



NATIONAL FITTINGS LIMITED

BOARD OF DIRECTORS

Mr. A.V. Palaniswamy, Managing Director

Mr. M. Loganathan, Non-Executive Independent Director
(Resigned w.e.f. 13.12.2017)

Mr. R. Alagar, Non-Executive Independent Director

Mrs. A. Panath Anitha, Executive Woman Director

Mr. Jayaram Govindarajan, Executive Director

Mr. Arjunaraj Dhananjayan, Non-Executive Independent Director
(Appointed w.e.f. 13.12.2017)

Mr. Chenniappan Selvakumar, Non-Executive Independent Director
(Appointed w.e.f. 13.12.2017)

BANKERS

BANK OF INDIA

Main Branch
324, Oppanakara Street
Coimbatore - 641 001

AUDITORS

V KRISH & ASSOCIATES

M 22/4, 27Th Cross Street,
Besant Nagar, Chennai – 600 090

REGD. OFFICE & WORKS

SF No.112, Madhapur Road
Kaniyur, Sulur Taluk
Karumathampatti Via - 641 659
Coimbatore District

SHARE TRANSFER AGENTS **SKDC CONSULTANTS LTD.,**

Kanapathy Towers, 3rd Floor
1391/A-1, Sathy Road
Ganapathy
Coimbatore - 641 006



NATIONAL FITTINGS LIMITED

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 : admin@nationalfitting.com web : www.nationalfitting.com

NOTICE OF ANNUAL GENERAL MEETING TO THE SHAREHOLDERS

Notice is hereby given that the 25th ANNUAL GENERAL MEETING of the Company will be held at the Registered Office of the Company at SF No.112, Madhapur Road, Kaniyur Village, Sulur Taluk, Karumathampatti (via), Coimbatore - 641 659 on Friday the 10th day of May 2019 at 10.30 AM to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2018 together with Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs Panath Anitha (DIN: 07059205), who retires by rotation and being eligible offers herself for re-appointment

3. Appointment of Auditors

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution

"RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, the Company hereby appoint V Krish & Associates (Firm Registration No: 001452S) Chartered Accountants as Auditors of the company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of twenty-eighth AGM of the Company to be held in the year 2021 at such remuneration plus reimbursement of travelling and other out-of-pocket expenses incurred by them in connection with the audit as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. Appointment of Mr Arjunaraj Dhananjayan as a Director

To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

"RESOLVED that Mr Arjunaraj Dhananjayan (DIN No: 08043947), be and hereby is appointed as Director of the Company under the Category of Non-Executive Independent Director not liable to retire by rotation."

5. Appointment of Mr Chennaiappan Selvakumar as a Director

To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

“RESOLVED that Mr Chennaiappan Selvakumar (DIN No: 01777983), be and hereby is appointed as Director of the Company, under the Category of Non-Executive Independent Director not liable to retire by rotation.”

6. Appointment of Mr A V Palaniswamy as Managing Director

To consider and if thought fit, to pass with or without modification(s) the following resolution as an special resolution:

“RESOLVED that pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with Schedule V to the said Act and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr A V Palaniswamy (holding DIN : 01817391) as Managing Director of the Company with effect from 1st January, 2019 with the following terms of re-appointment.

| | |
|---|---|
| Term | Five years with effect from 1st January, 2019 |
| Salary | Rs.2,00,000/- per month |
| Perquisites | Perquisites as detailed below are allowed in addition to Salary. However, Perquisites shall be restricted to 50% of salary per annum |
| 'CATEGORY A' | |
| i) Housing | The Company shall provide Housing rent of Rs. 14,000/- per month. The expenditure incurred for providing accommodation will be valued as per Income-tax Rules 1962. |
| ii) Medical Reimbursement | Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of 3 years. |
| iii) Leave and Leave Travel Concession: | Leave as per Rules of the Company. Leave Travel Concession for self and family once in a year incurred in accordance with the Rules of the Company. |
| iv) Club Fees | Fees of Clubs subject to a maximum of two clubs. This will not include life membership and admission fees. |
| v) Personal Accident Insurance | Personal Accident Insurance for an amount, the annual premium of which does not exceed Rs.5000/- |
| vi) Health Insurance | The Health Insurance/Medical Policy for an amount, the annual premium of which does not exceed Rs.15,000/- |
| 'CATEGORY B' | |
| i) Gratuity | Gratuity payable shall not exceed one half month's salary for each completed year of service subject to a ceiling of Rs.100,000/- |
| 'CATEGORY C' | |
| i) Car | Provision of Car for use on Company's business will not be considered as perquisites. Use of Car for private purpose shall be billed by the Company. |
| ii) Telephone | Provision of telephone at residence will not be considered as perquisites but personal long distance calls shall be billed by the Company. |
| iii) Entertainment Expenses | Reimbursement of entertainment expenses actually and properly incurred for the purpose of the business of the Company subject to a reasonable ceiling as may be fixed from time to time by the Company. |

“RESOLVED FURTHER that where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director such remuneration as minimum remuneration as may be prescribed in Section II of Part II of the Schedule V to the Companies Act, 2013, from time to time.

7. Appointment of Mrs Panath Anitha as Whole Time Director

To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

“RESOLVED that pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with Schedule V to the said Act and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mrs Panatha Anitha as Whole Time Director of the Company with effect from 14th February, 2018 with the following terms of re-appointment.

Term : Three years with effect from 14th February, 2018
 Salary : Rs 30,000/- per month

“RESOLVED further that in the event in any financial year during the tenure of the Whole Time Director, the Company does not earn any profit or earns inadequate profits the Company may pay to the Whole Time Director, the above remuneration as the minimum remuneration.”

8. Borrowing Limits

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules thereof, consent and approval of the Company be and hereby accorded to the Board of Directors to borrow from time to time in one or more trenches, for the purpose of the Company's business, such sum or sums of money, as they in their absolute discretion think fit, notwithstanding that the monies to be borrowed with that already borrowed by the Company (apart from the temporary loans obtained from the company's bankers in the ordinary course of business) and remaining outstanding will exceed the aggregate paid-up share capital and free reserves, provided that the total amount up to which monies may be borrowed by the Board of Directors (apart from the temporary loans obtained from the company's bankers) shall not exceed of Rs 35 crores. (Rupees Thirty Five Crores only)”

9. Creation of charges on the assets

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) and all other applicable provisions of the Companies Act, 2013 read with relevant Rules thereof, members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, to mortgage or otherwise, dispose or to create charge, to modify the charge, mortgage and or hypothecate the whole or substantially the whole of the undertakings of the Company of the Company at such terms and conditions as the Board may deem fit, in the best interest of the Company”

“RESOLVED further that the Board shall have the power to mortgage or to otherwise offer as collateral, substantial property, assets, and/or undertakings of the Company (both present and future) in certain events, to banks/financial institutions, other lending agencies to secure any rupee or foreign currency loans.”

“RESOLVED further that the Board of Directors of the Company be and hereby authorised to finalize the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other documents and also agree to any amendments there to from time to time as it may think fit for the aforesaid purpose and to do all such acts. Deeds, matters and things as may be necessary and expedient for giving effect to the above resolution”

/ By order of the Board /

Place : Coimbatore

Date : 30.03.2019

For NATIONAL FITTINGS LIMITED

Sd/- **A.V. Palaniswamy**

DIN No. 01817391

Managing Director

NOTES :

- 1) **A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and such a Proxy need not be a member. The Proxy form duly stamped and executed should be deposited at the Registered Office of the Company at least forty-eight hours before the time fixed for the commencement of the meeting.**
- 2) Members/Proxies should bring the Attendance slip, duly filled in, to the meeting.
- 3) Pursuant to Clause 16 of the listing agreement with the Stock Exchanges, the Register of Members and Share Transfer Register will remain closed from 3rd May, 2019 to 10th May 2019 (both days inclusive) in connection with the 25th Annual General Meeting of the Company.
- 4) Members wishing to claim unclaimed dividends are requested to correspond with the Company Secretary. The Dividend which are not claimed within seven years from the date of transfer to the Unpaid Dividend Account will as per Section 124 of the Companies Act, 2013, be transferred to Investor Education and Protection Fund. The Company has uploaded the details of the unpaid and unclaimed dividend amounts on the website of the Company as also on the website of the Ministry of the Corporate Affairs.
- 5) This notice and Annual Report will be available on the website of the Company.
- 6) The route map of the venue of the meeting is given in the Notice
- 7) Members holding shares in electronic form are hereby informed that Bank Account details registered against their depository accounts will be used by the Company for payment of dividend. Any changes of Bank particulars are to be advised to their Depository Participants
- 8) In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.



9) Voting through electronic means:

- i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to the members the facility to exercise their right to vote on resolutions proposed to be considered at the 25th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting "remote e-voting" will be provided by National Securities Depository Limited (NSDL):
- ii) The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper
- iii) The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- iv) The remote e-voting period commences on 07th May, 2019 (9:00 am) and ends on 09th May, 2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 03rd May, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

10) How do I vote 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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 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. Your password details 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) 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, your 'initial password' is communicated to you on your postal address.

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
 - I. Please follow all steps above, to cast vote.
 - i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available in the downloads section of www.evoting.nsdl.com or call on toll free No.: 1800-222-990.
 - ii) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - iii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - iv) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 03rd May, 2019
 - v) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 03rd May, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@skdc-consultants.com

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” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- vi) A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
 - vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.
 - viii) 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.
 - ix) The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” or “Polling Paper” for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
 - x) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - xi) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.nationalfitting.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- 0) Members are requested to intimate Change of Address, if any, immediately and quote the Registered Folio Number in the correspondence with the Company.
- 11) All communications should be addressed to:

The Secretarial Department

NATIONAL FITTINGS LIMITED

(CIN No. : L29199TZ1993PLC008034)

Registered Office

SF No 112, Madhapur Road

Kaniyur, Sullur Taluk

Karumathampatti - Via Coimbatore - 641 659

Ph: 99432 93000 / 99439 93001

Email id: accounts@nationalfitting.com, nationalfittingsltd@gmail.com



SHAREHOLDER INFORMATION

A) Stock Exchanges on which the Company's shares are listed:

The Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

B) Share Transfer Services:

Share Transfer Agents/Registrars for Physical and Demat Segments:

M/s. SKDC Consultants Ltd.

Kanapathy Towers, 3rd Floor
1391/A-1, Sathy Road
Ganapathy
Coimbatore - 641 006
Ph : 0422 - 4958995, 2539835
email : info@skdc-consultants.com

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 Nos. 4 to 9 of the accompanying Notice:

Agenda 4: Appointment of Director, Mr Arjunaraj Dhananjayan

Mr Arjunaraj Dhananjayan was appointed as an Additional Director of the Company and also an Independent Director, not liable to retire by rotation, by the Board of Directors at the meeting held on 13.12.2017 for a period of five years with effect from 13.12.2017 to 12.12.2022 subject to the approval of members. Pursuant to Section 161 of the Companies Act, 2013, Mr Arjunaraj Dhananjayan shall hold office up to the date of this AGM and eligible to be appointed as a Director. The Company has, in terms of Section 160 of the Companies Act, 2013 received a notice in writing from a member proposing his candidature for the office of Director.

It is proposed to appoint him as Director of the Company under the Category of Non-Executive Independent Director not liable to retire by rotation at the forthcoming Annual General Meeting.

Mr Arjunaraj Dhananjayan is a Fellow Member of the Institute of Chartered Accountants of India and presently a Partner in A Arjunaraj & Co, Chartered Accountants, Coimbatore and having his professional practice in various fields of finance, accounting, taxation, audit, advisory and M&A.

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

Except Mr Arjunaraj Dhananjayan none of the Directors of the Company or Key Managerial Personnel and their respective relatives have any interest, financially or otherwise, in the proposed resolution.