

INDEPENDENT AUDITORS' REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS

**TO THE BOARD OF DIRECTORS OF
NITIN FIRE PROTECTION INDUSTRIES LIMITED**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **Nitin Fire Protection Industries Limited** ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), for the quarter and nine months ended 31st December, 2015 ("the Statement"), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement which is the responsibility of the Holding Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (AS 25), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Holding Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. (a) As more clarified in Note no. 3(a) to the unaudited financial results, no provision has been made by the Company in respect of its dispute with a bank for claim made by the bank for Rs. 501.33 lacs on a derivative contract entered into by its erstwhile subsidiary (now a current investment), the liability for which has been taken over by the Company. The Company has not determined the quantum of mark to market losses as of 31st December, 2015 on the above contract and has relied on a legal opinion in the matter wherein no liability is expected. Pending the final settlement of the matter, we are unable to comment on the extent of provision required, if any, in this regard.
- (b) As more clarified in Note no. 3(b) to the unaudited financial results, the Company has an exposure in Worthington Nitin Cylinders Private Limited (WNCPL) aggregating Rs. 4,578.44 lacs as at 31st December, 2015. In the absence of the fair value of the investment as required under Accounting Standard 13 'Accounting for Investments' and audited financial statements of WNCPL for the period subsequent to 31st March, 2013, we are unable to comment on the diminution, if any, on the carrying amount of the investment as at 31st December, 2015.

The audit report on the consolidated financial statements for the year ended 31st March, 2015 was qualified in respect of these matters.

4. The interim financial results of two subsidiaries included in consolidated financial results, whose financial results reflects total revenues of Rs.27,127.80 lacs and Rs.68,451.32 lacs for the quarter and nine months ended 31st December, 2015, respectively, and total profit after tax of Rs. 3,307.55 lacs and Rs. 9,690.03 lacs for the quarter and nine months ended 31st December, 2015, respectively, as considered in the consolidated financial results. These financial results have been reviewed by one of the joint auditors and our opinion, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on such report.
5. We did not review the interim financial results of a subsidiary included in the consolidated financial results, whose interim financial results reflects, total revenues of Rs.47.41 lacs and Rs. 1,129.42 lacs for the quarter and nine months ended 31st December, 2015, respectively, and



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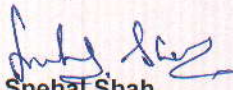
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total (loss)/profit after tax of Rs. (8.08) lacs and Rs.28.08 lacs for the quarter and nine months ended 31st December, 2015 respectively, as considered in the consolidated financial results. This interim financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the reports of the other auditors.

6. The consolidated financial results includes the interim financial results of two subsidiaries which have not been reviewed by their auditors, whose interim financial results reflects, total revenue of Rs.1,544.91 lacs and Rs. 5,725.72 lacs for the quarter and nine months ended 31st December, 2015, respectively, and total loss after tax of Rs.67.58 lacs and Rs.221.88 lacs for the quarter and nine months ended 31st December, 2015, respectively, as considered in the consolidated financial results.
7. Figures for the corresponding nine months ended 31st December, 2014 have not been reviewed by us.
8. Based on our review conducted as stated above and based on the consideration of the reports of the other auditors referred to in paragraph 5 above and except for the possible effect of the matters described in paragraph 3 and 6 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

HARIBHAKTI & CO. LLP

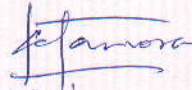
Chartered Accountants
Firm Registration No. 103523W



Snehal Shah
Partner
Membership No: 48539
Place: Mumbai
Date: 4th February, 2016

DELOITTE HASKINS & SELLS LLP

Chartered Accountants
Firm Registration No. 117366W/W-100018



Ketan Vora
Partner
Membership No: 100459
Place: Mumbai
Date: 4th February, 2016

