

Kishor V. Ved

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Practicing Company Secretary

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**SCRUTINIZER REPORT FOR E-VOTING & PHYSICAL ASSENT / DISSENT FORMS
AND POSTAL BALLOT FORMS FOR VOTING AT THE 20TH AGM OF
NITIN FIRE PROTECTION INDUSTRIES LIMITED
(Pursuant to Section 108 of the Companies Act, 2013 and the Companies
(Management and Administration) Rules, 2014, as amended)**

To,
The Chairman of the 20th Annual General Meeting (AGM) of
the Equity Shareholders of Nitin Fire Protection Industries Limited (the Company)
Held on Monday, the 21st September, 2015 at 2.15 p.m. at
Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point,
Opp. Cr2 Inox, Mumbai - 400 021

**Sub: Passing of Resolutions through Electronic and physical means at the 20th AGM of
Nitin Fire Protection Industries Limited held on 21st September, 2015**

Dear Sir,

I, Kishor V. Ved, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of Nitin Fire Protection Industries Limited (NFPIIL) at their meeting held on 25th May, 2015 for the purpose of voting process on the resolutions contained in the notice of the 20th Annual General Meeting (AGM) of the Equity Shareholders of the Company. The 20th AGM of the Company was held on 21st September, 2015 at Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Opp. Cr2 Inox, Mumbai - 400 021.

The Management of Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules, as amended, relating to E-voting on the resolutions contained in the Notice of the 20th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" and "against" and "invalid votes" based on the e-voting service provided by Central Depository Services Limited (CDSL) for the Company and physical voting at the 20th AGM held on 21st September, 2015. Bigshare Services Private Limited, Mumbai, is the Registrar and Share Transfer Agent (RTA) of the Company.

The Company has appointed Central Depository Services Limited (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders. The Service Provider, had provided a system for recording the votes of the shareholders electronically on all the items No. 1 to 11 of the business (both Ordinary and Special businesses) sought to be transacted in the 20th AGM of the Company, which is held on Monday, 21st September, 2015. The Service Provider accordingly had set up e-Voting facility on their website, <https://www.evotingindia.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their Equity Shareholders to cast their vote through e-Voting.



The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Equity Shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions No. 1 to 11 (both inclusive) including 2 (two) postal ballot special resolutions as mentioned in the notice of the 20th AGM was 14th September, 2015. The e-Voting facility for the resolutions No. 1 to 11 (both inclusive) was kept open from 18th September, 2015 from 9.00 a.m. and ends on 20th September, 2015 till 5.00 p.m. The voting was kept open for the postal ballot special resolutions No. 1 & 2 (i.e. Special Resolutions No. 10 & 11 of the Notice of 20th AGM) for three days from 18th September, 2015 to 20th September, 2015 and the members of the Company have approved and passed the said special resolutions with requisite majority as mentioned in below.

The Company has released an advertisement, which was published in advance from the date of beginning of the voting period in English in Free Press Journal newspaper and in Marathi in Navshakti newspaper on 31st August, 2015. The notice published in the newspapers carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.

The e-voting results were unblocked by me on 21st September, 2015. I hereby give my Scrutinizer's Report on the results of voting through electronic means and physical mode at the 20th AGM on the resolutions contained in the notice to the 20th AGM as under :

(1) AS AN ORDINARY RESOLUTION- ITEM NO 1 - PASSED WITH THE REQUISITE MAJORITY

To consider and adopt audited financial statements, Report of the Directors' and Auditors' thereon and audited consolidated financial statement as an Ordinary Resolution:

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	221296828	100.00
Voted in Favour (E-voting & Physical)	220027948	99.43
Voted Against (E-voting & Physical)	1268880	0.57
Invalid Votes	28 (twenty eight) postal ballot forms received at 20 th AGM as no. of shares was not mentioned	

(2) AS AN ORDINARY RESOLUTION- ITEM NO 2 - PASSED WITH THE REQUISITE MAJORITY

Declaration of Dividend on Equity Shares for the financial year ended 31st March, 2015

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	221296828	100.00
Voted in Favour (E-voting & Physical)	221296803	100.00
Voted Against (E-voting & Physical)	25	0
Invalid Votes	28 (twenty eight) postal ballot forms received at 20 th AGM as no. of shares was not mentioned	



(3) AS AN ORDINARY RESOLUTION- ITEM NO 3 - PASSED WITH THE REQUISITE MAJORITY

Appointment of Mr. K. H. Vaidyanathan (DIN: 00077323), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	221276926	100.00
Voted in Favour (E-voting & Physical)	221275161	100.00
Voted Against (E-voting & Physical)	1765	0
Invalid Votes	28 (twenty eight) postal ballot forms received at 20 th AGM as no. of shares was not mentioned	

(4) AS AN ORDINARY RESOLUTION- ITEM NO 4 - PASSED WITH THE REQUISITE MAJORITY

Appointment a director in place of Mr. Rahul N. Shah (DIN No. 00073226), Whole-time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment and his retiring by rotation will not be treated as any break in his tenure as whole-time director of the company

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	122989485	100.00
Voted in Favour (E-voting & Physical)	122987720	100.00
Voted Against (E-voting & Physical)	1765	0
Invalid Votes	28 (twenty eight) postal ballot forms received at 20 th AGM as no. of shares was not mentioned	

(5) AS AN ORDINARY RESOLUTION - ITEM NO 5 - PASSED WITH THE REQUISITE MAJORITY

Appointment a director in place of Mr. Kunal N. Shah (DIN No. 00077216) of the Company Whole-time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment and his retiring by rotation will not be treated as any break in his tenure as whole-time director of the company

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	123374179	100.00
Voted in Favour (E-voting & Physical)	123372414	100.00
Voted Against (E-voting & Physical)	1765	0
Invalid Votes	28 (twenty eight) postal ballot forms received at 20 th AGM as no. of shares was not mentioned	



(6) AS AN ORDINARY RESOLUTION - ITEM NO 6 - PASSED WITH THE REQUISITE MAJORITY

Appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, Mumbai (Firm Registration Number 103523W) as Auditors

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	221296828	100.00
Voted in Favour (E-voting & Physical)	221293197	100.00
Voted Against (E-voting & Physical)	3631	0
Invalid Votes	28 (twenty eight) postal ballot forms received at 20 th AGM as no. of shares was not mentioned	

(7) AS AN ORDINARY RESOLUTION - ITEM NO 7 - PASSED WITH THE REQUISITE MAJORITY

Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (Firm Registration Number (FRN -117366W / W-100018), Mumbai as Auditors till the year 2020

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	221296828	100.00
Voted in Favour (E-voting & Physical)	221296803	100.00
Voted Against (E-voting & Physical)	25	0
Invalid Votes	28 (twenty eight) postal ballot forms received at 20 th AGM as no. of shares was not mentioned	

(8) AS A SPECIAL RESOLUTION- ITEM NO 8 - PASSED WITH THE REQUISITE MAJORITY

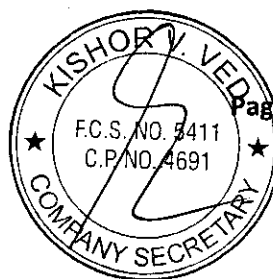
Increase in the Authorised Share Capital of the Company from Rs.65.00 Crores to Rs.75.00 Crores

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	221296828	100.00
Voted in Favour (E-voting & Physical)	221292755	100.00
Voted Against (E-voting & Physical)	4073	0
Invalid Votes	28 (twenty eight) postal ballot forms received at 20 th AGM as no. of shares was not mentioned	

(9) AS A SPECIAL RESOLUTION- ITEM NO 9 - PASSED WITH THE REQUISITE MAJORITY

Issue of further shares by the company

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	221296828	100.00
Voted in Favour (E-voting & Physical)	22023900	99.42
Voted Against (E-voting & Physical)	1272928	0.58
Invalid Votes	28 (twenty eight) postal ballot forms received at 20 th AGM as no. of shares was not mentioned	



(10) AS A SPECIAL RESOLUTION - ITEM NO 10 - PASSED WITH THE REQUISITE MAJORITY

Resolution by Postal Ballot to authorise to borrow funds for the business under Section 180(1)(c) of the Companies Act, 2013

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	221104677	100.00
Voted in Favour (E-voting & Physical)	221100990	100.00
Voted Against (E-voting & Physical)	3687	0
Invalid Votes	5 (five) postal ballot forms received at 20 th AGM as no. of shares was not mentioned	

(11) AS A SPECIAL RESOLUTION- ITEM NO 11 - PASSED WITH THE REQUISITE MAJORITY

Resolution by Postal Ballot to authorise to create Charge etc. on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013

Particulars	No. of Shares	% of Total Voting
Total Votes Cast - valid	221104677	100.00
Voted in Favour (E-voting & Physical)	221100990	100.00
Voted Against (E-voting & Physical)	3687	0
Invalid Votes	5 (five) postal ballot forms received at 20 th AGM as no. of shares was not mentioned	

The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to Mr. Rahul N. Shah, Whole-time Director for preserving safely after the Chairman considers, approves and signs the minutes of the 20th AGM of the Company.

Thanking You,

Yours Faithfully

Kishor V. Ved
(Kishor V. Ved)
Practicing Company Secretary
F.C.S. No. 5411 & C.P. No. 4691



Mumbai, 22nd September, 2015

Countersigned by :
For Nitin Fire Protection Industries Limited

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

