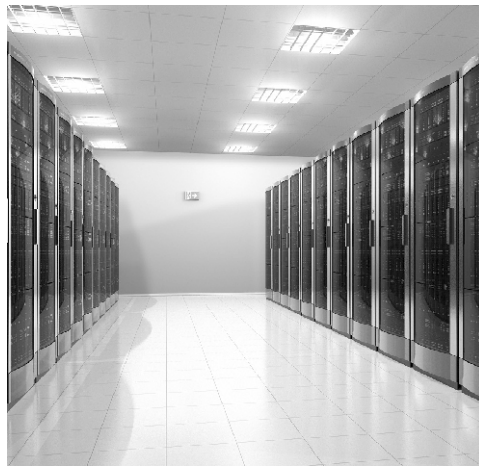


Since 1984

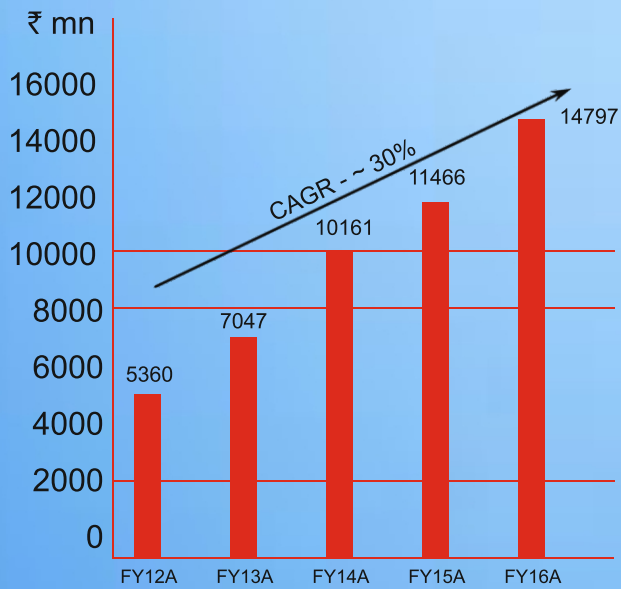


21<sup>st</sup>  
Annual Report  
2015 - 16

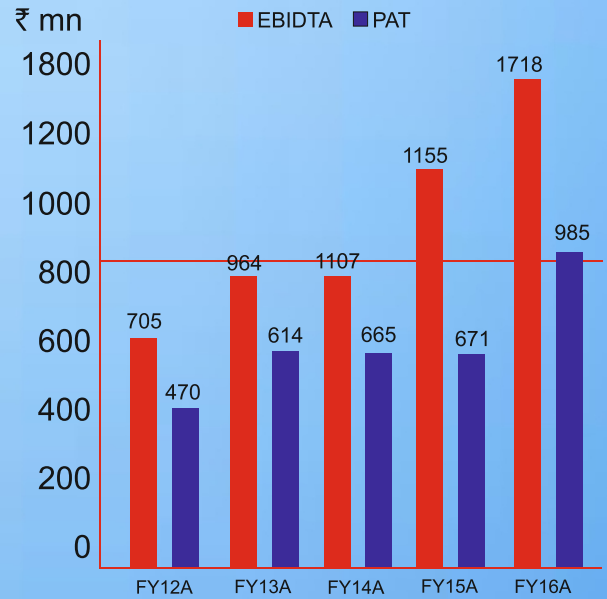


**NITIN FIRE PROTECTION INDUSTRIES LIMITED**

## ROBUST SALES GROWTH



## PROFITABILITY



### TOTAL INCOME

₹ MILLIONS

2012	5,391.00
2013	7,229.00
2014	10,180.00
2015	11,579.00
2016	14,942.00

### EBITDA

₹ MILLIONS

2012	705.00
2013	964.00
2014	1,107.00
2015	1,155.00
2016	1,718.00

### PROFIT BEFORE TAX (PBT)

₹ MILLIONS

2012	508.00
2013	663.00
2014	696.00
2015	710.00
2016	1,011.00

### PROFIT AFTER TAX (PAT)

₹ MILLIONS

2012	470.00
2013	614.00
2014	665.00
2015	671.00
2016	985.00

### EARNING PER SHARE (EPS)

₹

2012	2.00
2013	2.58
2014	3.02
2015	2.30 on increased capital after bonus issue
2016	3.37

**(Consolidated)**



## NITIN FIRE PROTECTION INDUSTRIES LIMITED

### COMPANY INFORMATION CIN: L29193MH1995PLC092323

#### BOARD OF DIRECTORS

Mr. Nitin M. Shah (DIN: 00073232)	Non Executive & Non Independent Chairman
Mr. Rahul N. Shah (DIN: 00073226)	Whole-time Director & Key Managerial Personnel
Mr. Kunal N. Shah (DIN: 00077216)	Whole-time Director
Mr. Kailat H. Vaidyanathan (DIN: 00077323)	Non Executive & Non Independent Director
Mr. Krishna Kant Jha (DIN: 02816500)	Non Executive Independent Director
Mr. Ramakant M. Nayak (DIN: 00129854)	Non Executive Independent Director
Mr. Satish K. Dheri (DIN: 00077533)	Non Executive Independent Director
Ms. Padmaja Nair (DIN: 06841868)	Woman & Non Executive Independent Director

#### CHIEF FINANCIAL OFFICER

Kamlesh Gandhi

#### COMPANY SECRETARY

Sraban Kumar Karan

#### AUDITORS - JOINT

Haribhakti & Co. LLP, Chartered Accountants.

&

Deloitte Haskins & Sells LLP, Chartered Accountants.

#### REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited

E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka,

Andheri (E), Mumbai- 400072.

Maharashtra, India.

Tel: +91 22 4043 0200; Fax: +91 22 2847 5207

Email Id: info@bigshareonline.com

investor@bigshareonline.com

Website: www.bigshareonline.com

<b>REGISTERED OFFICE</b> 801 & 802, C-wing, Neelkanth Business Park, Kirol Road, Vidhyavihar (W), Mumbai - 400086. Maharashtra, India. Website : www.nitinfire.com E-mail : nitinfire@vsnl.com	<b>BRANCH OFFICE</b> 501, Delta, Technology Street, Hiranandani Gardens, Powai, Mumbai – 400076, Maharashtra, India. Tel : +91 22 4045 7000; Fax : +91 22 2570 1110
--	---

#### PLANT LOCATIONS

A-117, TTC Industrial Area, Pawana Village, Navi Mumbai – 400701, Maharashtra, India.	Shed -6, Phase- I, Duvada VSEZ, Vishakhapatnam – 530049, Andhra Pradesh, India.
--	--

#### BANKERS

IDBI Bank Limited

Axis Bank Limited

Bank of Baroda

Dena Bank



## NITIN FIRE PROTECTION INDUSTRIES LIMITED

Contents	Page No.
Notice and Explanatory Statement	3
Directors' Report	14
Management Discussion and Analysis	21
Report on Corporate Governance	42
Corporate Governance Compliance Certificate	54
<b>Standalone Financial Statement</b>	
Auditors' Report & Annexure	56
Balance Sheet	62
Statement of Profit and Loss	63
Cash Flow Statement	64
Notes to the Financial Statements	66
<b>Consolidated Financial Statement</b>	
Auditors' Report	93
Balance Sheet	98
Statement of Profit and Loss	99
Cash Flow Statement	100
Notes to the Financial Statements	102
Attendance Slip	131
Form No. MGT 11	131
Assent Dissent Form No. MGT 12	133
Nomination Form SH-13	135



## NITIN FIRE PROTECTION INDUSTRIES LIMITED

### 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.

#### Special Business:

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:





## NITIN FIRE PROTECTION INDUSTRIES LIMITED

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:



## NITIN FIRE PROTECTION INDUSTRIES LIMITED

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 Crores)	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,



## NITIN FIRE PROTECTION INDUSTRIES 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.





## NITIN FIRE PROTECTION INDUSTRIES LIMITED

**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**



## NITIN FIRE PROTECTION INDUSTRIES LIMITED

**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.**

- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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).
- 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.
- 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.
- 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.
- 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.
- 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).
- 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](http://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.