

NATIONAL FITTINGS LIMITED

Registered Office: 112, Madhapur Road, Kaniyur Village,
Karumathampatti (via), Coimbatore - 641 659

CIN No. : L29199TZ1993PLC008034 Tel : +91 99432 93000 / 99439 93001

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

To: **The Members,**

NOTICE is hereby given to the shareholders of National Fittings Limited (“the Company”) pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and pursuant to other applicable laws and regulations, read with Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India, that the Resolutions as set out hereunder are proposed to be passed by the shareholders as Special Resolutions through Postal Ballot and Remote Electronic Voting (“e-voting”).

The Explanatory Statement, pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the proposed Resolutions setting out the material facts concerning each Resolutions are annexed hereto.

SPECIAL BUSINESS:

1. Re-appointment of Mr Chenniappan Selvakumar as Independent Director

To consider and if thought fit to pass with or without modification, the following resolution as a special resolution:

“RESOLVED that Mr Chenniappan Selvakumar (DIN No: 01777983), be and hereby re-appointed as an Independent Director of the Company under the Category of Non-Executive Independent Director not liable to retire by rotation to hold office for a term of five consecutive years up to 12.12.2027.

2. Appointment of Mrs Susheela Balakrishnan as Independent Director

To consider and if thought fit to pass with or without modification, the following resolution as a special resolution:

“RESOLVED that Mrs Susheela Balakrishnan (DIN No: 07140637), be and hereby is appointed as Director of the Company under the Category of Non-Executive Independent Director not liable to retire by rotation to hold office for a term of five consecutive years up to 09.02.2028.”

/ By order of the Board /

Place : Coimbatore

Date : 10.02.2023

For NATIONAL FITTINGS LIMITED

Sd/- A.V. Palaniswamy

DIN No. 01817391

Managing Director

Notes:

1. The Postal Ballot Notice is issued as per the Ministry of Corporate Affairs, Government of India (the “MCA”) guidelines, in terms of the General Circular No.14/2020 dated 08.04.2020; General Circular No. 17/2020 dated 13.04.2020; General Circular No. 22/2020 dated 15.06.2020; General Circular No. 33/2020 dated 28.09.2020; General Circular No. 39/2020 dated 31.12.2020; General Circular No 10/2021 dated 23.06.2021; General Circular No. 20/2021 dated 08.12.2021; General Circular No. 3/2022 dated 05.05.2022 and General Circular No. 10/2022 and 11/2022 dated 28.12.2022 (the “MCA Circulars”). In line with these circulars, the company will send Postal Ballot Notice by email only to all its shareholders who have registered their email addresses with the Company’s Registrar and Share Transfer Agents (in case of physical shareholding) or Depository Participants (in case of electronic shareholding) and the communication of assent / dissent of the members will only take place through the remote electronic voting system. In addition, this Notice is also displayed on the Company’s website www.nationalfitting.com and on the website of the NSDL www.evoting.nsdl.com.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the Resolution(s) is annexed herewith.
3. This Notice is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners received from the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on February 24, 2023 (Cut-off date).

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer E-voting facility to its Members, to enable them to cast their votes electronically. The Company has appointed National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “Remote e-voting”). The instructions for e-voting are annexed to this Notice.

4. Members whose names appear on the Register of Members / List of Beneficial Owners as on February 24, 2023 (Cut-off date) will alone be entitled for the e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
5. Resolution passed by the Members through Remote electronic voting (e-voting) shall be deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. Members are advised to read carefully the voting process and instructions appended here under before casting their vote.
7. The remote e-voting shall commence on Sunday, March 05, 2023, at 9:00 a.m. (IST) and shall end on Tuesday, April 04, 2023, at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. The vote in this Postal Ballot remote electronic voting system cannot be exercised through proxy.
8. The Board of Directors have appointed Mr B Krishnamoorthy, Chartered Accountant (Membership No. 20439) as Scrutiniser for conducting the Postal Ballot Voting through the remote electronic voting system, in a fair and transparent manner.
9. The Scrutiniser will unblock the votes on April 04, 2023 at 05.00 PM in the presence of at least two witnesses not in the employment of the Company.
10. The Scrutiniser will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced by the Chairman or any other Officer of the Company duly authorised by Chairman, on April 05, 2023 at 04:00 PM at the Registered Office of the Company at S F No: 112, Madhapur Road, Kaniyur Village, Karumathampatti (via), Coimbatore - 641659. The results of the e-voting by Postal Ballot will be posted on the website of the Company www.nationalfitting.com and the results will be intimated to BSE Ltd where the shares of the Company are listed.

Additionally, the results of the voting by Postal Ballot will be posted on the website of NSDL at www.evoting.nsdl.com. The decision of the Scrutiniser on the validity of Postal Ballot Forms and any other related matters shall be final.

11. The date of declaration of the Postal Ballot results will be taken to be the date of passing the Resolutions.
12. All documents referred to in the Notice and the Statement referred to under Section 102(1) of the Companies Act, 2013 are open for inspection at the Registered Office of the Company at S F No: 112, Madhapur Road, Kaniyur Village, Karumathampatti (via), Coimbatore - 641659 during office hours on all working days between 09.30 AM and 05.30 PM.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 1 & 2 of the accompanying Notice:

In terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment/re-appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of those appointments, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

Item No. 1: Re-appointment Mr Chenniappan Selvakumar as Independent Director

The first term of Mr. Chenniappan Selvakumar as Non-executive Independent Director was ended on 13.12.2022 and he was re-appointed by the Board of Directors at the meeting held on 10.02.2023 after doing performance evaluation as provided in Schedule IV of the Companies Act, 2013.

As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder, an Independent Director can be re-appointed for a second term of maximum 5 (five) years by obtaining approval of the shareholders by a way of special resolution.

Mr. Chenniappan Selvakumar has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act 2013

The Board of Directors and Nomination & Remuneration Committee are of the opinion that considering the experience, knowledge and the possession of relevant expertise by Mr. Chenniappan Selvakumar his continued association would be of immense benefit to the Board.

Mr Chenniappan Selvakumar fulfils the specified conditions of independence specified in Act and he is independent of the management. He is also not related to any other Director of the Company.

It is therefore proposed to re-appoint Mr Chenniappan Selvakumar, as Non-Executive Independent Director on the Board of the Company for a term of five consecutive years up to 12.12.2027 and a brief profile of him is also provided at the end of this notice.

Except Mr Chenniappan Selvakumar none of the Directors or Key Management Personnel of the Company and their relatives has any interest, financially or otherwise, in the proposed resolution.

Your Board recommends that his re-appointment be confirmed by the members of the Company

Item No 2: Appointment of Director, Mrs Susheela Balakrishnan

Mrs Susheela Balakrishnan was appointed as an Additional Director of the Company under the category of Non-Executive Independent Director, not liable to retire by rotation, by the Board of Directors at the meeting held on 10.02.2023 on the recommendation of Nomination & Remuneration Committee for a period of five years

with effect from 10.02.2023 to 09.02.2028 subject to the approval of members.

The Company has, in terms of Section 160 of the Companies Act, 2013 received a notice in writing from a member proposing her candidature for the office of Director.

It is proposed to appoint her as Director of the Company under the Category of Non-Executive Independent Director not liable to retire by rotation.

Mrs Susheela Balakrishnan is a Fellow Member of the Institute of Chartered Accountants of India (FCA) in practice and having 37 years of experience in the fields of audit, finance, projects, mergers and acquisitions. She is presently a partner in the audit firm Susheela Balakrishnan Associates, Coimbatore.

Mrs Susheela Balakrishnan is not related to any other Director of the Company. The relevant particulars concerning Mrs Susheela Balakrishnan as required are set out in the statement attached to the Notice.

Except Mrs Susheela Balakrishnan none of the Directors of the Company or Key Managerial Personnel and their relatives have any interest, financially or otherwise, in the proposed resolution.

Your Board recommends that her appointment be confirmed by the members of the Company.

Details of Director seeking appointment / re-appointment

Name of the Director	Mr. Chenniappan Selvakumar	Mrs. Susheela Balakrishnan
Date of Birth	04.12.1974	20.05.1950
Date of Appointment	13.12.2017	10.02.2023
Qualification	MBA	FCA
Expertise in specific functional areas	Mr ChenniappanSelvakumar is an Industrialist having Master degree in Business Management and having twenty years in production and marketing experience in foundry management. He is at present having Directorship in P C Sons Castings Private Limited, Coimbatore.	Mrs. Susheela Balakrishnan is a Fellow Member of the Institute of Chartered Accountants of India and presently a partner in Susheela Balakrishnan Associates, Chartered Accountants, Coimbatore and having professional practice of 37 years in various fields of accounting, audit, finance, advisory and M&A
Relation of other Directors of the Company	He is not a relation to any other Directors of the Company	She is not a relation to any other Directors of the Company
Directorship held in other companies (excluding foreign companies and section 8 companies)	P C Sons Castings Private Limited	Sri Chamundeswari Sugars Limited
Memberships / Chairmanships of committees of the Company (includes only Audit Committee and Stakeholders' Relationship Committee)	i) Audit Committee	NIL
Memberships Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.	NIL	i) Audit Committee
Number of shares held in the company	NIL	NIL

Voting Process and Instructions:

(A) Remote e-Voting (Voting through electronic means)

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company has provided the facility to the Members to exercise their votes electronically through Remote e-Voting facility arranged with National Securities Depository Limited (NSDL).
- (ii) The Remote e-voting period commences on March 05, 2023 (9:00 AM) and ends on April 04, 2023 (5:00 PM). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of February 24, 2023, may cast their vote electronically. The Remote e-Voting module shall be disabled by NSDL for voting thereafter.

(B) Login for Remote e-Voting:

- (i) Login method for e-voting and individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 09, 2020 on “e-Voting facility provided by Listed Companies”, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. NSDL IDeAS facility</p> <p>If you are already registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none">1. Please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile.2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting. <p>If the user is not registered for IDeAS e-Services:</p> <ol style="list-style-type: none">1. The option to register is available at https://eservices.nsdl.com.2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Upon successful registration, please follow steps given in points 1-5 above <p>B. E-voting website of NSDL</p> <ol style="list-style-type: none">1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider- NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget UserID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

A) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demataccountwith NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID isIN300***12*****.
b) For Members who hold shares in demataccountwith CDSL.	Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your used ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Numberregistered with the company For example if folio number is 001*** and EVEN is101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- How to retrieve your ‘initial password’?
 - If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for procuring user id and password for e-voting for those shareholders whose email ids are not registered with the depositories / Company:

Members holding shares in dematerialised form and whose e-mail IDs are not registered with the Company / Depository Participants, as well as for Members holding shares in physical form may follow the process detailed below for registration of e-mail ID to obtain user ID / Password for e-Voting.

Type of holder	Process to be followed
Physical	Send a request to the RTA of the Company, Integrated Registry Management Services Pvt.Ltd at kalyan@integratedindia.in providing Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for registering email address.
Demat	Please contact your DP and register your e-mail address as per the process advised by your DP.

General Guidelines for shareholders

1. **Mr. B Krishnamoorthy**, Chartered Accountant (Membership No. 20439) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
2. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bk.scrutiniser@gmail.com with a copy marked to evoting@nsdl.co.in.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in
4. The cut-off date for the purpose of e-Voting has been fixed as February 24, 2023. Members holding shares as on this cut-off date should endeavor to cast their vote in any remote e-voting only.
5. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. February 24, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30

In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. February 24, 2023, may follow steps mentioned in the voting process and instructions of this Postal Ballot Notice.