NITIN FIRE PROTECTION INDUSTRIES LTD.

Date: September 29, 2017

To, General Manager, Listing Operation, BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001. **Security Code: 532854**	To, Listing Department National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block. Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 **Symbol: NITINFIRE**

Dear Sir,

Sub.: Regulation Numbers 30 & 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") – Proceedings and voting results of the 22nd Annual General Meeting of the Company

Pursuant to Regulation 30 of Listing Regulations, we enclose herewith the summary of proceedings of the 22nd Annual General Meeting ("AGM") of the Company held on Friday, September 29, 2017 at 1415 hours at "Rangaswar", 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jagannathrao Bhosle Marg, Nariman Point, Mumbai – 400 021. The meeting was concluded at 1500 hours.

Further, pursuant to Regulation 44(3) of the Listing Regulations, we enclose herewith the voting results of business transacted at the 22nd AGM in the format prescribed under the Listing Regulations.

We also enclose the consolidated report of the scrutinizer on the remote e-voting and voting through Ballot/Polling paper at the AGM.

Kindly acknowledge receipt.

Thanking you,
Yours faithfully,
For Nitin Fire Protection Industries Limited

Sraban Kumar Karan
Company Secretary

Encl.: As stated above

Nitin Fire Protection Industries Limited
Regd. Office w.e.f. 1st April, 2016:
Office No. 801 & 802, C-Wing,
Neelkanth Business Park, Kirol Road,
Vidhyavihar (W), Mumbai - 400086.
Tel. : 022-40457000; Fax : 022-25701110

SUMMARY OF PROCEEDINGS OF THE 22ND ANNUAL GENERAL MEETING ("AGM")

The 22nd AGM of Nitin Fire Protection Industries Limited ("Company") was held on Friday, September 29, 2017 at 1415 hours at "Rangaswar", 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jagannathrao Bhosle Marg, Nariman Point, Mumbai – 400 021.

Mr. Atul Mehta Chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. All the directors except Mrs. Padmaja Nair attended the meeting. The notice convening AGM along with explanatory statement was taken as read. The Chairman delivered his speech to the shareholders.

The Chairman informed the members that the facility of remote e-voting was made available and the facility of voting through Ballot/Polling paper had been provided at the AGM venue to those members who did not caste their votes through remote e-voting.

The Chairman also informed that Mr. Kishor Ved, Practicing Company secretary was appointed as Scrutinizer for scrutinizing the remote e-voing process and voting through Ballot/Polling paper at the AGM in a fair and transparent manner.

The following items as set out in the Notice convening 22nd AGM were transacted at the Meeting:

Sr. No.	Details of the Items	Resolution required (Ordinary / Special)
	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, 2017 and Cash Flow Statement of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Report of the Auditors thereon.	Ordinary
2	Appointment of Mr. Kailat Hariharan Vaidyanathan (DIN – 00077323), Director, retires by rotation.	Ordinary
3	Ratification of Appointment of Statutory Auditor.	Ordinary
	Special Business	
4	To consider and appoint Mr. Rahul N. Shah (DIN - 00073226) as the Whole-time Director and fix his remuneration.	Special
5	To consider and appoint Mr. Kunal N. Shah (DIN - 00077216) as the Whole-time Director and fix his remuneration.	Special
6	Appointment of Mr. Hariharan V. Iyer (DIN - 07539227), as an Independent Director.	Ordinary
7	Appointment of Mr. Atul H. Mehta (DIN - 00112451), as an Independent Director.	Ordinary
8	To keep registers, indexes and records as required to be maintained under sections 88 and 94 of the Companies Act, 2013 in a place other than the registered office of the Company.	Special
9	To issue and allot secured/ unsecured, redeemable, cumulative/ non-cumulative, non-convertible debentures/Bonds up to ₹500 Crores or equivalent in one or more tranches/ series, through private placement.	Special

The Chairman noted the suggestions and replied the queries raised by the members. The Chairman authorized Company Secretary to carry out the process of voting. The Chairman thanked members and concluded the meeting.

The Scrutinizer's report was received on Friday September 29, 2017 and as set out therein all the said resolutions were declared passed with requisite majority.

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NITIN FIRE PROTECTION INDUSTRIES LTD

Date of the AGM/EGM	29/09/2017
Total number of shareholders on record date	37865
No. of shareholders present in the meeting either in person or through proxy:	**50**
Promoters and promoter Group:	3
Public:	47
No. of shareholders attended the meeting throught Video Conferencing:	**NOT ARRANGED**
Promoters and promoter Group:	
Public:	

Resolution 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, 2017 and Cash Flow Statement of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Report of the Auditors thereon.

Resolution required :(Ordinary / Special)	**Ordinary Resolution**
Whether promoter/promoter group are interested in the agenda/resolution ?	**No**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	178581378	171849628	96.23	171849628	0	100.00	0.00
	POLL	178581378	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	178581378	171849628	96.23	171849628	0	100.00	0.00
Public - Institutions	E-VOTING	21993033	19902	0.09	19902	0	100.00	0.00
	POLL	21993033	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	21993033	19902	0.09	19902	0	100.00	0.00
Public-Non institutions	E-VOTING	91695211	612051	0.67	612049	2	100.00	0.00
	POLL	91695211	209231	0.23	209231	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	91695211	821282	0.90	821280	2	100.00	0.00
TOTAL		292269622	172690812	59.09	172690810	2	100.00	0.00

Resolution 2 :Appointment of Mr. Kailat Hariharan Vaidyanathan (DIN – 00077323), Director, retires by rotation.

Resolution required :(Ordinary / Special)	**Ordinary Resolution**
Whether promoter/promoter group are interested in the agenda/resolution ?	**No**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	178581378	171849628	96.23	171849628	0	100.00	0.00
	POLL	178581378	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	178581378	171849628	96.23	171849628	0	100.00	0.00
Public - Institutions	E-VOTING	21993033	0	0.00	0	0	0.00	0.00
	POLL	21993033	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	21993033	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	91695211	612051	0.67	612049	2	100.00	0.00
	POLL	91695211	209231	0.23	209231	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00

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	TOTAL	91695211	821282	0.90	821280	2	100.00	0.00
TOTAL		292269622	172670910	59.08	172670908	2	100.00	0.00

Resolution 3 :Ratification of Appointment of Statutory Auditor.

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	178581378	171849628	96.23	171849628	0	100.00	0.00
	POLL	178581378	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	178581378	171849628	96.23	171849628	0	100.00	0.00
Public - Institutions	E-VOTING	21993033	19902	0.09	19902	0	100.00	0.00
	POLL	21993033	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	21993033	19902	0.09	19902	0	100.00	0.00
Public-Non Institutions	E-VOTING	91695211	612051	0.67	612049	2	100.00	0.00
	POLL	91695211	209231	0.23	209231	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	91695211	821282	0.90	821280	2	100.00	0.00
TOTAL		292269622	172690812	59.09	172690810	2	100.00	0.00

Resolution 4 :To consider and appoint Mr. Rahul N. Shah (DIN - 00073226) as the Whole-time Director and fix his remuneration.

Resolution required :(Ordinary / Special)	Special Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	178581378	0	0.00	0	0	0.00	0.00
	POLL	178581378	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	178581378	0	0.00	0	0	0.00	0.00
Public - Institutions	E-VOTING	21993033	19902	0.09	19902	0	100.00	0.00
	POLL	21993033	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	21993033	19902	0.09	19902	0	100.00	0.00
Public-Non Institutions	E-VOTING	91695211	612051	0.67	599149	12902	97.89	2.11
	POLL	91695211	209231	0.23	209231	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	91695211	821282	0.90	808380	12902	98.43	1.57
TOTAL		292269622	841184	0.29	828282	12902	98.47	1.53

Resolution 5 :To consider and appoint Mr. Kunal N. Shah (DIN - 00077216) as the Whole-time Director and fix his remuneration.

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Resolution required :(Ordinary / Special)	Special Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	178581378	0	0.00	0	0	0.00	0.00
	POLL	178581378	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	178581378	0	0.00	0	0	0.00	0.00
Public - Institutions	E-VOTING	21993033	19902	0.09	19902	0	100.00	0.00
	POLL	21993033	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	21993033	19902	0.09	19902	0	100.00	0.00
Public-Non Institutions	E-VOTING	91695211	610901	0.67	597999	12902	97.89	2.11
	POLL	91695211	209231	0.23	209231	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	91695211	820132	0.89	807230	12902	98.43	1.57
TOTAL		292269622	840034	0.29	827132	12902	98.46	1.54

Resolution 6 :Appointment of Mr. Hariharan V. Iyer (DIN - 07539227), as an Independent Director.

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	178581378	171849628	96.23	171849628	0	100.00	0.00
	POLL	178581378	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	178581378	171849628	96.23	171849628	0	100.00	0.00
Public - Institutions	E-VOTING	21993033	19902	0.09	19902	0	100.00	0.00
	POLL	21993033	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	21993033	19902	0.09	19902	0	100.00	0.00
Public-Non Institutions	E-VOTING	91695211	610901	0.67	610899	2	100.00	0.00
	POLL	91695211	209231	0.23	209231	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	91695211	820132	0.89	820130	2	100.00	0.00
TOTAL		292269622	172689662	59.09	172689660	2	100.00	0.00

Resolution 7 :Appointment of Mr. Atul Mehta (DIN - 00112451), as an Independent Director.

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled

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		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(6)/(2)]*100
Promoter & Promoter Group	E-VOTING	178581378	171849628	96.23	171849628	0	100.00	0.00
	POLL	178581378	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	178581378	171849628	96.23	171849628	0	100.00	0.00
Public - Institutions	E-VOTING	21993033	19902	0.09	19902	0	100.00	0.00
	POLL	21993033	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	21993033	19902	0.09	19902	0	100.00	0.00
Public-Non Institutions	E-VOTING	91695211	609341	0.67	596439	12902	97.88	2.12
	POLL	91695211	209231	0.23	209231	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	91695211	818572	0.89	805670	12902	98.42	1.58
TOTAL		292269622	172688102	59.09	172675200	12902	99.99	0.01

Resolution 8 :To keep registers, indexes and records as required to be maintained under sections 88 and 94 of the Companies Act, 2013 in a place other than the registered office of the Company

Resolution required :(Ordinary / Special)	Special Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	178581378	171849628	96.23	171849628	0	100.00	0.00
	POLL	178581378	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	178581378	171849628	96.23	171849628	0	100.00	0.00
Public - Institutions	E-VOTING	21993033	19902	0.09	19902	0	100.00	0.00
	POLL	21993033	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	21993033	19902	0.09	19902	0	100.00	0.00
Public-Non Institutions	E-VOTING	91695211	599151	0.65	599149	2	100.00	0.00
	POLL	91695211	209231	0.23	209231	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	91695211	808382	0.88	808380	2	100.00	0.00
TOTAL		292269622	172677912	59.08	172677910	2	100.00	0.00

Resolution 9 :To issue and allot secured/ unsecured, redeemable, cumulative/ non-cumulative, non-convertible debentures/Bonds up to Rs.500 Crores or equivalent in one or more tranches/ series, through private placement.

Resolution required :(Ordinary / Special)	Special Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	178581378	171849628	96.23	171849628	0	100.00	0.00
	POLL	178581378	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	178581378	171849628	96.23	171849628	0	100.00	0.00
Public - Institutions	E-VOTING	21993033	19902	0.09	19902	0	100.00	0.00
	POLL	21993033	0	0.00	0	0	0.00	0.00

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	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	21993033	19902	0.09	19902	0	100.00	0.00
Public-Non Institutions	E-VOTING	91695211	612051	0.67	611899	152	99.98	0.03
	POLL	91695211	209231	0.23	209231	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	91695211	821282	0.90	821130	152	99.98	0.02
TOTAL		292269622	172690812	59.09	172690660	152	100.00	0.00

NITIN FIRE PROTECTION INDUSTRIES LTD. ★ COMPANY SECRETARY ★ MUMBAI

CS Kishor V. Ved
B.Com., F.C.S.
Practicing Company Secretary

D/215, Neelkanth Business Park,
Near Vidyavihar Bus Depot,
Vidyavihar (West), Mumbai - 400 086.
Tel. (O) : +91 22 2510 0327
Cell : +91 90040 00831
E-mail : vedkishor1@rediffmail.com
kishore.ved@gmail.com

Consolidated Scrutinizer's Report
[Pursuant Section 108 of the Companies Act, 2103 and the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman of the 22nd Annual General Meeting
Nitin Fire Protection Industries Limited
held on Friday, the 29th September, 2017
at "Rangaswar", 4th Floor,
Yashwantrao Chavan Pratishthan Mumbai,
Gen. Jagannathrao Bhosle Marg,
Nariman Point, Mumbai - 400 021

29th September, 2017

Dear Sir,

Sub: Consolidated Scrutinizer's Report on passing resolutions through electronic Voting (remote e-voting) and physical ballot forms conducted and votes cast at the 22nd Annual General Meeting of Members of Nitin Fire Protection Industries Limited ("the Company") held on Friday, 29th September, 2017, at 2.15 p.m. at "Rangaswar", 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jagannathrao Bhosle Marg, Nariman Point, Mumbai - 400 021.

I, Kishor V. Ved, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of **NITIN FIRE PROTECTION INDUSTRIES LIMITED ("the Company")** for the purpose of scrutinizing:

(i) The remote e-voting under the provision of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended; and

(ii) Physical Ballot forms at the 22nd Annual General Meeting of the Members of **the Company** held on Friday, the 29th September, 2017 at 2.15 p.m. at "Rangaswar", 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jagannathrao Bhosle Marg, Nariman Point, Mumbai - 400 021.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means for the resolutions contained in the Notice to the 22nd Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means and voting at AGM is restricted to make a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services Ltd. ("CDSL"), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means and ballot forms submitted at the AGM.



The Company had appointed Bigshare Services Private Limited, the Registrar and Share Transfer Agents (RTA) of the Company, as the Service provider for extending the facility of electronic voting to the Shareholders of the Company from 25th September, 2017 (9.00 a.m.) and ends on 28th September, 2017 (5.00 p.m.) and the shareholders of the company holding shares as on the "cut-off" date of 22nd September, 2017 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The Company had also provided voting facility to the shareholders present at the 22nd AGM by physical ballot, who had not cast their votes earlier through remote e-voting facility. After reconciling the votes casted at the AGM, the e-voting results were unblocked by me on 29th September, 2017 in presence of the following, witness not being in employment of the Company:

Mr. Bhadresh C. Shah Bldg No. 29, 105, 1st Floor, Tilak Nagar CHSL, Tilak Nagar, Chembur, Mumbai	Mr. Kaushik Mehta 47/3rd Kailas Nagar, 3rd Floor, 658, J. Dadajee Road, Mumbai – 400 007

On completion of voting at the meeting, CDSL provided me with the list of members who had cast their votes, their holding details and details of votes cast on the resolutions.

Subsequently, the votes casted at the meeting and received through ballot papers were reconciled with the records maintained by CDSL.

Accordingly, the details containing, inter alia, list of Equity Shareholders, who voted "in favour", "against" and "Invalid" for each of the resolutions that were put to vote, were generated from e-voting website https://www.evotingindia.com.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from Central Depository Services Ltd. (CDSL), e-voting system.

I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the said Resolutions at 22nd AGM of the Company.

Ordinary Resolution No. 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, 2017 and Cash Flow Statement as at that date together with Schedules and notes attached thereto and the Report of the Directors' and the Report of Auditors' thereon.

MODE OF VOTING	TOTAL NO. OF SHARES			% OF TOTAL VOTING	INVALID NO. OF SHARES - PHYSICAL AT AGM INCLUDING PROXIES
	E-VOTING	PHYSICAL AT AGM	TOTAL		
IN FAVOUR	172481579	209231	172690810	100.00%	0
AGAINST	2	0	2	0	0
TOTAL	**172481581**	**209231**	**172690812**	**100.00%**	**0**

KISHOR V. VED
F.C.S. NO. 5471
C.P. NO. 4691
COMPANY SECRETARY

Based on the aforesaid result, an Ordinary Resolution No.1 of the Notice of AGM dated 1st September, 2017 has been passed by the Members through physical voting at AGM & through remote e-voting with requisite majority.

Ordinary Resolution No. 2:

Appointment of Mr. Kailat Hariharan Vaidyanathan (DIN – 00077323), Director, retires by rotation.

MODE OF VOTING	TOTAL NO. OF SHARES			% OF TOTAL VOTING	INVALID NO. OF SHARES - PHYSICAL AT AGM INCLUDING PROXIES
	E-VOTING	PHYSICAL AT AGM	TOTAL		
IN FAVOUR	172461677	209231	172670908	100.00%	0
AGAINST	2	0	2	0	0
TOTAL	**172461679**	**209231**	**172670910**	**100.00%**	**0**

Based on the aforesaid result, an Ordinary Resolution No.2 of the Notice of AGM dated 1st September, 2017 has been passed by the Members through physical voting at AGM & through remote e-voting with requisite majority.

Ordinary Resolution No. 3:

Ratification of Appointment of Statutory Auditor.

MODE OF VOTING	TOTAL NO. OF SHARES			% OF TOTAL VOTING	INVALID NO. OF SHARES - PHYSICAL AT AGM INCLUDING PROXIES
	E-VOTING	PHYSICAL AT AGM	TOTAL		
IN FAVOUR	172481579	209231	172690810	100.00%	0
AGAINST	2	0	2	0	0
TOTAL	**172481581**	**209231**	**172690812**	**100.00%**	**0**

Based on the aforesaid result, an Ordinary Resolution No.3 of the Notice of AGM dated 1st September, 2017 has been passed by the Members through physical voting at AGM & through remote e-voting with requisite majority.

KISHOR V. VED
F.C.S. NO. 5411
C.P. NO. 4691
COMPANY SECRETARY

Special Resolution No. 4:

To consider and appoint Mr. Rahul N. Shah (DIN - 00073226) as the Whole-time Director and fix his remuneration.

MODE OF VOTING	TOTAL NO. OF SHARES			% OF TOTAL VOTING	INVALID NO. OF SHARES - PHYSICAL AT AGM INCLUDING PROXIES
	E-VOTING	PHYSICAL AT AGM	TOTAL		
IN FAVOUR	619051	209231	828282	98.47%	0
AGAINST	12902	0	12902	1.53%	0
TOTAL	**631953**	**209231**	**841184**	**100.00%**	**0**

Based on the aforesaid result, a Special Resolution No.4 of the Notice of AGM dated 1st September, 2017 has been passed by the Members through physical voting at AGM & through remote e-voting with requisite majority.

However, the following be noted in respect of Special Resolution No. 4 & the below mentioned Special Resolution No. 5:

Mr. Rahul N. Shah (DIN – 00073226) and Mr. Kunal N. Shah (DIN – 00077216), Directors of the Company are also Directors of Innova Finance Corporation Private Limited (**"Innova"**).

The name of **"Innova"** was strike off by the Registrar of Companies ("the ROC"), Mumbai, vide their Notice No. ROC/CLR/164(2)(a)/2017/3 dated 07.09.2017 and the ROC has included names of Mr. Rahul N. Shah (DIN – 00073226) and Mr. Kunal N. Shah (DIN – 00077216) who are Directors of **Innova** in the list of Directors declared as disqualified under Section 164(2)(a) of the Companies Act, 2013.

Special Resolution No. 5:

To consider and appoint Mr. Kunal N. Shah (DIN - 00077216) as the Whole-time Director and fix his remuneration.

MODE OF VOTING	TOTAL NO. OF SHARES			% OF TOTAL VOTING	INVALID NO. OF SHARES - PHYSICAL AT AGM INCLUDING PROXIES
	E-VOTING	PHYSICAL AT AGM	TOTAL		
IN FAVOUR	617901	209231	827132	98.46%	0
AGAINST	12902	0	12902	1.54%	0
TOTAL	**630803**	**209231**	**840034**	**100.00%**	**0**

KISHOR V. VED
F.C.S. NO. 5411
C.P. NO. 4691
COMPANY SECRETARY

Based on the aforesaid result, a Special Resolution No.5 of the Notice of AGM dated 1st September, 2017 has been passed by the Members through physical voting at AGM & through remote e-voting with requisite majority.

Ordinary Resolution No. 6:

Appointment of Mr. Hariharan V. Iyer (DIN - 07539227), as an Independent Director.

MODE OF VOTING	TOTAL NO. OF SHARES			% OF TOTAL VOTING	INVALID NO. OF SHARES - PHYSICAL AT AGM INCLUDING PROXIES
	E-VOTING	PHYSICAL AT AGM	TOTAL		
IN FAVOUR	172480429	209231	172689660	100.00%	0
AGAINST	2	0	2	0	0
TOTAL	**172480431**	**209231**	**172689662**	**100.00%**	**0**

Based on the aforesaid result, a Special Resolution No.6 of the Notice of AGM dated 1st September, 2017 has been passed by the Members through physical voting at AGM & through remote e-voting with requisite majority.

Ordinary Resolution No. 7:

Appointment of Mr. Atul Mehta (DIN - 00112451), as an Independent Director.

MODE OF VOTING	TOTAL NO. OF SHARES			% OF TOTAL VOTING	INVALID NO. OF SHARES - PHYSICAL AT AGM INCLUDING PROXIES
	E-VOTING	PHYSICAL AT AGM	TOTAL		
IN FAVOUR	172465969	209231	172675200	99.99%	0
AGAINST	12902	0	12902	0.01%	0
TOTAL	**172478871**	**209231**	**172688102**	**100.00%**	**0**

Based on the aforesaid result, a Special Resolution No.7 of the Notice of AGM dated 1st September, 2017 has been passed by the Members through physical voting at AGM & through remote e-voting with requisite majority.



Special Resolution No. 8:

To keep registers, indexes and records as required to be maintained under sections 88 and 94 of the Companies Act, 2013 in a place other than the registered office of the Company.

MODE OF VOTING	TOTAL NO. OF SHARES			% OF TOTAL VOTING	INVALID NO. OF SHARES - PHYSICAL AT AGM INCLUDING PROXIES
	E-VOTING	PHYSICAL AT AGM	TOTAL		
IN FAVOUR	172468679	209231	172677910	100.00%	0
AGAINST	2	0	2	0	0
TOTAL	**172468681**	**209231**	**172677912**	**100.00%**	**0**

Based on the aforesaid result, a Special Resolution No.8 of the Notice of AGM dated 1st September, 2017 has been passed by the Members through physical voting at AGM & through remote e-voting with requisite majority.

Special Resolution No. 9:

To issue and allot secured/ unsecured, redeemable, cumulative/ non-cumulative, non-convertible debentures/Bonds up to ₹500 Crores or equivalent in one or more tranches/ series, through private placement.

MODE OF VOTING	TOTAL NO. OF SHARES			% OF TOTAL VOTING	INVALID NO. OF SHARES - PHYSICAL AT AGM INCLUDING PROXIES
	E-VOTING	PHYSICAL AT AGM	TOTAL		
IN FAVOUR	172481429	209231	172690660	100.00%	0
AGAINST	152	0	152	0	0
TOTAL	**172481581**	**209231**	**172690812**	**100.00%**	**0**

Based on the aforesaid result, a Special Resolution No.9 of the Notice of AGM dated 1st September, 2017 has been passed by the Members through physical voting at AGM & through remote e-voting with requisite majority.

KISHOR V. VED
F.C.S. NO. 5411
C.P. NO. 4691
COMPANY SECRETARY

In terms of AGM notice dated 1st September, 2017, the members who had already voted through remote e-voting were not entitled through physical voting at AGM. As such, votes, if any, cast by the Members through physical voting at AGM who had already voted at remote e-voting were treated as invalid.

The electronic data and all other relevant records to the voting are under my safe custody and will be handed over to Mr. Atul Mehta, Director of the Company for preserving safely after the Chairman considers, approves and signs the minutes of the 22nd AGM.

Thanking you,

Yours truly,

KISHOR V. VED
F.C.S. NO. 5411
C.P. NO. 4691
COMPANY SECRETARY

Kishor V. Ved
Practicing Company Secretary
F.C.S. No. 5411 & C.O.P. NO. 4691

Mumbai, 29th September, 2017

Countersigned by –
For Nitin Fire Protection Industries Limited

ATUL MEHTA
C.P. No.
COMPANY SECRETARY

Atul Mehta
Non-Executive Independent Director
& Chairman of 22nd AGM
(DIN – 00112451)
Mumbai, 29th September, 2017