hence the Board of Directors of the Company thought fit to request to cancel the resolution passed by the members on December 9, 2017 by enhancing Authorized Share Capital from Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) to Rs. 175,00,00,000/- (Rupees One Hundred Seventy Five Crores only) divided into 87,50,00,000 (Eighty Seven Crores Fifty Lakhs Only) Equity shares of a face value of Rs. 2/- (Rupees Two Only) each by the addition of 50,00,00,000 (Fifty Crores Only) Equity Shares of a face value of Rs. 2/- each aggregating to Rs. 100,00,00,000/- (Rupees One Hundred Crores only). On cancellation the Authorized Share Capital will be as it is before the approval of the members i.e; Rs.75,00,00,000/- (Rupees Seventy Five Crores only) divided into 37,50,00,000 (Thirty Seven Crores Fifty Lakhs Only) Equity shares of a face value of Rs. 2/- (Rupees Two Only) each. Further the Company has not filed the e-form SH-7 and record has not been updated after the passing of the increase in authorized share capital.

The Board of Directors of the Company at its meeting held on August 28, 2018 recommended canceling the increase in Authorized Share Capital of the Company as mentioned above as per the status of the Company. Consequent to the cancel in increase in Authorized Capital of the company, it is necessary to alter the present Clause V of the Memorandum of Association by substituting the same with the amended new Clause V as given in the respective Special Resolution.

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

Mumbai, August 28, 2018
Registered Office: 501, Delta, Technology Street, Hiranandani Gardens,
Powai, Mumbai – 400 076. Tel. No.: 022 40457000
Email:cs@nitinfire.com; Website:www.nitinfire.com
CIN:L29193MH1995PLC092323

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

Sraban Kumar Karan
Company Secretary

1. 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 or joyv@bigshareonline.com along with correspondence to Company at cs@nitinfire.com so as to allow the Company to serve the documents in electronic mode.

2. Important Communication to Shareholders holding shares in Physical mode – Dematerialization

The Securities and Exchange Board of India (SEBI) has amended Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and has mandated that transfer of securities would be carried out in dematerialized form only. No transfer as per the said circular will be allowed in physical mode with effect from December 5, 2018. As per the amendment, listed Companies and their Registrars and Transfer Agents (RTAs) are advised to ensure that request have been lodged for transfer of securities/shares in dematerialized form only with effect from December 5, 2018. Letters were sent to shareholders holding shares in physical mode to convert into dematerialization. Accordingly the members who hold shares in physical mode are again requested to contact with any depository participant to open the demat account and convert the shares into dematerialized mode, if the same has not been done yet now as per the earlier intimation.

3. Important Communication to Shareholders holding shares in Physical mode – KYC update

Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has informed to take the following details from shareholders holding securities in physical form under the captioned subject of the circular i.e; "Strengthening the Guidelines and Raising Industry standards for RTA, Issuer Companies and Banker to an Issue":

1. Self-attested copy of Pan Card;
2. Bank details (a copy of the original cancelled cheque leaf /attested bank passbook showing name of account holder);
3. Address proof (self-attested copy of Aadhaar-card);
4. Specimen signature of the registered and/or joint shareholders.

After receiving the above information the update of KYC (Know Your Customer) of the physical shareholders will be done by the Company and the Registrar and Transfer Agent (RTA). We have sent two requests vide our letter on May 8, 2018 and June 20, 2018 asking PAN, Bank and other details in a duly filled up form and to provide the supporting documents to update their records. The reminder – 3 to update KYC was sent for the same at the time of requesting for dematerialization on July 31, 2018. Accordingly the members who hold shares in physical mode are again requested to update their KYC, if the same has not been done yet now as per the earlier intimation.

NITIN FIRE PROTECTION INDUSTRIES LIMITED

Reg. Off.: 801 & 802, C-wing, Neelkanth Business Park, Kirol Road, Vidhyavihar (W), Mumbai - 400086.
Phone: +91-22-40457000, Fax No. +91 22 25701110
CIN - L29193MH1995PLC092323 Email: cs@nitinfire.com Website: www.nitinfire.com
Branch Office: 501, Delta, Technology Street, Hiranandani Powai, Mumbai – 400 076.

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

ATTENDANCE SLIP

I hereby record my presence at the 23rd Annual General Meeting of the Company held on Saturday, the September 29, 2018 at 2.30 p.m. at BTTC / KCCMS (K. C. College of Management Studies) BLDG., 1st floor, above lings Pavalion, Mahakavi Bhushan Marg, Behind Regal Cinema, Colaba, Mumbai 400039

Regd Folio No.: /DPID NO :_____

No. of shares :_____

Name of the shareholder :_____
(in capital letters)

_____
Signature of the shareholder or proxy

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

23rd Annual General Meeting on September 29, 2018

CIN:	L29193MH1995PLC092323
Name of the company:	**NITIN FIRE PROTECTION INDUSTRIES LIMITED**
Registered office:	501, Delta, Technology Street, Hiranandani Powai, Mumbai – 400 076
Branch office:	

Name of the member (s)	
Registered Address	
E-mail Id:	
Folio No/ Client Id :	
DP ID:	

I/we being the member(s) holding ..... shares of the above named company, hereby appoint.

1. Name: ..... E-mail Id: .....
   Address: .....
   Signature: ..... or failing him .....
2. Name: ..... E-mail Id: .....
   Address: .....
   Signature: ..... or failing him .....
3. Name: ..... E-mail Id: .....
   Address: .....
   Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the company, to be held on Saturday, September 29, 2018 at 2.30 p.m. at BTTC / KCCMS (K. C. College of Management Studies) BLDG., 1st floor, above lings Pavalion, Mahakavi Bhushan Marg, Behind Regal Cinema, Colaba, Mumbai 400039, and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Ordinary resolution to receive, consider and adopt the Audited Balance Sheet and the Audited Statement of Profit & Loss (Standalone & Consolidated) for the year ended 31st March, 2018 and Cash Flow Statement of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Report of the Auditors thereon.
2. Ordinary resolution for appointment of Mr. Nitin M. Shah (DIN – 00073232), Director, who retires by rotation and being eligible offers himself for re-appointment.
3. Special Resolution for appointment of Mr. Nitin M. Shah

   (DIN–00073232), as the Managing Director and fix his remuneration.
4. To reverse the resolution passed by members on December 9, 2017 with respect to increase in authorized share capital

Signed this…… day of…… 2018

Signature of shareholder Signature of Proxy holder(s)

Affix revenue Stamp of ₹1/-

Notes:

(i) The Proxy Form 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.

(ii) The Proxy Form shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

(iii) The Proxy Form is valid only if it is properly stamped and such stamp is cancelled.

(iv) Blank, incomplete or undated Proxy Form shall not be considered valid.

(v) The proxy-holder shall prove his/her identity at the time of attending the Meeting.

Form No. SH-13-Nomination Form
[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,

(Name of the Company) _____

(Address of the Company) _____

_____ Pin code _____

I/ We _____

residing at _____

_____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following person in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1) Particulars of the Securities (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.	
				From	To

2) Particulars of Nominee

Name:		Date of Birth : ___/___/_____		Please affix recent passport size photograph of the Nominee signed across
Father's/ Mother's/ Spouse's name :		Occupation :	Nationality :	
E-mail id :				
Phone No :	Relationship with the security holder :			
Address: _____ _____ _____ Pin code _____				Signature of the Nominee

3) In case Nominee is a Minor

Date of birth : ___/___/_____	Date of attaining Majority : ___/___/_____	Name of guardian :
Address of Guardian: _____ _____ Pin Code _____		

Name of the Security Holder(s)	Signature
1.	
2.	
3.	
Name of witness	Signature of Witness with date
Address of witness : _____ _____ _____ Pin code : _____	
Place : Date : ___/___/_____	

The route map of the AGM venue "BTTC / KCCMS (K. C. College of Management Studies) BLDG., 1st floor, above lings Pavalion, Mahakavi Bhushan Marg, Behind Regal Cinema, Colaba, Mumbai 400039" is given below:

