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

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SCRUTINIZER REPORT FOR E-VOTING & PHYSCIAL 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.

KISHOR V. VED
F.C.S. NO. 3411
C.P. NO. 4691
COMPANY SECRETARY

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**

KISHOR V. VED ★ F.C.S. NO. 5411 C.P. NO. 4891 ★ COMPANY SECRETARY

(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**

KISHOR V. VED
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C.P. NO. 4691
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(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**

KISHOR V. VED
F.C.S. NO. 5417
C.P. NO. 4691
COMPANY SECRETARY

(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 nto 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).



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
F.C.S. NO. 5411
C.P. NO. 4691
COMPANY SECRETARY

(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

Witness No. 2. Mr. Ankit Mota