

NATIONAL FITTINGS LIMITED

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

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

email : nationalfittingsltd@gmail.com web : www.nationalfitting.com

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 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:

Item No.1: Shifting of Registered Office of the Company from the State of Tamil Nadu to the State of Gujarat

To consider and if thought fit, to give assent / dissent to the following Resolution to be passed as a Special Resolution:

“**RESOLVED** that pursuant to Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the Central Government (delegated to Regional Director, Chennai) and such other approvals, as may be required, consent of the members be and is hereby accorded for shifting of the registered office of the Company from the “State of Tamil Nadu” (i.e. from the jurisdiction of Registrar of Companies, Coimbatore, Tamil Nadu) to the “State of Gujarat” (i.e. to the jurisdiction of Registrar of Companies, Ahmedabad, Gujarat) and Name Clause 2 of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following new clause:

“2. The Registered Office of the Company will be situated in the State of Gujarat”

RESOLVED FURTHER THAT upon the confirmation from the Central Government, the registered office of the Company be shifted from 112, Mathapur Road, Kaniyur Village, Karumathampatti (via) Coimbatore - 641659, Tamil Nadu to 109-Indralok, Kanajari Road, Halol - 389350, Gujarat.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to make any modifications, changes, variations, alterations or revisions stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint

counsels and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of registered office from the concerned authorities and to do all such acts, deeds, matters and things as may be necessary, proper, required or incidental thereto, in this regard including but not limited to filing of requisite forms etc., with the Ministry of Corporate Affairs or such other authorities as may be required and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution.

/ By order of the Board /

Place : Coimbatore
Date : 07.01.2026

For NATIONAL FITTINGS LIMITED
Sd/- Jayaram Govindarajan
DIN No. 02178416
Joint Managing Director

Notes:

1. In Compliance with MCA Circulars, the Company will send Postal Ballot Notice only through electronic mode 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 09th January, 2026 (Cut-off date).

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 09th January, 2026 (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 Wednesday, January 14, 2026, at 9:00 a.m. (IST) and shall end on Thursday, February 12, 2026, 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 Scrutinizer for conducting the Postal Ballot Voting through the remote electronic voting system, in a fair and transparent manner.
9. The Scrutinizer will unblock the votes on February 12, 2026 after 5.00 PM in the presence of at least two witnesses not in the employment of the Company.
10. The Scrutinizer 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 authorized by Chairman, on or before February, 14, 2026 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.nsd.com. The decision of the Scrutinizer on the validity of Postal Ballot Forms and any other related matter shall be final.

11. The date of declaration of the Postal Ballot results will be taken to be the date of passing the Resolutions.

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 to 6 of the accompanying Notice:

Item No.1

The Registered Office of the Company is presently situated in the State of Tamil Nadu at No. 112, Mathapur Road, Kaniyur Village, Karumathampatti (via) Coimbatore – 641659.

With a view to carry on business of the Company more efficiently and with better administrative and operational convenience the Company has leased a premises at 109-Indralok, Kanajari Road, Halol - 389350, Gujarat for its business operation

Hence, the Board of Directors, at its meeting held on 07th January, 2026, subject to approval of shareholders and necessary approvals from appropriate authorities, has approved to shift the Registered Office of the Company from SF 112, Mathapur Road, Kaniyur Village, Karumathampatty (via) Coimbatore – 641659, Tamil Nadu to 109-Indralok, Kanajari Road, Halol - 389350, Gujarat.

This will ensure managing the Company more effectively and economically and would in no way be detrimental to the interest of any member of the public, employees and associates of the Company in any manner.

Pursuant to the provisions of Section 12, 13 and 110 of the Companies Act, 2013 and the Rules made thereunder, shifting of Registered Office of the Company from one State to another and consequent alteration to the Memorandum of Association of the Company requires approval of the Members by way of Special Resolution which would be subject to the approval of the Central Government (delegated to the Regional Director, Chennai).

Further, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Special Resolution for shifting of Registered Office of a Listed Company from one state to another is required to be passed by way of Postal Ballot.

After obtaining the consent of the Members, an application will be made pursuant to Section 13(4) of the Companies Act, 2013, to the Central Government (delegated to the Regional Director, Chennai) for shifting of the Registered Office of the Company from the 'State of Tamil Nadu' to the 'State of Gujarat' and for the consequential amendments to the situation clause of the Memorandum of Association of the Company.

A copy of the Memorandum of Association of the Company as on date along with the proposed amendments will be open for inspection, in physical or in electronic form, at the present Registered Office of the Company on all working days (Monday to Friday) between 09.00 am to 12.00 am up to 12th February 2026 (i.e. the last date for receiving Postal Ballot Forms by the Scrutinizer).

None of the other Directors and Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out in **Item No.1** of the Notice, except to the extent of their respective shareholding, if any.

The Board recommends the Special Resolution for your approval through Postal Ballot / e-voting.

Voting Process and Instructions:

(A) Voting electronically using NSDL e-Voting system

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

a) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in dematmode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID 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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

b) 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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsd.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, 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.nsd.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 demat account with 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 is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your ‘initial password’?
 - (i) (i) 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’.

(ii) 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:
 - a) 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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.com** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.

General Guidelines for shareholders

1. 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 : 022 - 4886 7000 or send a request to **evoting@nsdl.com**
2. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.