

# NATIONAL FITTINGS LIMITED

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

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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 Resolution 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 Resolution setting out the material facts concerning the Resolution are annexed hereto.

### **SPECIAL BUSINESS:**

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, and Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchange where the shares of the Company is being listed and subject to other approvals, consents, permissions and sanctions as may be required from the concerned statutory / regulatory authorities and subject to such terms and conditions as may be imposed by them, if any, consent of the Company, be and is, hereby accorded to the Board of Directors of the Company (the “Board”, which expression shall include any committee thereof) to sell, transfer and dispose of the whole or substantially whole of the foundry operations at three different locations with all its land, building, plant & machineries, furniture and fixtures, electrical installations and other assets including saleable/usable current assets, licenses, permits, consents and approvals, rights, benefits and appurtenances attached thereto and to effect such sale or transfer of any of the undertakings in whole or in part and/or any of the assets referred in one or more phases **to such person(s) and /or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem appropriate and in the best interest of the Company.**

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions in respect thereof, determining the effective date, finalizing and executing necessary documents, including contracts, schemes,

agreements, deeds of assignment / conveyance and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities wherever applicable and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is, hereby authorised to delegate all or any of the powers herein conferred, to any Director/s of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions as and when taken by the Board and by any of the authorised officials of the Company by virtue of the above in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

/ By order of the Board /

Place : Coimbatore  
Date : 09.11.2023

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](http://www.nationalfitting.com) and on the website of the NSDL [www.evoting.nsdl.com](http://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 **December 01, 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](http://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 **December 01, 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 Wednesday, December 06, 2023, at 9:00 a.m. (IST) and shall end on Tuesday, January 04, 2024, 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 January 04, 2024 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, January 05, 2024 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](http://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](http://www.evoting.nsdl.com). The decision of the Scrutiniser 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.
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 of the accompanying Notice:

### Item No. 1

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 approval of the members of the Company is required to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

The sale, transfer and/or disposal of the whole or substantially whole of the foundry operations at three different locations may be termed as sale or disposal of undertakings under the provisions of Section 180 (1) (a) of the Companies Act, 2013. Therefore, the prior approval of members is being sought by way of special resolution and **also as per the new regulation 37A of SEBI (Listing Obligations and Disclosure Regulations) 2015 the approval of a majority of the minority shareholders.**

**Further, the Company is in the process of negotiating the consideration and other terms & conditions with the potential purchaser(s) of the said manufacturing facilities.**

The Board is of the opinion that the disposal of the said assets and subsequent consolidation of the operations will result in substantial savings in cost of production and administrative expenses.

The expected outcome of the sale will give us resources for a modernised consolidated operation and sufficient additional funding for activities aimed at business expansion. The Board does not expect any disruption to current revenues during this process.

Hence, the Board recommends passing of the resolution as set out under Item No. 1 of the accompanying notice by the shareholders as a special resolution.

None of the Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item No. 1.

### 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 December 06, 2023 (9:00 AM) and ends on January 04, 2024 (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 December 01, 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
<p><b>Individual Shareholders holding securities in dematmode with NSDL.</b></p>	<p><b>A. NSDL IDeAS facility</b></p> <p>If you are already registered for <b>NSDL IDeAS facility</b>:</p> <ol style="list-style-type: none"> <li>1. Please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section.</li> <li>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.</li> <li>4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting.</li> </ol> <p><b>If the user is not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>1. The option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>2. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Upon successful registration, please follow steps given in points 1-5 above</li> </ol> <p><b>B. E-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile.</li> <li>2 Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>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 <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</li> </ol>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1. 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 <a href="https://web.cdslindia.com/myeasi/">https://web.cdslindia.com/myeasi/</a> home/login or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

Type of shareholders	Login Method
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. 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.</li> <li>3. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?**

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, 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 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 demataccount with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your used ID is 12*****

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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 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, S K D C Consultants Limited at jaykay@skdc-consultants.com by 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. 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.com.
2. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www. evoting.nsd.com to reset the password.
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.nsd.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.com
4. The cut-off date for the purpose of e-Voting has been fixed as December 01, 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 send through e-mail and holding shares as of the cut-off date i.e. December 01, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.com 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.nsd.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. December 01, 2023, may follow steps mentioned in the voting process and instructions of this Postal Ballot Notice