

NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the members of FANCY FITTINGS LIMITED will be held on Friday, the 30th September, 2016 at 4.00 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, 2016 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 is eligible for re-appointment.
3. 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 other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the recommendation of the Board of Directors and pursuant to the approval of the Members at the Annual General Meeting held in the year 2014, the Company hereby ratifies the appointment of M/s. N. B. Parekh & Associates, Chartered Accountants (Firm Registration No. 115408W), as Auditors of the Company to hold office until the conclusion of the Annual General Meeting of the Company to be held in the year 2017, at a remuneration to be mutually agreed by them with the Board of Directors of the Company and that they be paid in addition the out of pocket expenses and/or travelling expenses they may incur in carrying out their duties as Auditors.”

SPECIAL BUSINESS :

4. 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 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, and in partial modification of resolutions passed by the members at the Annual General Meetings held on 30th September 2015, approval of the Company be and is hereby accorded to the variation in terms of remuneration payable to Mr. Jayant N. Parekh - Managing Director of the Company, for the period from 1st April 2016 to 30th September 2018, as set out hereunder.

(a) Salary :

Rs. 4,00,000/- 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.

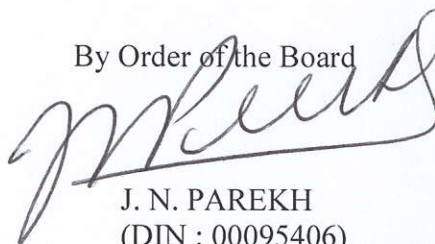
(Provision of car on the Company's business and telephone at residence and cell phones will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Managing Director. The Company's contribution to provident fund 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 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 Managing 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. Jayant N. Parekh.

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. Jayant N. 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 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.”

By Order of the Board



J. N. PAREKH
(DIN : 00095406)

Chairman & Managing Director

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

Mumbai, 1st September, 2016

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 the special business to be transacted at the meeting is 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-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai - 400 078, in respect of shares held in physical form.
4. 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.
5. Corporate members are requested to send a duly certified copy of the Board Resolution authorising their representative to attend and vote at the meeting.
6. 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.
7. 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.
8. 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.

9. Pursuant to Section 205A of the Companies Act, 1956, 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 2007-08. The members, who have not yet encashed their dividend for the financial year 2008-09 and onwards, are requested to make their claims to the Company without any delay.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102

Item No. 4

Mr. Jayant N. Parekh was re-appointed as Managing Director of the Company for the period of 3 years with effect from 1st October 2015, at the Annual General Meeting held on 30th September 2015. Mr. Jayant N. Parekh is Managing Director of the Company since 1st September 1994 and has made valuable contributions for the progress and development of the Company. Considering the prevailing economic conditions and high cost of living standards, it is proposed to revise his remuneration.

The Board recommends the resolution for the approval of the members. Mr. Jayant N. Parekh himself and Mrs. Nishita K. Shah and Mr. Anup K. Shah being relatives of Mr. Jayant N. Parekh may be regarded as concerned or interested in the resolution. None of the other directors or key managerial personnel or any of their relatives is concerned or interested, in the resolution set out at Item No. 4.

The additional information as required by Schedule V to the Companies Act, 2013, is given below :

I. General Information

i. Nature of Industry :

The Company is in the business of manufacture of different types of plastic products including luggage fittings, hangers and toys.

ii. Date or expected date of commencement of commercial production :

The Company was incorporated on 6th January 1993 and it commenced commercial production in May 1994.

- iii. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :**

Not Applicable

- iv. **Financial performance based on given indicators (As per audited financial results for the year ended 31st March 2016)**

Particulars	Rs. in Lac
Sales & Other Income	9176.20
EBIDTA	705.73
Net Profit after Tax	10.41

- v. **Foreign Investments or collaborators, if any :**

Not Applicable

II. Information about the appointee(s) :

- i. **Background Details :**

Mr. Jayant N. Parekh, 55 years, is a D.M.E., having about 31 years of experience in the plastic industry. He has been associated with the Company since inception.

- ii. **Past Remuneration (during the financial year ended on 31st March 2016)**

Particulars	
Salary	25,80,000
Perquisites & Allowances	6,45,000
Commission	Nil
Total	32,25,000

- iii. **Recognition or Awards :**

Not Applicable

- iv. **Job Profile and his/her suitability :**

Mr. Jayant N. Parekh is associated with the Company since inception and is Managing Director of the Company since 1st September 1994 and he is in charge of overall management subject to the direction, supervision and control of the Board of Directors of the Company. He also looks after strategic business developments, marketing, purchases, product development and finance aspects of the business.

- v. **Remuneration Proposed :**

The remuneration proposed is as per details explained in the resolution hereinabove.

- vi. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

Considering the size of the Company, the profile of Mr. Jayant N. Parekh, the responsibilities shouldered by him and industry benchmarks, the remuneration package is commensurate with remuneration paid to similar appointees in other companies.

- vii. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel :**

Besides the remuneration proposed, Mr. Jayant N. Parekh is a major shareholder of the Company and he is also relative of Mrs. Nishita K. Shah, Wholetime Director.

III. Other Information :

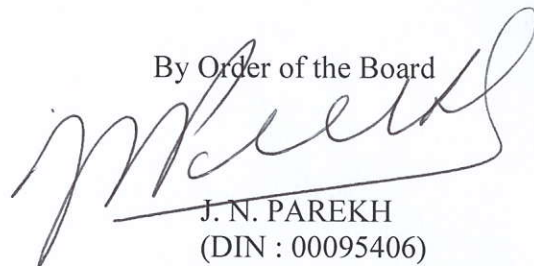
- i. **Reasons of loss or inadequate profits :**

Margins during the year have reduced due to reduction in turnover and increase in personnel cost and the same had impact on profitability of the Company during the year under consideration.

- ii. **Steps taken or proposed to be taken for improvement and expected increase in productivity and profit in measurable terms :**

The Company is working out aggressive plans to increase the market share with enhanced marketing efforts and enlarging the scope of market penetration through new products to meet customers requirements.

By Order of the Board



J. N. PAREKH
(DIN : 00095406)

Chairman & Managing Director

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Mumbai, 1st September, 2016