

**SCRUTINIZER REPORT FOR POSTAL BALLOT VOTING PROCESS AT THE 19TH
AGM OF NITIN FIRE PROTECTION INDUSTRIES LIMITED**

To,

**The Chairman of the 19th Annual General Meeting (AGM) of the Shareholders of
Nitin Fire Protection Industries Limited (the Company)**

Held on 30th September, 2014 at 3.00 p.m. at

Centre for Excellence in Telecom Technology and Management (CETTM)

Conference Hall, Technology Street, Hiranandani Gardens,

Powai, Mumbai – 400 076

Dear Sir,

Sub. : Passing of Resolutions through Postal Ballot Voting process

Ref. : Nitin Fire Protection Industries Limited - Paid-up Equity Capital – Rs.43,84,12,222/-

1. The Board of Directors of the Company by means of the resolution dated May 17, 2014, has appointed me as Scrutinizer for conducting the postal ballot voting process.
2. I submit my report as under:
 - 2.1 a) in physical mode along with the Postal Ballot Form and a self-addressed pre-paid Business Reply Envelope, those shareholders, whose e-mail ID is not registered with the Company; and

b) in electronic form e through Central Depository Services Limited (CDSL) along with the details of User ID and Password to the members, whose e-mail ID is registered with the Company.
 - 2.2 Particulars of all the postal ballots received from the Members have been entered in a Register separately maintained for the purpose.
 - 2.3 The postal ballots forms were kept under safe custody in sealed and tamper proof ballot box before commencing.
 - 2.4 The ballot box was opened in the presence of witnesses' viz. Mr. Shabbir Dholkawla and Mr. Ankit Mota.
 - 2.5 The postal ballots, including e-voting were duly opened/accessed in my presence and scrutinized and the shareholding were matched/confirmed with the Register of Members/list of beneficiaries of the Company as on September 30, 2014.



Kishor V. Ved, Practising Company Secretary

- 2.6 All postal ballot forms received upto the close of working hours upto 6:00 p.m. on September 29, 2014, being the last date and time fixed by the company for receipt of the forms were considered for scrutiny.
- 2.7 Envelopes containing postal ballot forms received after close of working hours on September 29, 2014 were not considered for scrutiny. Envelopes containing postal ballot received after close of working hours on September 29, 2014, treated as if the reply from such shareholder(s) has not been received as per the instruction on Page No. 3 in the postal ballot form.
- 2.8 a. Postal ballot with the defects as mentioned in the instruction in the postal ballot form were rejected and not considered.
- b. Shareholder's who have cast votes for more shares than actual holding has been considered as invalid.
3. A summary of the postal ballots received for Special Resolutions No. 1 to 5 is annexed with this report as Annexure "A".

I shall hand over the postal ballot forms and other related papers/registers and records for the safe custody to you or Mr. Abhishek Shrivastava, Company Secretary of the Company, once the Chairman considers, approves and sign the minutes of the Meeting

You may accordingly declare the result of the voting by Postal Ballot.

Thanking you.

Yours faithfully,
Kishor V. Ved



Kishor V. Ved
Practising Company Secretary
F. C. S. No. 5411 & C. P. No. 4691
Mumbai, 30th September, 2014

Witness No. 1. Mr. Shabbir Dholkawala

[Signature]

Witness No. 2. Mr. Ankit Mota

[Signature]

Annexure "A" : Summary of the postal ballots received by Nitin Fire Protection Industries Limited for Special Resolutions No. 1 to 5 are as under :

Special Resolution No.	Particulars of Resolutions	Mode	Total Votes	Total Valid Votes	Favour		Against		Invalid
					No. of Votes	% of total Valid Votes	No. of Votes	% of total Valid Votes	
1	2	3	4	5	6	7	8	9	10
1	Creation of Charge on the assets of the Company under section 180(1)(a) of the Companies Act, 2013 ("the Act")	E-Voting Physical Total Valid Votes	1,058,692 88,043,370 89,102,062	1,058,692 88,043,370 89,102,062	1,055,717 88,043,370 89,099,087	1.18% 98.81% 100.00%	2,975 - 2,975	0.00% 0.00% 0.00%	0 0 0
2	Authority to borrow funds under section 180(1)(c) of the Act.	E-Voting Physical Total Valid Votes	1,058,692 88,043,370 89,102,062	1,058,692 88,043,370 89,102,062	1,055,717 88,043,370 89,099,087	1.18% 98.81% 100.00%	2,975 - 2,975	0.00% 0.00% 0.00%	0 0 0
3	Give loan or guarantee or provide security exceeding 60% of the paid up capital and free reserves of the Company under section 186 of the Act	E-Voting Physical Total Valid Votes	1,058,692 88,043,370 89,102,062	1,058,692 88,043,370 89,102,062	4,218 88,001,172 88,005,390	0.00% 98.76% 98.77%	1,054,474 42,198 1,096,672	1.18% 0.05% 1.23%	0 0 0
4	Consent for delay in investment received from the Initial Public offer in the year 2007 under section 27 of the Act	E-Voting Physical Total Valid Votes	1,058,692 88,043,370 89,102,062	1,058,692 88,043,370 89,102,062	1,054,863 88,043,370 89,098,233	1.18% 98.81% 100.00%	3,829 - 3,829	0.00% 0.00% 0.00%	0 0 0
5	Adopt new set of Articles of Association of the Company under section 14 of the Act	E-Voting Physical Total Valid Votes	1,058,692 88,043,370 89,102,062	1,058,692 88,043,370 89,102,062	1,055,917 88,043,370 89,099,287	1.19% 98.81% 100.00%	2,775 - 2,775	0.00% 0.00% 0.00%	0 0 0



Kishor V Ved
Practising Company Secretary
F. C. S. No. 5411 & C. P. No. 4691
Mumbai, 30th September, 2014



AN ISO 9001 COMPANY
FIRE PROTECTION ENGINEERS
A NITIN GROUP COMPANY

NITIN FIRE PROTECTION INDUSTRIES LTD.

September 30, 2014

To,

<p>The National Stock Exchange of India Limited</p> <p>Listing Department Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051.</p> <p>Company code: NITINFIRE</p>	<p>The Bombay Stock Exchange Limited</p> <p>Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai. Fax : 91-22-22722039</p> <p>Company code: 532854</p>
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Sub.: Outcome of the Annual General Meeting of Nitin Fire Protection Industries Limited held on September 30, 2014

Scrip Code: NITINFIRE

This is to inform you that meeting of the Board of Directors of the company held on September 30, 2014 has considered and approved the following **except declaration of Dividend** as mentioned point no. 2:

1. Adopted Audited Financial Statements for the year ended 31st March, 2014 and the Reports of the Directors' and the Auditors.
2. Members have not approved declaration of Dividend on Equity Shares for the financial year ended 31st March, 2014.
3. Appointed Mr. Nitin M. Shah, Director, who retires by rotation.
4. Re-appointment of M/s. Haribhakti & Co., LLP, Chartered Accountants Mumbai (having FRN: 103523W) as Statutory Auditors of the Company.
5. Appointed of Mr. K. K. Jha as an Independent Director of the Company to hold office upto September 29, 2019.
6. Appointed of Mr. R. M. Nayak as an Independent Director of the Company to hold office upto September 29, 2019.
7. Appointed of Mr. S. K. Dheri as an Independent Director of the Company to hold office upto September 29, 2019.
8. Appointed of Mr. Rahul N. Shah as Director of the Company.
9. Appointed of Mr. Rahul N. Shah as the Whole-time Director of the Company for a period of 3 years and fixed his remuneration.
10. Appointed of Mr. Kunal N. Shah as Director of the Company.
11. Appointed of Mr. Kunal N. Shah as the Whole-time Director of the Company for a period of 3 years and fixed his remuneration.
12. Issue of further shares by the Company.
13. Approved remuneration of the Cost Auditors for financial year ending March 31, 2015.
14. Approved Related Party Transactions with Eurotech Cylinders Private Limited.
15. entering into Related Party Transactions with New Age LLC, UAE, Step-down subsidiary
16. Approved Related Party Transactions with Mr. Nitin M. Shah, Director of the Company.
17. Approved Related Party Transactions with Nitin Global Pte. Ltd, Singapore.
18. Approved Related Party Transactions with Nitin Ventures LLC, UAE.
19. Approved Related Party Transactions with Mrs. Saroj N. Shah.
20. Approved Related Party Transactions with Worthington Nitin Cylinders Private Limited.
21. Approved Related Party Transactions with Firetec Systems Limited.

Following resolutions were passed through postal ballot:

1. Grant of authority to borrow funds for the business of the Company.
2. Accord consent of the members for delay in investment made from monies received under the Initial Public Offer in the year 2007.

Headquarters : 501, Delta, Technology Street, Hiranandani Gardens, Powai, Mumbai - 400 076. India.
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AN ISO 9001 COMPANY
FIRE PROTECTION ENGINEERS
A NITIN GROUP COMPANY


NITIN FIRE PROTECTION INDUSTRIES LTD.

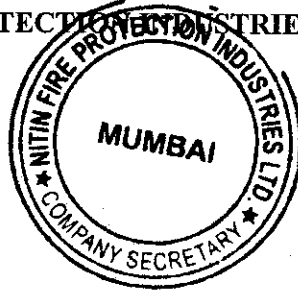
3. Approved to Give Loan or guarantee or providing security exceeding 60% of the paid-up share capital, frees reserves & share premium account of the Company.
4. Approved creation of charges on the assets of the Company.
5. Adopted of new set of Articles of Association of the Company.

Please take the above information on your record and acknowledge the same.

Thanking you

For NITIN FIRE PROTECTION INDUSTRIES LTD.


Abhishek Shrivastava
Company Secretary
ACS 19703



CS Kishor V. Ved

B.Com., F.C.S.

Practising Company Secretary

Flat No. 102, 1st Floor,
Nageshwar Krupa,
Ratan Bhuvan No. 2 CHSL,
Garden Lane, Ghatkopar (West),
Mumbai - 400 086.
Cell : 90040 00831
E-mail : vedkishor1@rediffmail.com
kishore.ved@gmail.com

**SCRUTINIZER REPORT FOR E-VOTING & PHYSICAL ASSENT / DISSENT FORM
FOR VOTING AT THE 19TH AGM OF
NITIN FIRE PROTECTION INDUSTRIES LIMITED**

To,
The Chairman of the 19th Annual General Meeting (AGM) of the Shareholders of
Nitin Fire Protection Industries Limited (the Company)
Held on 30th September, 2014 at 3.00 p.m. at
Centre for Excellence in Telecom Technology and Management (CETTM)
Conference Hall, Technology Street, Hiranandani Gardens,
Powai, Mumbai – 400 076

**Sub: Passing of Resolutions through Electronic means at the 19th AGM of Nitin Fire
Protection Industries Limited held on September 30, 2014**

I, Kishor V. Ved, a Company Secretary in Practice, was appointed as Scrutinizer by the Board of Directors of Nitin Fire Protection Industries Limited (NFPIL) at their meeting held on May 17, 2014 for the E-voting process between Monday, the September 22, 2014 from 8.00 a.m to ends on Monday, September 29, 2014 till 6.00 p.m. The 19th Annual General Meeting (AGM) of the Shareholders of the Company was held on September 30, 2014.

The Management of Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to E-voting on the resolutions contained in the Notice of 19th AGM of the Shareholders of the Company. My responsibility as a Scrutinizer for the e-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 19th AGM held on September 30, 2014. 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 21 of the business (both Ordinary and Special businesses) sought to be transacted in the 19th AGM of the Company, which is scheduled to be held on Tuesday, September 30, 2014. 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 Bank and also its Service Provider to facilitate their 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 Shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.



The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was Tuesday, September 23, 2014. As prescribed in the aforesaid Rules, the e-Voting facility was kept open from Monday, September 22, 2014 from 8.00 a.m to ends on Monday, September 29, 2014 till 6.00 p.m.

As prescribed in clause (v) of sub rule 3 of the Rule 20, the Company also released an advertisement, which was published more than 5 days in advance from the date of beginning of the voting period in English in Free Press Journal newspaper dated September 2, 2014 and in Marathi in Navshakti newspaper dated September 2, 2014. The notice published in the newspaper 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 September 30, 2014 in the presence of in the presence of Mr. Shabbir K. Dholkawala and Mr. Ankit V. Mota who acted as the witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20.

The result of the E-voting together with that of the Physical Forms is as under:

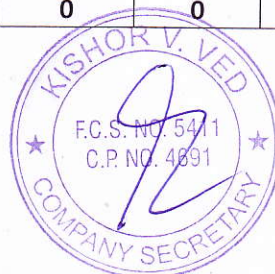
Number of shareholders who cast their votes through E-voting	Total number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolution (s) mentioned hereunder)
14	10,54,652	Various as mentioned under each of the Resolution.

Number of shareholders who cast their votes through Physical Mode at the AGM	Total number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolution (s) mentioned hereunder)
24	11,46,48,111	Various as mentioned under each of the Resolution.
Total (E-voting plus Physical)	11,57,02,763	

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

Adoption of the Annual Accounts for the year ended March 31, 2014, together with Reports of Directors' and Auditors' thereon

Mode of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	1054652	100	0	0	0	0
Physical Form	114648111	100	0	0	0	0
Total	115702763	100	0	0	0	0



(2) AS AN ORDINARY RESOLUTION- ITEM NO 2 - NOT PASSED

Declaration of Dividend on Equity Shares for the financial year ended March 31, 2014

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	1054652	100	0	0	0	0
Physical Form	43663	1	3598801	99	0	0
Total	1098315	23.38	3598801	76.62	0	0

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

Appointment of Mr. Nitin M. Shah (DIN: 00073232), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	1054502	99.99	150	0.01	0	0
Physical Form	3642464	100	0	0	0	0
Total	4696966	100	150	0	0	0

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

Appointment of M/s Haribhakti & Co. LLP, Chartered Accountants (Registration No. 103523W) as Statutory Auditors of the Company

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	1054652	100	0	0	0	0
Physical Form	114648111	100	0	0	0	0
Total	115702763	100	0	0	0	0



(5) AS A SPECIAL RESOLUTION- ITEM NO 5 - PASSED WITH THE REQUISITE MAJORITY

Appointment of Mr. K.K. Jha as an Independent Director of the Company to hold office as such upto September 29, 2019

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	1054150	100	0	0	0	0
Physical Form	114648111	100	0	0	0	0
Total	115702261	100	0	0	0	0

(6) AS A SPECIAL RESOLUTION- ITEM NO 6 - PASSED WITH THE REQUISITE MAJORITY

Appointment of Mr. R. M. Nayak as an Independent Director of the Company to hold office as such upto September 29, 2019

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	1054002	99.99	150	0.01	0	0
Poll	114648111	100	0	0	0	0
Total	115702113	100	150	0	0	0

(7) AS A SPECIAL RESOLUTION- ITEM NO 7 - PASSED WITH THE REQUISITE MAJORITY

Appointment of Mr. S. K. Dheri as an Independent Director of the Company to hold office as such upto September 29, 2019

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	1054152	100	0	0	0	0
Physical Form	114648111	100	0	0	0	0
Total	115702263	100	0	0	0	0



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

Appointment of Mr. Rahul N. Shah as a Director of the Company

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	2507	0.24	1051645	99.76	0	0
Physical Form	3600266	98.84	42198	1.16	0	0
Total	3602773	76.71	1093843	23.29	0	0

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

Appointment of Mr. Rahul N. Shah as the Whole time Director of the Company for a period of 3 years and fix his remuneration

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	2507	0.24	1051645	99.76	0	0
Physical Form	3600266	98.84	42198	1.16	0	0
Total	3602773	76.71	1093843	23.29	0	0

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

Appointment of Mr. Kunal N. Shah as the Director of the Company

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	3007	0.29	1051645	99.71	0	0
Poll	3600266	98.84	42198	1.16	0	0
Total	3603273	76.71	1093843	23.29	0	0



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

Appointment of Mr. Kunal N. Shah as the Whole time Director of the Company for a period,of 3 years and fix his remuneration

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	3007	0.29	1051645	99.71	0	0
Physical Form	3600266	98.84	42198	1.16	0	0
Total	3603273	76.71	1093843	23.29	0	0

(12) AS A SPECIAL RESOLUTION - ITEM NO 12 - PASSED WITH THE REQUISITE MAJORITY

Consideration of the Issue of further shares by the Company

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	3157	0.30	1051495	99.70	0	0
Physical Form	114605913	99.96	42198	0.04	0	0
Total	114609070	99.05	1093693	0.95	0	0

(13) AS A ORDINARY RESOLUTION - ITEM NO 13 - PASSED WITH THE REQUISITE MAJORITY

Approval of remuneration of the Cost Auditors for financial year ending March 31, 2015

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	1054652	100	0	0	0	0
Physical Form	114648111	100	0	0	0	0
Total	115702763	100	0	0	0	0



(14) AS A SPECIAL RESOLUTION - ITEM NO 14 - PASSED WITH THE REQUISITE MAJORITY

Approval of entering into Related Party Transactions with Eurotech Cylinders Private Limited

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	1054652	100	0	0	0	0
Physical Form	3642464	100	0	0	0	0
Total	4697116	100	0	0	0	0

(15) AS A SPECIAL RESOLUTION - ITEM NO 15 - PASSED WITH THE REQUISITE MAJORITY

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

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	1054652	100	0	0	0	0
Physical Form	3642464	100	0	0	0	0
Total	4697116	100	0	0	0	0

(16) AS A SPECIAL RESOLUTION - ITEM NO 16 - PASSED WITH THE REQUISITE MAJORITY

Approval of entering into Related Party Transactions with Mr. Nitin M. Shah, Director of the Company

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	3007	0.29	1051645	99.71	0	0
Physical Form	3600266	98.84	42198	1.16	0	0
Total	3603273	76.71	1093843	23.29	0	0



(17) AS A SPECIAL RESOLUTION - ITEM NO 17 - PASSED WITH THE REQUISITE MAJORITY

Approval of entering into Related Party Transactions with Nitin Global Pte. Ltd., Singapore

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	1054652	100	0	0	0	0
Poll	3642464	100	0	0	0	0
Total	4697116	100	0	0	0	0

(18) AS A SPECIAL RESOLUTION - ITEM NO 18 - PASSED WITH THE REQUISITE MAJORITY

Approval of entering into Related Party Transactions with Nitin Ventures LLC, UAE

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	1054652	100	0	0	0	0
Physical Form	3642464	100	0	0	0	0
Total	4697116	100	0	0	0	0

(19) AS A SPECIAL RESOLUTION - ITEM NO 19 - PASSED WITH THE REQUISITE MAJORITY

Approval of entering into Related Party Transactions with Mrs. Saroj N. Shah

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	2507	0.24	1051645	99.76	0	0
Physical Form	3600266	98.84	42198	1.16	0	0
Total	3602773	76.71	1093843	23.29	0	0



(20) AS A SPECIAL RESOLUTION - ITEM NO 20 - PASSED WITH THE REQUISITE MAJORITY

Approval of entering into Related Party Transactions with Worthington Nitin Cylinders Private Limited

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	1054652	100	0	0	0	0
Poll	3642464	100	0	0	0	0
Total	4697116	100	0	0	0	0

(21) AS A SPECIAL RESOLUTION - ITEM NO 21 - PASSED WITH THE REQUISITE MAJORITY

Approval of entering into Related Party Transactions with Firetec Systems Limited

Particulars of Business	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	1054652	100	0	0	0	0
Physical Form	3642464	100	0	0	0	0
Total	4697116	100	0	0	0	0

All the Resolutions No. 1 to 21 (both inclusive) stands passed under E-voting and Physical Form with the requisite majority Except Ordinary Resolution No. 2 (Declaration of Dividend of Rs. 0.20).

Ordinary Resolution No. 2 is declared as NOT PASSED since votes cast in favour is 10,98,315 (23.38%) and votes cast against is 35,98,801 (76.62%).

Total No. of Invalid Votes (Physical Form) at 19th AGM is 9 (Nine).



Kishor V. Ved, Practising Company Secretary

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and physically in respect of the votes cast through e-Voting and physical mode by the shareholders of the Company. I shall be arranging to hand over these records to you or Mr. Abhishek Shrivastava, Company Secretary of the Company as authorized by you.

Thanking You,

Yours Faithfully,

Kishor V. Ved

(Kishor V. Ved)
Practising Company Secretary
F.C.S. No. 5411 & C.P. No. 4691
Mumbai, 30th September, 2014



[Handwritten signature]

Witness No. 1. Mr. Shabbir Dholkawala

[Handwritten signature]

Witness No. 2. Mr. Ankit Mota

**SCRUTINIZER REPORT FOR POSTAL BALLOT VOTING PROCESS AT THE 19TH
AGM OF NITIN FIRE PROTECTION INDUSTRIES LIMITED**

To,

**The Chairman of the 19th Annual General Meeting (AGM) of the Shareholders of
Nitin Fire Protection Industries Limited (the Company)**

Held on 30th September, 2014 at 3.00 p.m. at

Centre for Excellence in Telecom Technology and Management (CETTM)

Conference Hall, Technology Street, Hiranandani Gardens,

Powai, Mumbai – 400 076

Dear Sir,

Sub. : Passing of Resolutions through Postal Ballot Voting process

Ref. : Nitin Fire Protection Industries Limited - Paid-up Equity Capital – Rs.43,84,12,222/-

1. The Board of Directors of the Company by means of the resolution dated May 17, 2014, has appointed me as Scrutinizer for conducting the postal ballot voting process.
2. I submit my report as under:
 - 2.1 a) in physical mode along with the Postal Ballot Form and a self-addressed pre-paid Business Reply Envelope, those shareholders, whose e-mail ID is not registered with the Company; and

b) in electronic form e through Central Depository Services Limited (CDSL) along with the details of User ID and Password to the members, whose e-mail ID is registered with the Company.
 - 2.2 Particulars of all the postal ballots received from the Members have been entered in a Register separately maintained for the purpose.
 - 2.3 The postal ballots forms were kept under safe custody in sealed and tamper proof ballot box before commencing.
 - 2.4 The ballot box was opened in the presence of witnesses' viz. Mr. Shabbir Dholkawla and Mr. Ankit Mota.
 - 2.5 The postal ballots, including e-voting were duly opened/accessed in my presence and scrutinized and the shareholding were matched/confirmed with the Register of Members/list of beneficiaries of the Company as on September 30, 2014.



Kishor V. Ved, Practising Company Secretary

- 2.6 All postal ballot forms received upto the close of working hours upto 6:00 p.m. on September 29, 2014, being the last date and time fixed by the company for receipt of the forms were considered for scrutiny.
- 2.7 Envelopes containing postal ballot forms received after close of working hours on September 29, 2014 were not considered for scrutiny. Envelopes containing postal ballot received after close of working hours on September 29, 2014, treated as if the reply from such shareholder(s) has not been received as per the instruction on Page No. 3 in the postal ballot form.
- 2.8 a. Postal ballot with the defects as mentioned in the instruction in the postal ballot form were rejected and not considered.
- b. Shareholder's who have cast votes for more shares than actual holding has been considered as invalid.
3. A summary of the postal ballots received for Special Resolutions No. 1 to 5 is annexed with this report as Annexure "A".

I shall hand over the postal ballot forms and other related papers/registers and records for the safe custody to you or Mr. Abhishek Shrivastava, Company Secretary of the Company, once the Chairman considers, approves and sign the minutes of the Meeting

You may accordingly declare the result of the voting by Postal Ballot.

Thanking you.

Yours faithfully,
Kishor V. Ved



Kishor V. Ved
Practising Company Secretary
F. C. S. No. 5411 & C. P. No. 4691
Mumbai, 30th September, 2014

Witness No. 1. Mr. Shabbir Dholkawala

[Signature]

Witness No. 2. Mr. Ankit Mota

[Signature]

Annexure "A" : Summary of the postal ballots received by Nitin Fire Protection Industries Limited for Special Resolutions No. 1 to 5 are as under :

Special Resolution No.	Particulars of Resolutions	Mode	Total Votes	Total Valid Votes	Favour		Against		Invalid
					No. of Votes	% of total Valid Votes	No. of Votes	% of total Valid Votes	
1	2	3	4	5	6	7	8	9	10
1	Creation of Charge on the assets of the Company under section 180(1)(a) of the Companies Act, 2013 ("the Act")	E-Voting Physical Total Valid Votes	1,058,692 88,043,370 89,102,062	1,058,692 88,043,370 89,102,062	1,055,717 88,043,370 89,099,087	1.18% 98.81% 100.00%	2,975 - 2,975	0.00% 0.00% 0.00%	0 0 0
2	Authority to borrow funds under section 180(1)(c) of the Act.	E-Voting Physical Total Valid Votes	1,058,692 88,043,370 89,102,062	1,058,692 88,043,370 89,102,062	1,055,717 88,043,370 89,099,087	1.18% 98.81% 100.00%	2,975 - 2,975	0.00% 0.00% 0.00%	0 0 0
3	Give loan or guarantee or provide security exceeding 60% of the paid up capital and free reserves of the Company under section 186 of the Act	E-Voting Physical Total Valid Votes	1,058,692 88,043,370 89,102,062	1,058,692 88,043,370 89,102,062	4,218 88,001,172 88,005,390	0.00% 98.76% 98.77%	1,054,474 42,198 1,096,672	1.18% 0.05% 1.23%	0 0 0
4	Consent for delay in investment received from the Initial Public offer in the year 2007 under section 27 of the Act	E-Voting Physical Total Valid Votes	1,058,692 88,043,370 89,102,062	1,058,692 88,043,370 89,102,062	1,054,863 88,043,370 89,098,233	1.18% 98.81% 100.00%	3,829 - 3,829	0.00% 0.00% 0.00%	0 0 0
5	Adopt new set of Articles of Association of the Company under section 14 of the Act	E-Voting Physical Total Valid Votes	1,058,692 88,043,370 89,102,062	1,058,692 88,043,370 89,102,062	1,055,917 88,043,370 89,099,287	1.19% 98.81% 100.00%	2,775 - 2,775	0.00% 0.00% 0.00%	0 0 0



Kishor V Ved
Practising Company Secretary
F. C. S. No. 5411 & C. P. No. 4691
Mumbai, 30th September, 2014