



**Fancy Fittings Ltd.**  
( ISO 9001:2015 Certified )

Regd. Office :  
259/145, Minerva Ind. Estate,  
2nd Floor, Sewri Bunder Road,  
Sewri (East), Mumbai - 400 015.  
Tel. : 91-22-2410 3001/2/3/4/5  
Fax : 91-22-2414 3288  
E-mail : info@fancyfittings.com  
Website : www.fancyfittings.com  
CIN No : U74999MH1993PLC070323

September 06, 2019

To,  
**Head- Listing & Compliance**  
**Metropolitan Stock Exchange of India Ltd.**  
4<sup>th</sup> Floor, Vibgyor Towers, Plot No. C 62,  
G Block, Opp. Trident Hotel,  
BandraKurla Complex, Bandra (E),  
Mumbai – 400 098

Symbol : FFL

**Subject: - Annual Report for the financial year 2018-19**

Dear Sir/Madam,

Pursuant to provisions of Regulation 34 (1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, enclosed please find herewith Annual Report for the Financial Year 2018-19 and Notice convening 26<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. The AGM of the Company is scheduled to be held on Monday, 30<sup>th</sup> September, 2019 at 04.00 p.m at 145/259, Minerva Industrial Estate, Sewri Bunder Road, Sewri (E), Mumbai - 400 015, India, to transact the business as set out therein.

The aforesaid documents are also available on the website of the Company at [www.fancyfittings.com](http://www.fancyfittings.com).

Kindly take same into your records.

Thanking You.

Yours Faithfully.

**For Fancy Fittings Limited**

  
Bhagyashree Bhutaka

Company Secretary  
M. No. A42058



Encl : As Above

## NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of FANCY FITTINGS LIMITED will be held on Monday, 30th September, 2019 at 04.00 p.m. at the Registered Office of the Company at 145/259, Minerva Industrial Estate, Sewri Bunder Road, Sewri (E), Mumbai - 400 015, to transact the following business :

### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Nishita K. Shah (DIN:00095423), who retires by rotation and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS :**

#### **3. Appointment of Mr. Mirang J Parekh as Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mirang J Parekh (DIN: 07248020), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 13th November, 2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

#### **4. Appointment of Mr. Mirang J Parekh as a Wholetime Director of the Company:**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modifications, amendments or re-enactments thereto for the time being in force), and subject to such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, Mr. Mirang J. Parekh be and is hereby appointed as Wholetime Director of the Company for the period from 13th November, 2018 to 30th September 2020 on such salary, commission and perquisites as set out hereunder.

##### **(a) Salary:**

Rs. 1,20,000/- per month

##### **(b) Commission:**

Upto 2% of the net profits of the Company subject to overall ceiling stipulated in Sections 197 of the Companies Act, 2013.

##### **(c) Perquisites and Allowances:**

##### **Housing:**

If required, free furnished residential accommodation with all facilities and amenities including Gas, Electricity, Water, Furniture/ Fittings. In case the Company does not provide the accommodation, House Rent Allowance will be payable by the Company at twenty five per cent of the Salary.

##### **Leave Encashment:**

Encashment of unutilised earned privilege leave at the end of the tenure.

**Contribution to Provident Fund:**

As per the rules of the Company.

**Gratuity:**

At a rate not exceeding half a month's salary for each completed year of service.

**Telephone:**

Free telephone facility at the residence for the use of the Company's business.

**Car:**

Use of the Company's car on Company's business with driver and all expenses on maintenance, repairs and cost of petrol.

(Provision of car on the Company's business and telephone at residence and cell phones will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Wholetime Director. The Company's contribution to provident fund to the extent this is not taxable under the Income-Tax Act, gratuity and encashment of leave shall not be included in the computation of limits for the remuneration or perquisites. Expenses actually and properly incurred for the business of the Company will be reimbursed. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-Tax Rules, wherever applicable, and in absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. Perquisites and allowances will be subject to a maximum of 35% of the annual salary.)

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year of the Company, the salary and perquisites and allowances set out above be paid or granted to Mr. Mirang J. Parekh as minimum remuneration as stipulated in Section II of Part II of Schedule V of the Companies Act, 2013, or such other amount and perquisites as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory amendment thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter, vary the terms of appointment, and/or increase or revise salary, commission and perquisites and allowances at any time(s) as the Board may deem appropriate during the period of office of the Wholetime Director and in such manner so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and subject to such other approvals as may be required and as may be agreed to by the Board of Directors of the Company and Mr. Mirang J Parekh.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard."

**5. Appointment of Mr. Girish R. Jhaveri as an Independent Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Girish R. Jhaveri (DIN:08457292), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 23rd May 2019 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing w.e.f. 23rd May 2019."

## **6. Appointment of Mr. Ankit G. Agrawal as an Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Ankit G Agrawal (DIN:01973398), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 29th May 2019 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing w.e.f. 29th May 2019.”

## **7. Appointment of Mr. Manoj R Zaveri as an Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Manoj R Zaveri (DIN:08465227), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 29th May 2019 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing w.e.f. 29th May 2019.”

**By Order of the Board of Directors of  
Fancy Fittings Limited**

**JAYANT N. PAREKH**  
(DIN : 00095406)  
Chairman & Managing Director

### **Registered Office :**

145/259, Minerva Industrial Estate,  
Sewri Bunder Road,  
Sewri (East),  
Mumbai - 400 015.

**Mumbai, 22nd August, 2019**

### **NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company’s Registered Office not less than 48 hours before the time for holding the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Item Nos. 3, 4, 5, 6 and 7 are annexed hereto.
3. Members are requested to notify immediately any change of address:
  - i) To their Depository Participants (DPs) in respect of shares held in electronic form.
  - ii) To the Company's Registrar & Share Transfer Agent – Link Intime India Pvt. Ltd., C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai-400 083, in respect of shares held in physical form.
4. The Register of members and Share Transfer Books of the Company will remain closed from 24th September, 2019 to 30th September, 2019 (both days inclusive).
5. Members/proxies should bring the attendance slip duly filled in for attending the meeting. Members who hold shares in electronic form are requested to write their Client ID and DP ID numbers and members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting.
6. Corporate members are requested to send a duly certified copy of the Board Resolution authorising their representative to attend and vote at the meeting.
7. Queries on accounts and operations of the Company, if any, may please be sent to the Company seven days in advance of the Meeting so that the answers may be made readily available at the Meeting.
8. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report at the Meeting.
9. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the members in respect of the shares held by them. Nomination Forms can be obtained from the Company's Registrars & Share Transfer Agents by the members holding shares in physical form. Members holding shares in electronic form may write to their Depository Participants (DPs) for the purpose.
10. Pursuant to Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education & Protection Fund set up by the Government of India and no payments shall be made in respect of the unclaimed or unpaid dividend transferred so to the Investor Education & Protection Fund. Accordingly, the Company has transferred to the Investor Education & Protection Fund all unclaimed/ unpaid dividends in respect of financial years upto 2010-11. The members, who have not yet encashed their dividend for the financial year 2011-12 and onwards, are requested to make their claims to the Company without any delay.
11. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted 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 members facility to exercise their right to vote at the 26th AGM by electronic means and all the items of the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2019, may cast their vote by electronic means or in the AGM. The information with respect to Voting process and other instructions regarding e-voting are detailed in Note No. 20. The voting rights of the members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the cutoff date i.e. 23rd September, 2019.
12. 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. 23rd September, 2019, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or Company/ RTA.
13. The facility for voting either through ballot or polling paper shall also be made available by the Company at the AGM and the members attending the meeting who have not casted their vote by remote e-voting, will be able to exercise their right at the meeting through ballot or polling paper, as the case may be.

14. The members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
15. Mr. Sanjay Sangani (Membership No. FCS 4090), Proprietor of M/s Sanjay Sangani & Co., Practicing Company Secretaries has been appointed as the scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
16. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.fancyfittings.com](http://www.fancyfittings.com) and on the website of CDSL immediately after the result is declared by the Chairman and the same shall be simultaneously communicated to the Metropolitan Stock Exchange of India Limited.
17. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation/variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
18. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are therefore, requested to submit their PAN details to their depository participant, if not already submitted.
19. Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state of the art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduce the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.

## **20. INSTRUCTIONS FOR ELECTRONIC VOTING (E-Voting):**

1. In compliance with the 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of Annual general Meeting of the Company. The Company has appointed Mr. Sanjay Sangani (Membership No. FCS 4090), Proprietor of M/s Sanjay Sangani & Co., Practicing Company Secretaries to act as scrutinizer for conduction scrutiny of the votes cast.

### **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Friday, 27th September, 2019 and ends on Sunday, 29th September, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**By Order of the Board of Directors of  
Fancy Fittings Limited**

**JAYANT N. PAREKH**  
(DIN : 00095406)  
Chairman & Managing Director

**Registered Office :**  
145/259, Minerva Industrial Estate,  
Sewri Bunder Road,  
Sewri (East),  
Mumbai - 400 015.

**Mumbai, 22nd August, 2019**



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**The following Statement sets out all material facts relating to Item No. 3 to 7 mentioned in the accompanying Notice.**

### **Item No. 3 and 4**

Mr. Mirang J. Parekh (DIN:07248020), who was appointed as an Additional Director of the Company w.e.f 13th November, 2018 as per the provisions of section 161 of the Companies Act, 2013, holds office upto the date of the Annual General Meeting.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Mirang J Parekh for the office of Director.

Pursuant to the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company has at their meeting held on 13th November, 2018, subject to the approval of the members, appointed Mr. Mirang J Parekh (DIN:07248020) as Wholetime Director of the Company as per the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder for the period from 13th November, 2018 to 30th September 2020.

The Board of Directors recommend the appointment of Mr. Mirang J Parekh (DIN:07248020) as Director and approval of his appointment as Wholetime Director of the Company for a period from 13th November, 2018 to 30th September 2020.

The terms as set out in the resolution and explanatory statement may be treated as the terms of the appointment of Mr. Mirang J. Parekh under Section 190 of the Companies Act 2013 and also as a disclosure under applicable provisions of the Listing Regulations.

Brief profile of Mr. Mirang J Parekh as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is stipulated in Annexure-I of this Notice.

Mr. Mirang J. Parekh and Mr. Jayant N. Parekh, being a relative of Mr. Mirang J. Parekh, may be regarded as concerned or interested in these resolutions. None of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in resolutions set out at Item No. 3 and 4 of the Notice.

### **Item No. 5**

Mr. Girish R Jhaveri (DIN: 08457292), was appointed as an Additional Director and also as an Independent Director for a term of 5 years w.e.f. 23rd May, 2019, subject to the approval of the members.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Girish R. Jhaveri for the office of Director.

As per Schedule IV of the Companies Act, 2013 and the rules made thereunder, the appointment of Independent Director shall be approved at the meeting of the members. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Director shall not be liable to determination by retirement of directors by rotation at the AGM.

Mr. Girish R. Jhaveri has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfils the conditions specified in the Act read with rules made thereunder for appointment as an Independent Director and he is independent of the management. Mr. Girish R. Jhaveri is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. He possesses appropriate skills, experience and knowledge.

Brief profile of Mr. Girish R Jhaveri as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is stipulated in Annexure-I of this Notice. This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The terms and conditions for appointment of Mr. Girish R Jhaveri as an Independent Director of the Company shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

The Board of Directors recommend the appointment of Mr. Girish R Jhaveri (DIN: 08457292) as Director and approval of his appointment as Independent Director of the Company for a period of five consecutive years effective from 23rd May, 2019 to 22nd May, 2024.

Mr. Girish R Jhaveri may be regarded as concerned or interested in these resolutions. None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 5 of the Notice.

#### **Item No. 6**

Mr. Ankit G Agrawal (DIN: 01973398), was appointed as an Additional Director and also as an Independent Director for a term of 5 years w.e.f. 29th May, 2019, subject to the approval of the members.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Ankit G Agrawal for the office of Director.

As per Schedule IV of the Companies Act, 2013 and the rules made thereunder, the appointment of Independent Director shall be approved at the meeting of the members. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Director shall not be liable to determination by retirement of directors by rotation at the AGM.

Mr. Ankit G Agrawal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfils the conditions specified in the Act read with rules made thereunder for appointment as an Independent Director and he is independent of the management. Mr. Ankit G Agrawal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. He possesses appropriate skills, experience and knowledge.

Brief profile of Mr. Ankit G Agrawal as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is stipulated in Annexure-I of this Notice. This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The terms and conditions for appointment of Mr. Ankit G Agrawal as an Independent Director of the Company shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

The Board of Directors recommend the appointment of Mr. Ankit G Agrawal (DIN: 01973398) as Director and approval of his appointment as Independent Director of the Company for a period of five consecutive years effective from 29th May, 2019 to 28th May, 2024.

Mr. Ankit G Agrawal may be regarded as concerned or interested in these resolutions. None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 6 of the Notice.

#### **Item No. 7**

Mr. Manoj R Zaveri (DIN: 08465227), was appointed as an Additional Director and also as an Independent Director for a term of 5 years w.e.f. 29th May, 2019, subject to the approval of the members.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Manoj R Zaveri for the office of Director.

As per Schedule IV of the Companies Act, 2013 and the rules made thereunder, the appointment of Independent Director shall be approved at the meeting of the members. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Director shall not be liable to determination by retirement of directors by rotation at the AGM.

Mr. Manoj R Zaveri has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfils the conditions specified in the Act read with rules made thereunder for appointment as an Independent Director and he is independent of the management. Mr. Manoj R Zaveri is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. He possesses appropriate skills, experience and knowledge.

Brief profile of Mr. Manoj R Zaveri as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is stipulated in Annexure-I of this Notice. This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The terms and conditions for appointment of Mr. Manoj R Zaveri as an Independent Director of the Company shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

The Board of Directors recommend the appointment of Mr. Manoj R Zaveri (DIN: 08465227) as Director and approval of his appointment as Independent Director of the Company for a period of five consecutive years effective from 29th May, 2019 to 28th May, 2024.

Mr. Manoj R Zaveri may be regarded as concerned or interested in these resolutions. None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 7 of the Notice.

**By Order of the Board of Directors of  
Fancy Fittings Limited**

**Jayant N Parekh**  
(DIN : 00095406)  
Chairman & Managing Director

**Registered Office :**  
145/259, Minerva Industrial Estate,  
Sewri Bunder Road,  
Sewri (East),  
Mumbai - 400 015.

**Mumbai, 22nd August, 2019**

## ANNEXURE I

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE  
FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015]

	<b>Mrs. Nishita K Shah</b>	<b>Mr. Mirang J Parekh</b>	<b>Mr. Girish R. Jhaveri</b>	<b>Mr. Ankit G. Agrawal</b>	<b>Mr. Manoj R. Zaveri</b>
<b>DIN</b>	00095423	07248020	08457292	01973398	08465227
<b>Date of Birth</b>	17/08/1964	12/02/1990	22/10/1950	08/11/1982	13/02/1960
<b>Educational Qualification</b>	B. Com	B. Com, Master in Entrepreneurship from London University	B. A	B. Com	B. E
<b>Date of Appointment on the Board</b>	01/09/2006	13/11/2018	23/05/2019	29/05/2019	29/05/2019
<b>Category of Director</b>	Wholetime Director (Promoter Group)	Wholetime Director (Promoter Group)	Independent Director	Independent Director	Independent Director
<b>Nature of expertise and experience</b>	She has Experience in handling financial matters. She has an experience of over 13 years.	He has a Experience in handling strategic business developments, marketing, purchases, product development and finance. He has an experience over 7 years.	He has a Experience of nearly 40 years in the field of Marketing of various Goods related to Pharmaceutical Products.	He has a Experience in manufacturing and marketing of various types of products. He has an experience of over 15 years.	He has a Experience of over 20 years in the field of Marketing of consumer Goods.
<b>List of Directorship held excluding Private Limited Companies</b>	Nil	Nil	Nil	Nil	Nil
<b>Memberships / Chairmanships of committees across all other public companies</b>	Nil	Nil	Nil	Nil	Nil
<b>No. of Shares held in Company</b>	604000 equity shares	8400 equity shares	Nil	Nil	Nil
<b>Relationship with other Directors</b>	Mrs. Nishita K Shah is Sister of Mr. Jayant N Parekh, Managing Director of the Company	Mr. Mirang J. Parekh is Son of Mr. Jayant N. Parekh, Managing Director of the Company	NA	NA	NA
<b>No. of Board Meeting attended during the year</b>	8	1	Nil	Nil	Nil

**Route Map to the AGM venue**  
**Venue : 259/145, Minerva Industrial Estate, 2<sup>nd</sup> Floor, Sewri Bunder Road, Sewri-East, Mumbai-400015**



**FANCY FITTINGS LIMITED**  
**Registered Office : 145/259, Minerva Industrial Estate, Sewri Bunder Road,**  
**Sewri (E), Mumbai - 400 015,India.**  
**Tel:- 91 22 24103001 Fax :- +91 22 2414 3288**  
**Web : www.fancyfittings.com Email: info@fancyfittings.com**

**ATTENDENCE SLIP**  
**26th Annual General Meeting**

Please fill in this attendance slip and hand it over at the entrance of the meeting hall.

<b>DP ID :</b>	
<b>CLIENT ID: NO.</b>	

<b>REGD FOLIO NO. :</b>	
<b>NO. OF SHARES HELD :</b>	

Full name & address of the member attending : \_\_\_\_\_

Name of Proxy : \_\_\_\_\_

(To be filled in if Proxy Form has been duly deposited with the Company)

I/ We hereby record my/ our presence at the 26th Annual General Meeting of the Company to be held at 145/259, Minerva Industrial Estate, Sewri Bunder Road, Sewri (E), Mumbai - 400 015,India on Monday, 30th September, 2019 at 04.00 pm.

\_\_\_\_\_  
**Member's/ Proxy's Signature**

\* Strike out whichever is not applicable

Note: Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.

**FANCY FITTINGS LIMITED**  
**Registered Office : 145/259, Minerva Industrial Estate, Sewri Bunder Road,**  
**Sewri (E), Mumbai - 400 015,India.**  
**Tel:- 91 22 24103001 Fax :- +91 22 2414 3288**  
**Web : www.fancyfittings.com Email: info@fancyfittings.com**

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Folio No./ DP ID- Client ID: \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of the **Fancy Fittings Limited**, hereby appoint:

1. Name: \_\_\_\_\_ of \_\_\_\_\_ having E-mail ID \_\_\_\_\_, failing him/ her;

2. Name: \_\_\_\_\_ of \_\_\_\_\_ having E-mail ID \_\_\_\_\_, failing him / her;

3. Name: \_\_\_\_\_ of \_\_\_\_\_ having E-mail ID \_\_\_\_\_, failing him / her;

Whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 04.00 p.m at 145/259, Minerva Industrial Estate, Sewri Bunder Road, Sewri (E), Mumbai - 400 015,India and at any adjournment thereof in respect of the resolutions as indicated below:

Sr. No.	Resolution	Optional	
		For	Against
1	To receive, consider and adopt the Standalone Financial Statements as at 31st March, 2019 including the Balance Sheet, the Statement of Profit and Loss for the year ended on that date and reports of the Directors' and Auditors' thereon		
2	Re-appointment of Mrs. Nishita K Shah, who retires by rotation		
3	Appointment of Mr. Mirang J Parekh as Director of the Company		
4	Appointment of Mr. Mirang J Parekh as a Wholetime Director of the Company		
5	Appointment of Mr. Girish R. Jhaveri as an Independent Director of the Company		
6	Appointment of Mr. Ankit G. Agrawal as an Independent Director of the Company		
7	Appointment of Mr. Manoj R Zaveri as an Independent Director of the Company		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder \_\_\_\_\_

Affix Revenue Stamp
---------------------------

Signature of \_\_\_\_\_

First Proxy Holder

Second Proxy Holder

Third Proxy Holder

Notes:

- 1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
- 2) For the Resolutions, Explanatory statement and Notes, please refer to the Notice of the 26th Annual General Meeting.
- 3) It is optional to put a 'x' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- 4) Please complete all details including details of member(s) in above box before submission.





