



**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 26th Annual General Meeting (AGM) of the members of the Company. The AGM of the Company is scheduled 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, 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

**26TH  
ANNUAL REPORT**

**2018-2019**



**FANCY FITTINGS LIMITED**  
**(An ISO 9001 : 2015 Certified Company)**

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**Annual General Meeting**

- Date** - Monday, 30th September, 2019  
**Time** - 04.00 PM  
**Registered Office** - 145/259, Minerva Industrial Estate,  
Sewri Bunder Road, Sewri (East), Mumbai - 400 015.
-

**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Mr. Jayant N Parekh	-	Chairman & Managing Director
Mrs. Nishita K. Shah	-	Wholetime Director
Mr. Mirang J. Parekh	-	Wholetime Director (w.e.f. 13.11.2018)
Mr. Anup K. Shah	-	Director (resigned w.e.f. 13.11.2018)
Mr. Nimesh K. Sheth	-	Independent Director (term ended w.e.f. 01.04.2019)
Mr. Nishit M. Dhruva	-	Independent Director (term ended w.e.f. 01.04.2019)
Mr. Piyush C. Sampat	-	Independent Director (term ended w.e.f. 01.04.2019)
Mr. Girish R Jhaveri	-	Additional Independent Director (appointed w.e.f. 23.05.2019)
Mr. Ankit Agrawal	-	Additional Independent Director (appointed w.e.f. 29.05.2019)
Mr. Manoj Zaveri	-	Additional Independent Director (appointed w.e.f. 29.05.2019)

**CHIEF FINANCIAL OFFICER**

Mr. Kalpesh V Mehta

**COMPANY SECRETARY**

Ms. Bhagyashree M Bhutaka

**AUDITORS**

M/s. Vinod K Mehta & Co.  
Chartered Accountants

**INTERNAL AUDITORS**

D. H. Prajapati & Co.  
Chartered Accountants

**SECRETARIAL AUDITORS**

Sanjay Sangani & Co.  
Company Secretaries

**BANKERS**

State Bank of India

**REGISTRARS & SHARE TRANSFER AGENTS**

Link Intime IndiaPvt. Ltd.  
C-101, 247 Park,  
L. B. S. Marg,  
Vikhroli (West),  
Mumbai - 400 083

**REGISTERED OFFICE**

145/259, Minerva Industrial Estate,  
Sewri Bunder Road, Sewri (East),  
Mumbai - 400 015.  
Tel No. 022 – 24103001  
Fax :  
Email: [bhagyashree.bhutaka@fancyfittings.com](mailto:bhagyashree.bhutaka@fancyfittings.com)  
Website: <http://www.fancyfittings.com>

**FACTORIES****PLANT - I**

Plot Nos. DI, D2, C2, C3,  
Survey No. 55/2-4, 55/2, 55/1A, 55/1B,  
Behind Daman Fire Force Station,  
Ringanwada, Nani Daman (U.T.) 396 210.

**PLANT - III**

Plot Nos. E1 to E4,  
Survey No. 55/3, 3A, 3B & 4,  
Behind Daman Fire Force Station,  
Ringanwada, Nani Daman (U.T.)-396 210.

**SEZ**

Plot Nos.97,98,99 & 100,  
Surat Special Economic Zone,  
Diamond Park, G.I.D.C.,  
Sachin, Surat, Gujarat 394 230.

**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**

**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</li> </ul>

	are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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**

**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**

**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 FORTH COMING  
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

**DIRECTORS' REPORT**

To,  
The Members  
FANCY FITTINGS LIMITED

Your Directors present the Twenty Sixth Annual Report and Audited Financial Statements of the Company for the year ended 31st March 2019.

**FINANCIAL RESULTS**

Particulars	Current Year ended 31.03.2019	Previous Year ended 31.03.2018
	(Rs. in Lac)	
<b>Sales Turnover &amp; Other Income</b>	<b>9209.29</b>	<b>7988.08</b>
<b>Profit/(Loss) before Depreciation, Finance Cost and Taxation</b>	<b>818.24</b>	<b>677.50</b>
Less/(Add) : Finance Cost	463.96	354.44
Less/(Add) : Depreciation & Amortisation	304.66	261.93
<b>Profit/(Loss) before Taxation</b>	<b>49.62</b>	<b>61.13</b>
Less/(Add) : Provision for Taxation		
-Current	9.00	11.00
-Deferred	19.51	25.45
-Short/(Excess) provision of tax for earlier years	(2.07)	9.60
<b>Profit/(Loss) after Taxation</b>	<b>23.17</b>	<b>15.08</b>

There is no change in the nature of business of the Company.

**TRANSFER TO GENERAL RESERVE**

There is no transfer to General Reserve during the year under consideration.

**DIVIDEND**

In order to conserve resources for future plans of the Company, the Board has not recommended any dividend for the year under consideration.

**OPERATIONS**

The Company achieved total Turnover of Rs. 9081.60 Lacs during the year under review, as against total Turnover of Rs. 7699.31 Lacs during the previous year. Profit after tax during the year was Rs. 23.17 Lacs as against Rs. 15.08 Lacs during the previous year.

Your Directors are pleased to report the Commercial Production of Junction Boxes for photo-voltaic Solar Panels. The Company is also exploring exports of Junction Boxes to European and African Market

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report on the business outlook and performance review for the year ended March 31, 2019, as stipulated in Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is available as **ANNEXURE-I** a separate section which forms part of the Annual Report.

**ISSUE OF EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS OR SWEAT EQUITY SHARES, OFFERING OF ESOP AND BUY BACK OF SECURITIES**

The Company has not issued equity shares with differential voting rights or sweat equity shares. The Company has not offered any shares under Employee Stock Option Scheme. The Company has not bought back any of its securities during the year under review.

The Company has issued 16,29,000 Bonus Shares in April, 2018 held in the ratio of 1:1.

**LISTING**

The Company listed its Equity Shares on the Metropolitan Stock Exchange of India w.e.f. 12th October, 2018.

**NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS & ITS COMMITTEES**

The Board of Directors have met Eight times and Independent Directors once during the year ended 31st March, 2019.

Composition of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee of Directors, number of meetings of the Board and each Committee of Directors held during the financial year 2018-19 and meetings attended by each Director as required under the Companies Act, 2013, are provided in Corporate Governance Report forming part of Annual Report.

The recommendations of the Audit Committee, as and when made to the Board, have been accepted by it.

**DIRECTORS AND KEY MANAGEMENT PERSONNEL – APPOINTMENT & RESIGNATION**

The Board of Directors of the Company is led by the Executive Chairman and comprises of five other Directors as on 31st March, 2019, including three Independent Directors and one Woman Director as required under Section 149(1) of the Companies Act, 2013. The composition of the Board is in conformity with the provisions of the Act and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, the Board of Directors at their meeting dated 13th November, 2018 has appointed Mr. Mirang J Parekh (DIN: 07248020) as Additional Director to hold office till ensuing Annual General Meeting and also as a Wholetime Director of the Company for a period 13th November, 2018 to 30th September 2020.

Mr. Girish R Jhaveri (DIN: 08457292), Mr. Ankit G Agrawal (DIN: 01973398) and Mr. Manoj R Zaveri (DIN: 08465227) were appointed as Additional Directors of the Company w.e.f 23rd May, 2019, 29th May, 2019 and 29th May, 2019 respectively and pursuant to Section 161 of the Companies Act, 2013, they hold office till the ensuing Annual General Meeting. Considering their vast experience, expertise and skills, it is proposed to appoint them as Directors of the Company at the ensuing Annual General Meeting.

Further, subject to the approval of the members in the ensuing Annual General Meeting, Mr. Girish R Jhaveri (DIN: 08457292), Mr. Ankit G Agrawal (DIN: 01973398) and Mr. Manoj R Zaveri (DIN: 08465227) were also appointed as Independent Directors of the Company for a period of 5 (five) consecutive years effective from 23rd May, 2019, 29th May, 2019 and 29th May, 2019 respectively.

Mr. Anup K Shah, Non-Executive Director of the Company, resigned from the Board of Directors of the Company w.e.f. 13th November, 2018 due to personal reasons. The Board placed on record its deep appreciation for the guidance & support provided by him for the overall growth of the Company during his association with the company.

According to the provisions of section 149(10), the term of appointment of Mr. Nishit M Dhruva (DIN: 01641751), Mr. Piyush C Sampat (DIN: 01641751) and Mr. Nimesh K Sheth (DIN: 00772973) as Independent Directors has ended with effect from the closure of business hours on 31st March, 2019. The Board placed on record its deep appreciation for the guidance & support provided by Mr. Nishit M Dhruva, Mr. Piyush C Sampat and Mr. Nimesh K Sheth during their association with the Company.

Mr. Kalpesh V Mehta has been appointed as Chief Financial Officer of the Company with effect from 24th October, 2018.

Ms. Bhagyashree M Bhutaka has been appointed as Company Secretary and Compliance Officer of the Company with effect from 5th June, 2018.

Mrs. Nishita K Shah (DIN:00095423) Director, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment in accordance with provisions of the Companies Act, 2013.

The brief resume and other relevant details of the directors are being given as Annexure I of Notice convening the Annual General Meeting for your perusal.

**DECLARATION OF INDEPENDENCE BY THE INDEPENDENT DIRECTORS**

All the Independent Directors of the Company have furnished declarations that they meet the criteria of independence as per the provisions of section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI(Listing Obligations and Disclosure requirements) Regulations, 2015.

**ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

The Board of Directors has carried out an annual evaluation of its own performance, its committees, and individual directors pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of non-independent directors, the Board as a whole was evaluated in a separate meeting of independent directors, taking into account the views of executive directors and non-executive directors.

Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

Internal Structured Questionnaire was prepared in accordance with the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017, which were circulated to the Directors and/ or Committee Members for their feedback/ comments. The Confidential Questionnaire was responded to by the Directors and their feedback/ comments were received on how the Board currently operates and how it can enhance its effectiveness.

The Board of Directors has expressed its satisfaction with the evaluation process.

**DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- (a) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit / loss of the Company for that period;
- (c) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the Directors have prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (f) that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**EXTRACT OF ANNUAL RETURN**

Pursuant to Sections 134(3)(a) and 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form No. MGT 9 is attached herewith as **ANNEXURE-II** and forms part of this Report. The Annual Return is also placed on the Company's website '<http://www.fancyfittings.com/investor-relations/>'.

**STATUTORY AUDITORS**

M/s. Vinod K. Mehta & Co. (Firm Registration No. 111508W), Chartered Accountants, were appointed as the Statutory Auditors of the Company to hold office from the conclusion of Annual General Meeting held on 29th September, 2017 until the conclusion of the Annual General Meeting to be held in the year 2022.

**COST AUDITORS**

The provisions for appointment of Cost Auditors are not applicable to Company.

**SECRETARIAL AUDITORS**

The Board, pursuant to section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof, had during the year, appointed M/s. Sanjay Sangani & Co., Company Secretaries, to conduct secretarial audit of the Company for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31, 2019 is attached herewith marked as **ANNEXURE-III** to this report.

**AUDIT REPORT AND SECRETARIAL AUDIT REPORT**

There are no qualifications, reservation or adverse remark in the Statutory Audit Report.

In respect of remarks in the Secretarial Audit Report, we have to state that the shares of the Company are now listed on Metropolitan Stock Exchange of India Limited. The Company is taking appropriate steps to ensure that delays in submission of quarterly financial results to Stock Exchange and filing of forms with Registrar of Companies do not occur in future.

Further, in respect of remark for non-transfer of shares to IEPF, we have to state that the Company had not declared any dividend from the year 2013-14 onwards and therefore, the Company had certain doubts about the calculation of seven consecutive years and the corresponding shares which are required to be transferred to IEPF. However, on obtaining some clarity on the matter, the Company has initiated the process for the same.

As mentioned in the Secretarial Audit Report, the Company has not filed any Returns with RBI in respect of investments in Joint Venture Company outside India as the said JV Company has been defunct since long and there is no co-operation from the JV Partner.

**COMPLIANCE WITH SECRETARIAL STANDARDS**

Your Company has complied with the applicable Secretarial Standards.

**CORPORATE GOVERNANCE**

Your Company reaffirms its commitment to Corporate Governance and is fully compliant with the requirements relating to Corporate Governance. A report on Corporate Governance pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 form part of the Annual Report.

**COST RECORDS**

The Central Government has not prescribed maintenance of cost records for the Company under Section 148(1) of the Companies Act, 2013.

**INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS AND THEIR ADEQUACY**

Your Company has in place adequate internal financial controls with reference to financial statements, commensurate with the size, scale and complexity of its operations, which also ensures that all assets are safeguarded and transactions are authorized, recorded and reported correctly. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

**RISK MANAGEMENT POLICY**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. In the Board's view, there are no material risks, which may threaten the existence of the Company.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN END OF FINANCIAL YEAR AND DATE OF THIS REPORT**

There is no material change and commitment affecting the financial position of the Company which has occurred between end of the financial year under review and the date of this Report.

**DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES**

The Company does not have any Subsidiary or Associate Company. The details of Joint Venture Company in Form AOC-1 is attached as **ANNEXURE-IV**. The details are given to the extent available as the Joint Venture Company is not doing any business for many years and the Company is not getting any data from the Joint Venture Partner in spite of repeated reminders.

**PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES**

There is no contract or arrangements made during the year with related parties which requires disclosure under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014. Your Directors draw attention to Note No. 35 of the financial statements which sets out related party disclosures.

**PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES BY THE COMPANY**

During the year under review there is no loan given, investment made, guarantee given or security provided by the Company covered under Section 186 of the Companies Act, 2013.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS**

No significant and material order has been passed by the regulators, courts and tribunals impacting the going concern status and the Company's operations in future.

**CORPORATE SOCIAL RESPONSIBILITY**

The provisions of Section 135 regarding Corporate Social Responsibility are not applicable to the Company.

**DEPOSITS**

During the year under review, the Company has not accepted any deposit covered under Chapter V of the Companies Act, 2013 (i.e. Acceptance of Deposits by Companies) read with the Companies (Acceptance of Deposits) Rules, 2014.

**PARTICULARS OF EMPLOYEES**

In terms of the requirements of Section 197(12) of the Act read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the disclosures pertaining to the remuneration and other details, are given in **ANNEXURE-V** of this Report.

The statement containing particulars of employees as required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. Further, in terms of Section 136 of the Act, the Annual Reports are being sent to the Members and others entitled thereto, excluding the aforesaid statement. The said statement is available for inspection by the Members at the Registered Office of the Company during business hours on working days up to the date of the ensuing AGM. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Particulars specified in Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in the **ANNEXURE-VI** to this Report and forms part of this Report.

**VIGIL MECHANISM**

The Company has put in place a Whistle Blower Policy to provide an open and transparent working environment and to promote responsible and secure whistle blowing system for directors and employees of the Company to raise concern. The Policy broadly cover instances of fraudulent financial reporting, financial irregularities, misappropriation/ misuse of the company resources, manipulation of company data/ records, breach of contract, etc. The Policy provides adequate safeguard against victimisation of employee(s)/ director(s) who raise the concern and have access to Managing Director/ Chairman of Audit Committee who are entrusted to oversee the whistle blower mechanism. The Policy is available on the website of the Company at '<http://www.fancyfittings.com/investor-relations/>'.

**POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL**

The Nomination & Remuneration Committee has framed a Policy in terms of the provisions of Section 178(3) of the Act dealing with appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel. The policy covers criteria for determining qualifications, positive attributes, independence and remuneration of its Directors, Key

Managerial Personnel and Senior Management Personnel. The said Policy is available on the website of the Company at '<http://www.fancyfittings.com/investor-relations/>'.

**DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Company is committed to provide a work environment, which is free from discrimination and unlawful harassment at workplace. An appropriate complaint mechanism in the form of 'Internal Complaints Committee' has been created in the Company for time-bound redressal of the complaint made by the victim.

The members of the Committee provide for the following measures for safety of the women employees at workplace:

- a) To formulate the Anti-Sexual Harassment Policy in order to ensure the prevention of sexual harassment and safety of women employees at work place;
- b) To conduct the meeting in case of any complaint received in writing from any women employees, to settle the grievances and to ensure the proper compensation in case of any misconduct, harassment with the women employees;
- c) Provide a safe working environment at the workplace;
- d) Organize workshops and awareness programmes at regular intervals.

There was no complaint received by the Company during the year under the aforesaid Act.

**ACKNOWLEDGMENT**

Your Directors would like to place on record their deep sense of gratitude to Bankers, Government Authorities and Shareholders.

**For and on behalf of the Board of Directors of  
Fancy Fittings Limited**

**Mumbai, 22nd August , 2019**

**Jayant N Parekh**  
Managing Director  
DIN: 00095406

**Nishita K. Shah**  
Whole Time Director  
DIN: 00095423

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****INDUSTRY STRUCTURE, DEVELOPMENT AND OPPORTUNITIES:**

The Indian economy started the fiscal year 2018-19 with a healthy eight per cent growth in the June 2018 quarter, however India's real gross domestic product growth dropped to a five-year low of seven per cent in 2018-2019. The slowdown in the Indian economy emanated from sectors like housing, agriculture, auto, manufacturing and trade, and services etc. The priority to revive economic growth against the persistent high fiscal deficit, flattening tax revenues, failure of business models in some of the sector such as infrastructure, agriculture are key challenges for the government.

Today FFL is the largest supplier of luggage fittings, Trolleys and wheels to the Indian luggage Industry. Reputed brands like Samsonite, V.I.P. Industries, Wild craft etc. use our products in their various soft luggage, hard luggage and totes etc. Since then we have diversified our business into various sectors. As of today, we have five manufacturing facilities with 4 in Daman and 1 in Surat.

FFL is also a vendor for Mattel Inc. in India. FFL manufactures and assembles various products and toys for Mattel Inc. like Barbie dolls, Hot wheels cars, Children's board games like Scrabble, Pictionary etc. In the process of become an approved vendor for French sporting goods store which specializes in the sales of products and equipment in the camping and sports Industries. It has 1100 stores globally and is the largest sporting goods store in the entire world having requirement of products which a similar to our luggage fittings products which will be used in their products like bag packs, camping bags, various kinds of luggage, sporting equipment etc.

In 2017 looking at the growth of the Indian solar Industry and with the government's aim to install 100GW of Solar energy in India by 2022, FFL decided to enter the Solar industry by manufacturing solar PV Junction boxes which are used in Solar modules. We are the first company in India to manufacture high quality PV junction boxes and connectors through a high-tech automated production facility. We have designed and developed special purpose automation machines for the manufacturing and assembly of these PV junction boxes and connectors. Our capacity in the first phase is approximately 4 million junction boxes. We look forward to achieving new records in the coming year taking full advantage of the opportunities offered by the market.

Fancy Fittings Ltd is a contract manufacturer for Unisto AG (Switzerland) to manufacture security seals in India. Unisto AG is one of the largest manufacturers of security seals and products in Europe. Unsito AG products are high quality products with numerous patents and innovation. The products are supplied to the Indian E-commerce Industry, and in the years to come as we witness growth in the Indian E-commerce Industry, the demand for security products will also increase.

**THREATS, RISKS & CONCERNS:**

Though Indian market is growing at a healthy growth rate but on account of continuously price-cost squeeze, highly volatile prices of raw materials, largely due to relentless increase in energy cost and volatile foreign exchange rates are all affecting overall profitability of the company.

**SEGMENT-WISE/ PRODUCT-WISE PERFORMANCE:**

The Company's business activity falls within a single business segment. Accordingly, the Company is a single segment company in accordance with Indian Accounting Standard 108 "Operating Segment".

**OUTLOOK :**

While the Future has always looked bright to us, it was only because we enjoy the nearest competition. Looking at the growth of the Indian solar Industry and with the government's aim to install 100GW of Solar energy in India by 2022, FFL decided to enter into Solar industry by manufacturing solar PV Junction boxes which are used in Solar modules.

**FINANCIAL PERFORMANCE OF THE COMPANY :**

During the year under review the Company earned Total income of Rs.9081.60 Lacs compared to Rs.7988.08 Lacs in the previous year, the company has made a profit after tax of Rs.23.18 Lacs as against Rs.15.08 Lacs. The company has achieved an export turnover of Rs. 4285.95 Lacs as against Rs. 3433.16 Lacs.

**KEY FINANCIAL RATIOS**

The significant changes in the financial ratios of the Company, which are more than 25% as compared to the previous year are summarised below:-

<b>Ratio</b>	<b>2017-18</b>	<b>2018-19</b>
Return on Net Worth	0.50	0.76
Debt Equity Ratio	0.99	1.30
Net Profit Margin %	0.77%	0.54%

**INTERNAL CONTROL SYSTEM ADEQUACY :**

The management continuously reviews the internal control systems and procedure leading to orderly and efficient conduct of its business. Internal Audit is conducted throughout the year to monitor and report on the effectiveness of the internal control in the organizations. The internal audit reports are brought to the notice of the audit committee and corrective measures are recommended for implementations. Reports of the internal auditors are also continuously reviewed by the management and corrective actions are initiated to strengthen the controls and enhance the effectiveness of the existing system.

**HUMAN RESOURCES DEVELOPMENT & RESEARCH ACTIVITIES:**

The progress of the company is highly dependent upon the satisfaction of the human resources. The management believes that happiness and satisfaction of human resources is ultimate responsibility of the company. The company workforce comprises of around 842 employees. A cordial Industrial relation environment prevailed in the company during the year.

**HEALTHY AND SAFETY MEASURES :**

The Company has a range of policies, including on quality, safety and health aspects to guide the employees, work practices, actions and decisions. The Company continuously strives to improve the effectiveness of its policies and the employees are encouraged to contribute their might in this direction.

**CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be forward looking statements within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the company's operations include input availabilities and prices, demand and pricing of finished goods in the company's principal markets, changes in government regulations tax laws, economic developments within the country and other incidental factors.

**FORMNO.MGT-9****EXTRACT OF ANNUAL RETURN** as on financial year ended 31.03.2019

[Pursuant to Section 92(3) of the Companies Act, 2013 read with [The Companies (Management and Administration) Rules, 2014]

**A. REGISTRATION AND OTHER DETAILS:**

CIN:-	<b>U74999MH1993PLC070323</b>
Registration Date:	06/01/1993
Name of the Company:	<b>FANCY FITTINGS LIMITED</b>
Category/Sub-Category of the Company	Company Limited by shares/Indian Non-Govt Co.
Address of the Registered office and contact details:	145/259, Minerva Industrial Estate, Sewri Bunder Road, Sewri-East, Mumbai-400 015. Tel No. : 022 – 24103001 Email : info@fancyfittings.com
Whether listed Company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>Link Intime India Pvt Ltd</b> Add : C-101, 247 Park, L. B. S. Marg, Vikhroli-West, Mumbai-400 083. Tel No. 022 – 49186000 Email : nethra.nadar@linkintime.co.in

**B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

Sr. No.	Name and Description of main products/services	NIC Code of the Product/service % to total turnover of the Company	% to total turnover of the Company
a.	Manufacture of Plastic Products	25	<b>100.00%</b>

**C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name and address of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of Shares held	Applicable Section
N.A					

**D. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of total equity)****i) Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2018				No. of Shares held at the end of the year 31/03/2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(A) PROMOTERS</b>									
<b>(1) INDIAN</b>									
a) Individual	898600	7600	906200	55.63	1812400	0	1812400	55.63	0
b) Central Gov't	-	-	-	-	-	-	-	-	-
c) State Gov't	-	-	-	-	-	-	-	-	-
d) Bodies									

<b>Corporate</b>									
e)FII/ Banks	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(1)</b>	<b>898600</b>	<b>7600</b>	<b>906200</b>	<b>55.63</b>	<b>1812400</b>	<b>0</b>	<b>1812400</b>	<b>55.63</b>	<b>0</b>
<b>(2) FOREIGN</b>									
a) Individual NRI/ for Ind	-	-	-	-	-	-	-	-	-
b) Other Individual	-	-	-	-	-	-	-	-	-
c)Bodies Corporate	-	-	-	-	-	-	-	-	-
d)Banks-FII	-	-	-	-	-	-	-	-	-
e)Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
f)Any Other Specify	-	-	-	-	-	-	-	-	-
<b>Sub Total(A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>898600</b>	<b>7600</b>	<b>906200</b>	<b>55.63</b>	<b>1812400</b>	<b>0</b>	<b>1812400</b>	<b>55.63</b>	<b>0</b>
<b>(B)(1) PUBLIC SHAREHOLDING</b>									
a)Mutual Fund	-	-	-	-	-	-	-	-	-
b)Banks/FI	-	-	-	-	-	-	-	-	-
C)Central Gov't	-	-	-	-	-	-	-	-	-
d)State Gov't	-	-	-	-	-	-	-	-	-
e)Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h)Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)Others(Specify)	-	-	-	-	-	-	-	-	-
<b>Sub Total (B)(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(B) (2) NON INSTITUTIONS</b>									
<b>(a) BODIES CORPORATE</b>					-	-	-	-	-
(i) Indian	21800	359000	380800	23.38	43600	718000	761600	23.38	0
(ii) Overseas	-	-	-	-	-	-	-	-	-
<b>(b) INDIVIDUALS</b>									
(i) Individual Shareholders holding Nominal share capital upto Rs. 1Lakh	105500	101100	206600	12.68	120000	156600	276600	8.49	(4.19)
(ii) ) Individual Shareholders holding Nominal share capital in excess Rs. 1Lakh	56500	72600	129100	7.93	381000	13800	394800	12.12	4.19
(c) Other (Specify)	-	-	-	-	-	-	-	-	-
<b>Non Resident Indians</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Hindu Undivided Family	6300	0	6300	0.39	12600	0	12600	0.39	0
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies-D R	-	-	-	-	-	-	-	-	-
Sub Total(B)(2)	190100	532700	722800	44.37	557200	888400	1445600	44.37	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	190100	532700	722800	44.37	557200	888400	1445600	44.37	0
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1088700	540300	1629000	100	2369600	888400	3258000	100	0

## (ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year 01/04/2018			Shareholding at the end of the Year 31/03/2019			
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	% Change in shareholding during the year
1.	Jayant N Parekh	591900	36.64	-	1183800	36.64	-	0
2.	Nishita K Shah	302000	18.54	-	604000	18.54	-	0
3.	Anup K Shah	500	0.02	-	1000	0.02	-	0
4.	Riddhi K Shah	200	0.01	-	400	0.01	-	0
5.	Rupam J Parekh	5400	0.33	-	10800	0.33	-	0
6.	Vinodini N Parekh	2000	0.12	-	4000	0.12	-	0
7.	Mirang J Parekh	4200	0.26	-	8400	0.26	-	0
	<b>TOTAL</b>	<b>906200</b>	<b>55.63</b>		<b>1812400</b>	<b>55.63</b>		<b>0</b>

## (iii) Change in Promoters' Shareholding :

Sr. No.	Promoter's Name	Shareholding at the beginning of the year 01/04/2018			Shareholding at the end of the Year 31/03/2019			
		No. of Shares at the beginning (01-04-2018) / end of the year (31-03-2019)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company
1.	Jayant N Parekh	591900	36.34	01.04.2018				
				09.04.2018	591900	Bonus Issue	1183800	36.34
				31.03.2019			1183800	36.34
2.	Nishita K Shah	302000	18.54	01.04.2018				
				09.04.2018	302000	Bonus Issue	604000	18.54
				31.03.2019			604000	18.54
3.	Anup K Shah	500	0.03	01.04.2018				

				09.04.2018	500	Bonus Issue	1000	0.03
	Closing Balance			31.03.2019			1000	0.03
4.	Riddhi KShah	200	0.01	01.04.2018				
				09.04.2018	400	Bonus Issue	400	0.01
	Closing Balance			31.03.2019			400	0.01
5.	RupamJParekh	5400	0.33	01.04.2018				
				09.04.2018	10800	Bonus Issue	10800	0.33
	Closing Balance			31.03.2019			10800	0.33
6.	VinodiniNParekh	2000	0.12	01.04.2018				
				09.04.2018	4000	Bonus Issue	4000	0.12
	Closing Balance			31.03.2019			4000	0.12
7.	MirangJParekh	4200	0.26	01.04.2018				
				09.04.2018	4200	Bonus Issue	8400	0.26
	Closing Balance			31.03.2019			8400	0.26

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Name	No. of Shares at the beginning (01-04-2018) /end of the year(31-03-2019)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company]
1	N H Securities Ltd	274000	16.82	01.04.2018				
				09.04.2018	274000	Bonus Issue	548000	16.82
	Closing Balance			31.03.2019			548000	16.82
2	Lloyds Securities Limited	69200	4.25	01.04.2018				
				09.04.2018	69200	Bonus Issue	138400	4.25
	Closing Balance			31.03.2019			138400	4.25
3	Zain Exim Pvt ILd	17000	1.04	01.04.2018				
				09.04.2018	17000	Bonus Issue	34000	1.04
	Closing Balance			31.03.2019			34000	1.04
4	Bimal Jasvantlal Parekh	9000	0.55	01.04.2018				
				09.04.2018	9000	Bonus Issue	18000	0.55
	Closing Balance			31.03.2019			18000	0.55
5	Arun Jayntilal Shah	15500	0.95	01.04.2018				
				09.04.2018	15500	Bonus Issue	31000	0.95
	Closing Balance			31.03.2019			31000	0.95

6	SushilaJasvantlal Parekh	12000	0.74	01.04.2018				
				09.04.2018	12000	Bonus Issue	24000	0.74
	Closing Balance			31.03.2019			24000	.074
7	Kalpana Kishor Shah	10000	0.61	01.04.2018				
				09.04.2018	10000	Bonus Issue	20000	0.61
	Closing Balance			31.03.2019			20000	0.61
8	Nalini D Parekh	10000	0.61	01.04.2018				
				09.04.2018	10000	Bonus Issue	20000	0.61
	Closing Balance			31.03.2019			20000	0.61
9	Narendra Chandulal Shah	19500	1.20	01.04.2018				
				09.04.2018	19500	Bonus Issue	39000	1.20
	Closing Balance			31.03.2019			39000	1.20
10	Nishith Atulbhai Shah	72600	4.46	01.04.2018				
				09.04.2018	72600	Bonus Issue	145200	4.46
	Closing Balance			31.03.2019			145200	4.46
*The shareholding is as per information received from RTA								

**(v) Shareholding of Directors and Key Managerial Personnel:**

Details For Each of the Directors and KMP including Benpos date		Shareholding at the beginning of the year 01/04/2018		Cumulative Shareholding during the year 31/03/2019	
Sr. No.		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Jayant N Parekh	591900	36.34	1183800	36.34
2	Nishita K Shah	302000	18.54	604000	18.54
3	Anup K Shah	500	0.03	1000	0.03
4	Nimesh K Sheth	5800	0.36	11600	0.36
5	Piyush C Sampat	500	0.03	1000	0.03

(\*Anup K Shah resigned from the Company w.e.f. 13.11.2018) and Nimesh K Sheth and Piyush C Sampat term ended w.e.f. 01.04.2019)

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. In Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	3027.21	77.31	-	3104.52
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total(i+ii+iii)</b>	3027.21	77.31	-	3104.52
<b>Change in Indebtedness during the financial year</b>				
• Addition	179.88	699.65	-	879.53
• Reduction	-	-	-	-
<b>Net Change</b>	179.88	699.65	-	879.53
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	3207.09	776.96	-	3984.05
ii) Interest due but not paid				
iii) Interest accrued but not				
<b>Total(i+ii+iii)</b>	3207.09	776.96	-	3984.05

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. In Lacs)

Sr. No.	Particulars of Remuneration	Name of MD (Jayant N Parekh)	Name of WTD (Nishita K Shah)	Name of WTD (Mirang J Parekh) Appointed w.e.f 13.11.2018	Total Amount
1	Gross salary				
	(a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	60.00	18.00	6.90	84.90
	(b)Value of perquisites u/s 17(2) Income-tax Act, 1961	0.000	0.000	0.000	0.000
	(c)Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.000	0.000	0.000	0.000
2	Stock Option	0.000	0.000	0.000	0.000
3	Sweat Equity	0.000	0.000	0.000	0.000
4	Commission	0.000	0.000	0.000	0.000
	-as % of profit	0.000	0.000	0.000	0.000
	-others, specify...	0.000	0.000	0.000	0.000
5	Others, please specify	0.000	0.000	0.000	0.000
	Total(A)	<b>60.00</b>	<b>18.00</b>	<b>6.90</b>	<b>84.90</b>
	<b>Ceiling as per the Act</b>	Remuneration paid as minimum remuneration pursuant to Section 2 of Para II of Schedule V of the Companies Act, 2013			

**B. Remuneration to other directors:**

Sr. No.	Particulars of Remuneration	Name of Directors/ Manager	Total Amount
1	1.Independent Directors	0.000	0.000
	• Fee for attending board/committee meetings	0.000	0.000
	• Commission	0.000	0.000
	• Others, please specify	0.000	0.000
	Total(1)	0.000	0.000
2	2.Other Non-Executive Directors	0.000	0.000
	• Fee for attending board/committee meetings	0.000	0.000
	• Commission	0.000	0.000
	• Others, please specify	0.000	0.000
	Total(2)	0.000	0.000
	Total(B)=(1+2)	0.000	0.000
	Total Managerial Remuneration	0.000	0.000
	Over all Ceiling as per the Act	0.000	0.000

**C. Remuneration to key managerial personnel other than MD/Manager/WTD :**

(Rs. In Lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Company Secretary (Bhagyashree Bhutaka) Appointed w.e.f 05.06.2018	CEO	Chief Financial Officer (Kalpesh Mehta) Appointed w.e.f 24.10.2018	
1	Gross salary (a)Salary as per provisions contained in section17(1) of the Income-tax Act,1961	3.73	-	7.89	11.62
	(a)Salary as per provisions contained in section17(1) of the Income-tax Act,1961	-	-	-	-
	(b)Value of perquisites u/s17(2) Income-tax Act,1961	-	-	-	-
	(c)Profits in lieu of salary under section17(3) Income-tax Act,1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- As % of profit - others, specify...	-	-	-	-
	Others, please specify	-	-	-	-
	Total	3.73	-	7.89	11.62

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

NIL

For and on behalf of the Board of Directors of  
Fancy Fittings Limited

Mumbai, 22nd August, 2019

Jayant N Parekh  
Managing Director  
DIN:00095406Nishita K Shah  
Whole Time Director  
DIN:00095423

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
**The Members of Fancy Fittings Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Fancy Fittings Limited (hereinafter called 'the Company') for the financial year ended 31st March, 2019. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (upto November 9,2018) / The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (w.e.f. November 10, 2018);
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable to the Company during the Audit Period**);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable to the Company during the Audit Period**);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (**Not Applicable to the Company during the Audit Period**);
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable to the Company during the Audit Period**); and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (upto September 10, 2018) / The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (w.e.f. September 11, 2018) (**Not Applicable to the Company during the Audit Period**);
- 6) The management of the Company has informed that there is no industry specific law which is applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India;
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except that –

- a) There was a delay in listing of shares of the Company in accordance with SEBI Circular Nos. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated 10/10/2016. (The Company was on Dissemination Board of BSE Ltd. The Equity Shares were earlier listed on OTC Exchange of India.)
- b) Financial Results for the quarters ended 30th September, 2018 and 31st December, 2018 were not submitted to the Stock Exchange on the date of respective Board Meetings where the Financial Results were approved.
- c) The Company has not transferred Equity Shares to Investor Education & Protection Fund pursuant to the provisions of Section 124 of the Companies Act, 2013. Now, the Company has initiated the process for the same.
- d) Non-filing of Returns with RBI in respect of investments in Joint Venture Company outside India as the said company has been defunct since long and there is no co-operation from the JV Partner.
- e) There was delay in filing of Forms with ROC and IEPF Authorities in some cases.

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance other than those held at shorter notice after obtaining requisite consents, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board and Committees of the Board were unanimous and no dissenting views have been recorded.

We further report that based on review of compliance mechanism established by the Company and on the basis of Management Representation Letter received from the Company, we are of the opinion that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period following events/actions were having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

1. The Equity Shares of the Company were listed on the Metropolitan Stock Exchange of India Limited w.e.f. 12th October, 2018. (The Company was on Dissemination Board of BSE Ltd. The Equity Shares were earlier listed on OTC Exchange of India.)
2. The Company has allotted 16,29,000 Equity Shares of Rs. 10/- each as Bonus Shares on 9th April, 2018 in the ratio of one Equity Share for every one Equity Share held by the shareholders of the Company.

**For Sanjay Sangani & Co.**  
Company Secretaries

**Sanjay H. Sangani**  
Proprietor  
M. No. : FCS 4090  
C.P. No. : 3847

**Mumbai, 22nd August, 2019**

This Report is to be read with Annexure 'A' to this Report which forms an integral part of this Report.

To,  
**The Members of Fancy Fittings Limited**

Our Report of even date is to be read along with this Annexure.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Sanjay Sangani & Co.**  
Company Secretaries

**Sanjay H. Sangani**  
Proprietor  
M. No. : FCS 4090  
C.P. No. : 3847

**Mumbai, 22nd August, 2019**

## ANNEXURE IV

**Form AOC-I**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
**Statement containing salient features of the Financial Statement of  
 Subsidiaries/Associate Companies/Joint Ventures**

**Part “A”: Subsidiaries**

Note: The Company has no Subsidiary Company, therefore Part A relating to Subsidiary is not applicable.

**Part “B”: Associates and Joint Ventures**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

	<b>Name of Associate / Joint Venture</b>	<b>Fancy Fittings Pty. Ltd.</b>
1.	Latest audited Balance Sheet Date	
2.	Shares of Associate/Joint Ventures held by the company on the year end	
	Number	50000 Equity Shares
	Amount of Investment in Associates/Joint Venture	Equity Rs. 317400/- Loans Rs. 4206250/- Provision for impairment in value of both the assets have been made in books of accounts..
	Extend of Holding %	50%
3.	Description of how there is significant influence	Control of more than twenty per cent of total share capital
4.	Reason why the associate/ joint venture is not consolidated	Absence of data from the Joint Venture Partner
5.	Net worth attributable to Shareholding as per latest audited Balance Sheet	
6.	Profit / Loss for the year	

- Names of associates or joint ventures which are yet to commence operations – Not Applicable
- Names of associates or joint ventures which have been liquidated or sold during the year – Not Applicable

**For and on behalf of the Board of Directors of  
 Fancy Fittings Limited**

**Mumbai, 22nd August , 2019**

**Jayant N Parekh**  
 Managing Director  
 DIN: 00095406

**Nishita K. Shah**  
 Whole Time Director  
 DIN: 00095423

**DISCLOSURE UNDER SECTION 197(12) AND RULE 5(1) OF THE  
COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees for the financial year 2018-19 and percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19 are as under:

Sr. No.	Name of Director/ Key Managerial Personnel	Remuneration of Director/ KMP for the year 2018-19 (Rs. in Lacs)	% increase/ (decrease) in Remuneration of Director/ Key Managerial Personnel	Ratio of remuneration of each Director to median remuneration of employees
1	Mr. Jayant N Parekh, Managing Director	60.00	NIL	44.90
2	Mrs. Nishita K Shah, Wholetime Director	18.00	NIL	13.47
3	Mr. Mirang J Parekh, Wholetime Director	6.90	NIL	5.16
7	Mr. Nishit M Dhruva, Independent Director	NIL	NIL	NIL
8	Mr. Nimesh K Sheth, Independent Director	NIL	NIL	NIL
9	Mr. Piyush C Sampat, Independent Director	NIL	NIL	NIL
10	Mr. Kalpesh V Mehta, Chief Financial Officer	7.89	NIL	5.90
11	Ms. Bhagyashree M Bhutaka, Company Secretary	3.73	NIL	2.79

(Mr. Mirang Parekh Appointed w.e.f 13/11/2018, Mr. Kalpesh Mehta Appointed w.e.f. 24/10/2018 and Ms. Bhagyashree Bhutaka Appointed w.e.f. 05/06/2018)

- (ii) The median remuneration of employees during the financial year was Rs. 1.34 Lacs.
- (iii) In the financial year 2018-19, there was an increase of 4.91% in the median remuneration of employees.
- (iv) There were 842 permanent employees on the rolls of Company as on March 31, 2019.
- (v) The average increase in salaries of employees other than managerial personnel during the financial year 2018-19 was 3% as against an increase of NIL % in the managerial remuneration.

The increment given to each individual employee was based on the employees' potential, experience, performance and contribution to the Company's growth over a period of time and also benchmarked against industry standard.

- (vi) It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.

**For and on behalf of the Board of Directors of  
Fancy Fittings Limited**

**Mumbai, 22nd August, 2019**

**Jayant N Parekh**  
Managing Director  
DIN:00095406

**Nishita K Shah**  
Whole Time Director  
DIN:00095423

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND  
FOREIGN EXCHANGE EARNING AND OUTGO**

**(A) Conservation of Energy:****i. Steps taken or impact on conservation of energy :**

There is a continuous and systematic effort to optimize energy consumption and cost at Plant through evaluation of performance and modernization and upgradation of equipments, best practices and instrumentation. Through implementation of energy conservation measures as above; there has been energy saving, though exact amount of saving could not be quantified. The implementation of energy conservation measures has also resulted in reduction in cost of production.

**ii. Steps taken by the Company for utilizing alternate sources of energy :**

Alternative sources of energy is being explored and evaluated. The initial efforts include the evaluation of right type of energy alternative and its suitability for replacing some of the low energy consuming utility (ex. Lightings).

**iii the capital investment on energy conservation equipments**

The capital investment will be derived based on the alternative energy feasibility evaluation.

**(B) Technology Absorption****(i) Efforts made towards Technology Absorption**

- The Company has adopted and absorbed the indigenous technology which has been in existence and in use throughout the plastic industry.

**(ii) Benefits derived as a result of the above**

- Improvement in sales and productivity.

**(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – N. A.****(iv) the expenditure incurred on Research and Development**

- No separate records of the expenditure incurred on R & D as such is maintained.

**(C) Foreign Exchange Earning and Outgo.**

(Rs. in Lacs)

Particulars	Year ended 31 <sup>st</sup> March 2019	Year ended 31 <sup>st</sup> March 2018
Foreign Exchange Earnings	4285.95	3433.16
Value of Imports (CIF)	1458.74	2647.50
Expenditure in Foreign currency	31.41	68.55

**For and on behalf of the Board of Directors of  
Fancy Fittings Limited**

Mumbai, 22nd August, 2019

**Jayant N Parekh**  
Managing Director  
DIN: 00095406

**Nishita K. Shah**  
Whole Time Director  
DIN: 00095423

**REPORT ON CORPORATE GOVERNANCE**

Corporate Governance is, essentially, a philosophy. It encompasses not only the regulatory and legal requirements, but also the voluntary practices developed by the company to protect the best interests of all stakeholders. Fundamentals of Corporate Governance includes transparency, accountability and independence. Governance practices may vary but the principles are generic and universal, viz. constant improvement and sustainable value creation for all stakeholders. For ensuring sound Corporate Governance practices, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc.

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company has complied with all the Corporate Governance requirements stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations"). The Company is committed to the consistent adherence to the said corporate governance code to maintain a greater degree of responsibility and accountability. We believe that for sustained growth and for enhancing shareholder value, sound Corporate Governance is a must. Corporate Governance is focused on maximizing shareholder value while ensuring fairness to all the stakeholders - customers, employees, vendor-partners, the government of the land, and society at large. Corporate Governance is not an end, it is just a beginning towards growth of company for a long term prosperity.

**2. BOARD OF DIRECTORS****Composition of Directors**

The Board of Directors of the Company had a balanced mix of composition . As on 31st March, 2019, the Board consists of 6 members. Besides the Chairman, an Executive Director, the Board comprises of two Executive Directors (including one Woman Director) and Three Non-Executive Independent Directors. The Board provides strategic guidance to the Company and ensures effective monitoring of the management and corporate governance practices. The composition of the Board is in conformity with the Companies Act, 2013 and Listing Regulations with specified combination of Executive and Non- Executive Directors including Independent Directors and Woman Director.

The following table gives details of directorship, category, number of shares held in the Company and other related matters during the year ended 31st March, 2019:

Name of Director(s)	Category	Inter-se relationship between directors	No. of shares held in the Company	No. of other Directorship & Committee Memberships / Chairmanships held *		
				Other Directorships	Committee Member ships	Committee Chairmanships
Mr. Jayant N Parekh	Executive- Chairman & Managing Director, Promoter	Father of Mr. Mirang J Parekh Brother of Mrs. Nishita K Shah	11,83,800	0	0	0
Mrs. Nishita K Shah	Executive- Wholetime Director, Promoter	Sister of Mr. Jayant N. Parekh	6,04,000	0	0	0
Mr. Anup K Shah **	Non-Executive Director	--	1,000	0	0	0
Mr. Mirang J Parekh **	Executive- Wholetime Director, Promoter	Son of Mr. Jayant N. Parekh	8,400	0	0	0
Mr. Nishit M Dhruva @	Non-Executive Independent Director	--	0	0	0	0
Mr. Piyush C Sampat @	Non-Executive Independent Director	--	1,000	0	0	0
Mr. Nimesh K Sheth @	Non-Executive Independent Director	--	11,600	0	0	0

\*These numbers exclude the Directorship/ Committee Membership held in the Company and in Private Companies, Foreign Companies, Companies registered under Section 8 of the Companies Act, 2013. Further, it includes only the Chairmanship/ Membership of the Audit Committee and Stakeholders' Relationship Committee.

\*\*Mr. Mirang J. Parekh was appointed on the Board w.e.f 13th November, 2018 and Mr. Anup K Shah resigned from the Board w.e.f. 13th November, 2018.

@ The term of appointment of Mr. Nishit M Dhruva, Mr. Piyush C Sampat and Mr. Nimesh K Sheth as Independent Directors has ended with effect from the closure of business hours on 31st March, 2019.

### **Independent Directors**

All Independent Director's of the Company have furnished declarations that they qualify the conditions of being independent as per Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

During the financial year, the Independent Directors of the Company met on 31st August, 2018 under the Chairmanship of Mr. Nimesh K Sheth without the presence of Non-Independent Directors or Management personnel to review the performance of Non-Independent Directors, the Board and its Chairperson. The meeting also reviewed the quality, quantity and timeliness of flow of information between the Company and the Board.

The terms and conditions of appointment of Independent Directors have been placed on the website of the Company <http://www.fancyfittings.com/investor-relations/>.

A well informed familiarized Board member can contribute significantly to effectively discharge its role of trusteeship in a manner that fulfils stakeholders' aspirations and societal expectations. In pursuit of this, the Directors are updated on a continuing basis on changes/developments in the domestic/global corporate and industry scenario including those pertaining to statutes/legislations and economic environment, to enable them to take well informed and timely decisions. The details of Familiarization Programme imparted to Independent Director have been put on website of the company <http://fancyfittings.com/pdf/Familiarisation%20programme.pdf>.

### **Core skills/ expertise/competencies of the Board of Directors.**

The relevant skills/ expertise/ competencies in context of its business of manufacturing of plastic products shall be finance, industry experience, law, risk management and corporate governance and these are available with the Board.

### **Code of Conduct**

The Board has laid down a Code of Conduct for all the Board members and senior management of the Company which is also posted on the website of the Company. The Board members and senior management have affirmed compliance with the Code of Conduct. A declaration signed by the Company's Chairman on behalf of the Board is published in the Report.

### **3. NUMBER OF BOARD MEETINGS AND ATTENDANCE OF DIRECTORS**

Board meeting dates are finalized in consultation with all the directors. During the financial year, the Board met eight times on 09th April, 2018, 08th May, 2018, 30th May, 2018, 05th June, 2018, 31st August, 2018, 24th October, 2018, 13th November, 2018 and 14th February, 2019. The maximum gap between any two consecutive meetings was less than 120 days, as stipulated under the Companies Act, 2013, Regulation 17 of the Listing Regulations and Secretarial Standards.

The following table gives Board Meetings held during the year and attendance of directors at Board Meetings held during the year ended 31st March, 2019.

Name of Director(s)	No. of Board Meetings		Attendance at the last AGM
	Held	Attended	
Mr. Jayant N Parekh	8	8	Yes
Mrs. Nishita K Shah	8	8	Yes
Mr. Anup K Shah	6	1	No
Mr. Mirang J Parekh	1	1	No
Mr. Nishit M Dhruva	8	3	No
Mr. Piyush C Sampat	8	7	Yes
Mr. Nimesh K Sheth	8	7	Yes

**4. AUDIT COMMITTEE**

The constitution of the Audit Committee is in compliance with the provisions of the Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

During the year under review, four Audit Committee Meetings were held on 30th May, 2018, 31st August, 2018, 13th November, 2018 and 14th February, 2019. The maximum gap between any two consecutive meetings was less than 120 days.

The composition of the Committee as well as the particulars of attendance at the committee meetings during the year and other related details are given in the table below

Name of Director	Category	Status	No. of Meetings	
			Held	Attended
Mr. Nimesh K Sheth	Independent Director	Chairman	4	4
Mr. Piyush C Sampat	Independent Director	Member	4	4
Mr. Nishit M Dhruva	Independent Director	Member	4	3

The role and terms of reference of the Audit Committee include review of Internal Audit Reports and the Statutory Auditors' Report on the financial statements, general interaction with the Internal Auditors and Statutory Auditors, review of financial statements both quarterly and annually before submission to the Board, review of management discussion and analysis of financial conditions, evaluation of internal financial controls, reviewing functioning of whistle blower mechanism and other matters specified under in the Listing Regulations, Companies Act, 2013 and other applicable laws, if any. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

**5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Stakeholders' Relationship Committee performs various functions conferred under the Listing Regulations and Section 178 of the Companies Act, 2013, which mainly considers and overseas resolution of grievances of share holders and investors of the Company.

During the year, committee met two times on 30th May, 2018 and 31st August, 2018.

The constitution of Stakeholders' Relationship Committee as well as the particulars of attendance at the Committee meetings is given below:

Name of Director	Category	Status	No. of Meetings	
			Held	Attended
Mr. Piyush C Sampat	Independent Director	Chairman	2	2
Mr. Nimesh K Sheth	Independent Director	Member	2	2
Mr. Nishit M Dhruva	Independent Director	Member	2	2
Mr. Jayant N Parekh	Executive Director	Member	2	2

The Equity Shares of the Company to the extent of 72.47% are held in dematerialized form & the handling of physical transfer of shares are 27.53%. No transfer of equity shares is pending as on 31st March, 2019.

The status of Investor/ Shareholder complaints during the year 2018-19 is as follows:

No. of Complaints Received	Nil
No. of Complaints Resolved during the year	Nil
No. of Complaints not resolved during the year	Nil
No. of Complaints pending at the end of the year	Nil

Any grievances related to investors/stakeholders may be reported to Ms. Bhagyashree M Bhutaka, Company Secretary & Compliance Officer of the Company.

The terms of reference of the Committee are as follows:

To approve share transfers, transmissions, issue of duplicate share certificates, to review and advise the Company on any grievance in relation to (a) Non-transfer of shares (b) Non-receipt of Annual Report, Dividend (c) any other grievance raised by any stakeholder.

#### 6. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration recommends the appointment and remuneration of Directors. The Committee provides a framework based on which our human resources department aligns their recruitment plans for the strategic growth of the Company. The level and structure of remuneration of Directors, Key Managerial Personnel and senior management of the Company as per the Remuneration Policy is also overseen by this Committee.

During the year, committee met five times on 30th May, 2018, 31st August, 2018, 24th October, 2018, 13th November, 2018 and 14th February, 2019.

The Composition of the Committee as well as the particulars of attendance at the Committee meetings during the year ended on 31st March, 2019 is as given below:

Name of Director	Category	Status	No. of Meetings	
			Held	Attended
Mr. Piyush C Sampat	Independent Director	Chairman	5	5
Mr. Nimesh K Sheth	Independent Director	Member	5	5
Mr. Nishit M Dhruva	Independent Director	Member	5	3

The terms of reference for the Nomination and Remuneration Committee includes:

- i) Formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- ii) To formulate recommend to the Board a Nomination and Remuneration Policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- iii) Identify candidates who are qualified to become Directors.
- iv) Identify persons who are qualified to become Senior Management (Senior Management of the Company means employees of the Company who are Divisional Heads and Corporate Functional Heads).
- v) Recommend to the Board the appointment and removal of Directors and Senior Management.
- vi) Lay down the process for evaluation of the performance of every Director on the Board.
- vii) To evaluate and recommend the composition of the Board of Directors and sub committees thereof

The roles and responsibilities of the Committee are in accordance with the requirements as specified in the Regulation 19 of the Listing Regulations and section 178 of the Companies Act, 2013 and other applicable laws, if any. Apart from the above, the Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

The Committee has devised templates for performance evaluation of directors including Independent Directors, Chairman, the Board of Directors and Board Committees.

#### 7. REMUNERATION OF DIRECTORS:

The Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company. During the year 2018-19, no remuneration was paid to the Non- Executive Directors.

Remuneration paid to relatives of Directors is disclosed in Note No. 35 of the financial statements which sets out related party disclosures.

Mr. Jayant N. Parekh, Managing Director, was paid Salary of Rs. 60 Lacs comprising of Basic Salary of Rs. 48 Lacs and Perquisites and Allowances of Rs. 12 Lacs for the financial year 2018-19. Mrs. Nishita K. Shah, Wholetime

Director, was paid Salary of Rs. 18 Lacs comprising of Basic Salary of Rs. 12 Lacs and Perquisites and Allowances of Rs. 6 Lacs for the financial year 2018-19. Mr. Mirang J. Parekh, appointed as Wholetime Director w.e.f. 13th November, 2018, was paid Salary of Rs. 6.90 Lacs comprising of Basic Salary of Rs. 5.52 Lacs and Perquisites and Allowances of Rs. 1.38 Lacs for the financial year 2018-19. There are no stock option and pension. The employment is on contractual basis and subject to termination by either party giving to the other party three months notice.

The policy framed by the Nomination and Remuneration Committee including the criteria for making payments to the Non-Executive Directors is available on the website of the Company at <http://www.fancyfittings.com/investor-relations/>.

## 8. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings held are given below:

AGM	Date	Day	Time	Venue
25th AGM	29-09-2018	Saturday	4.00p.m.	145/259,Minerva Industrial Estate, Sewri Bunder Road, Sewri (East), Mumbai - 400 015.
24th AGM	29-09-2017	Friday	4.00p.m.	145/259,Minerva Industrial Estate, Sewri Bunder Road, Sewri (East), Mumbai - 400 015.
23rd AGM	30-09-2016	Friday	4.00p.m.	145/259,Minerva Industrial Estate, SewriBunder Road, Sewri (East), Mumbai - 400 015.

### Information about Special Resolutions passed in previous three Annual General Meetings:

(i) In the 25th AGM, the following Special Resolution was passed :

Re-appointment of Mr. Jayant N. Parekh as Managing Director of the Company for the period from 1st October 2017 to 30th September 2020 and approval of remuneration payable to him.

(ii) In the 24th AGM, the following Special Resolution was passed :

Re-appointment of Mrs. Nishita K. Shah as Wholetime Director of the Company for the period from 1st October 2018 to 30th September 2020 and approval of remuneration payable to her.

(ii) In the 23rd AGM, the following Special Resolution was passed :

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.

### Resolutions passed through Postal Ballot:

No resolution was put through postal ballot during the year under review. This year there is no resolution proposed under postal ballot so far.

## 9. DISCLOSURES

### a) Related Party Transactions

The Company has formulated a Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions, in accordance with relevant provisions of Companies Act, 2013 and Listing Regulations. The policy has been disclosed on the website of Company at <http://www.fancyfittings.com/pdf/Policy-on-related-party-transaction.pdf>

All Related Party Transactions are duly approved by the Audit Committee/ Board as required under the provisions of the Companies Act, 2013 and Listing Regulations as well as Related Party Transactions Policy of the Company. The Audit Committee has, after obtaining approval of the Board of Directors, laid down the criteria for granting omnibus approval which also forms part of the Policy. Related Party Transactions of repetitive nature are approved by the Audit Committee on omnibus basis for one financial year at a time. There is no transaction of materially significant nature with related party that may have potential conflict with the interest of the Company at large.

**b) Details of non-compliances, penalties, strictures by Stock Exchanges/ SEBI / Statutory Authorities on any matter related to capital markets during the last three years :**

The following are the details of non-compliances, penalties, strictures against the Company/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) during the last three years:

Sr. No.	Action taken by	Details of non-compliance	Details of action taken	Explanation
1.	Stock Exchange (BSE Ltd.) in accordance with SEBI Circular No. SEBI/HO/MRD /DSA/CIR/P/2017/92 dated 01/08/2017.	Delay in listing of shares of the Company in accordance with SEBI Circular Nos. SEBI/HO/MRD/DSA/ CIR/P/2016/110 dated 10/10/2016.  Note : The Company was on Dissemination Board of BSE Ltd. The Equity Shares were earlier listed on OTC Exchange of India.	Freezing of Demat accounts of the Directors	Equity Shares of the Company are now listed w.e.f. 12 <sup>th</sup> October, 2018 and Demat accounts of Directors are unfreezed.
2.	Metropolitan Stock Exchange of India Ltd.	Financial Results for quarter ended 30 <sup>th</sup> September, 2018 were not submitted within 30 minutes from the conclusion of Board Meeting held on 13 <sup>th</sup> November 2018. They were submitted on 14 <sup>th</sup> November 2018.	Metropolitan Stock Exchange of India Ltd. imposed a fine of Rs. 5,900/- for the same.	The fine has been paid by the Company.
3.	Metropolitan Stock Exchange of India Ltd.	Financial Results for quarter ended 31 <sup>st</sup> December, 2018 were not submitted within 30 minutes from the conclusion of Board Meeting held on 14 <sup>th</sup> February 2019. They were submitted on 18 <sup>th</sup> February 2019 which is also beyond 45 days from the end of the quarter.	Metropolitan Stock Exchange of India Ltd. imposed a fine of Rs. 23,600/- for the same.	The fine has been paid by the Company.

**c) Transfer of Equity shares to Investor Education and Protection Fund Authority**

Pursuant to Section 124 of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, shares in respect of which dividends had not been claimed for 7 (seven) consecutive years were required to be transmitted to Investor Education and Protection Fund Authority (IEPF Authority). Accordingly, equity shares of the Company on which dividend in respect of financial years upto 2010-11, not been claimed or paid, have been transmitted to IEPF Authority.

**d) Whistle Blower Policy:**

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Listing Regulations, the Company has adopted a Whistle Blower Policy to provide a mechanism to its Directors, Employees and other stakeholders to raise concerns about any violation of legal or regulatory requirements, misrepresentation of any financial statement and to report actual or suspected fraud or violation of its Code of Conduct. The Policy allows the whistle blowers to have direct access to the Chairman of the Audit Committee in exceptional circumstances and also protects them from any kind of

discrimination or harassment. During the financial year 2018-19, no employee was denied access to the Audit Committee. The Company has uploaded the Whistle Blower Policy on its website, <http://www.fancyfittings.com/investor-relations/>

**e) Policy on Protection of Women against Sexual Harassment at Workplace:**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Company is committed to provide a work environment, which is free from discrimination and unlawful harassment at workplace. An appropriate complaint mechanism in the form of 'Internal Complaints Committee' has been created in the Company for time-bound redressal of the complaint made by the victim.

The members of the Committee provide for the following measures for safety of the women employees at workplace:

- a) To formulate the Anti-Sexual Harassment Policy in order to ensure the prevention of sexual harassment and safety of women employees at work place;
- b) To conduct the meeting in case of any complaint received in writing from any women employees, to settle the grievances and to ensure the proper compensation in case of any misconduct, harassment with the women employees;
- c) Provide a safe working environment at the workplace;
- d) Organize workshops and awareness programmes at regular intervals.

There was no complaint received by the Company during the year under the aforesaid Act.

**f) Credit Ratings :**

The Credit Ratings of the Company for the debt instruments/facilities as on March 31, 2019 is as below:

Bank Loan Facilities	Rating
Long Term Rating	CRISIL BB+ Stable
Short Term Rating	CRISIL A4+

**g) Mandatory Requirements:**

The Company has been compliant with all the mandatory requirements laid down by the Listing Regulations.

**h) Discretionary Requirements:**

**i) The Board**

Since the Company does not have a Non-Executive Chairperson, the requirement of maintaining a separate chairpersons' office does not arise.

**ii) Shareholders Rights**

Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company.

**iii) Audit Qualifications**

There is no audit qualification. Every endeavour is made to make the financial statements without qualification.

**iv) Reporting of Internal Auditors**

Reports of Internal Auditors are placed before the Audit Committee for its review.

**i) The Board has accepted all the recommendations of Committees during the financial year 2018-19.**

**j) Total fees paid / payable by the Company to Statutory Auditors for the financial year 2018-19 is Rs. 4.5 lacs.**  
(There is no subsidiary company/ network firm/ network entity)

**10. MEANS OF COMMUNICATION:**

The unaudited/audited financial results of the Company for each quarter is placed before the Board of Directors. The quarterly financial results of the Company are published in Free Press Journal (English) & Navshakti (Marathi). Financial results and other useful information of the Company are also available on the Company's website [www.fancyfittings.com](http://www.fancyfittings.com). The Company has not made any presentation to institutional investors or analysts. Official press release, if any, is placed on the Company's Website and sent to Stock Exchanges for dissemination.

**11. GENERAL SHAREHOLDER INFORMATION :****(a) 26th Annual General Meeting – Day, Date, Time and Venue:**

Day	Date	Time	Venue
Monday	30th September, 2019	4.00p.m	At Registered Off. of Company : 145/259, Minerva Industrial Estate, Sewri Bunder Road, Sewri - East, Mumbai - 400015

**(b) Tentative Financial Calendar for the year 2019-2020**

Financial Year	01st April, 2019 to 31st March, 2020
Adoption of Quarterly Results for the quarter ending: June, 2019 September, 2019 December, 2019 March, 2020	On or before 14th August, 2019 On or before 14th November, 2019 On or before 14th February, 2019 On or before 30th May, 2020
Dates of Book Closure (Both days inclusive)	24th September, 2019 to 30th September, 2019 (Both days inclusive)
Dividend Payment Date	Not Applicable

**(c) Listing on Stock Exchanges:**

The Company got listed on Metropolitan Stock Exchange of India Limited (MSEI), Mumbai - Stock Code: FFL w.e.f. 12th October, 2018.

The Company has paid the annual listing fees for the year 2019-2020 to the said exchange.

**(d) Stock Code:**

Metropolitan Stock Exchange of India Limited (MSEI)- FFL  
ISIN - INE240F01013

**(e) Market Price Data :**

No shares were traded on MSEI during the year under review.

**(f) Performance in comparison to BSE Sensex :**

No shares were traded on MSEI during the year under review.

**(g) Dematerialization of Securities:**

The equity shares of the Company are permitted for trading in dematerialization form only. The Company's shares are available for trading in the depository systems of both NSDL and CDSL. Security Code No. with NSDL and CDSL is - ISIN No. INE240F01013. Approximately 72.48% of the shares have been dematerialized as on 31st March, 2019. Shares held by promoters are all in the dematerialized form.

**(h) Share Transfer System:**

Stakeholders' Relationship Committee is authorized to deal with issuance of duplicates of share certificates, transmission of shares and transfer of shares. The Committee has delegated authority for attending share transfer formalities and other related matters to the officers of the Company. Share transfers approved by the delegated authorities are placed before Stakeholders' Relationship Committee/ Board for its review. Transfer of shares in demat mode need not be approved by the Company. The Company obtains from a Company Secretary in practice half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the certificate with the Stock Exchange.

As per the Listing Regulations, 2015 with effect from 1st April, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.

**(i) Outstanding GDRs/ ADRs/ Warrants/ any other convertible instruments:**

The Company does not have any outstanding instruments of the captioned type as on the 31st March, 2019.

**(j) Commodity price risk or foreign exchange risk and hedging activities:**

The Company is exposed to foreign exchange risk on account of import and export transactions. The Company is proactively mitigating these risks by entering into commensurate hedging transactions as per the Company's Enterprise Risk Management Policy.

**(k) Shareholding Pattern as on 31st March, 2019:**

Sr. No.	Category	No. of Shares Held	% of Holding
<b>A</b>	<b>Promoter and Promoter Group</b>		
1	Individual/Hindu Undivided Family	1812400	55.63
2	Bodies Corporate	0	0
	<b>Total</b>	1812400	55.63
<b>B</b>	<b>Non Promoter Holding</b>		
1	Financial Institutions/Banks	0	0
2	<b>Others</b>		
a)	Individuals	671400	20.61
b)	Hindu Undivided Family	12600	0.39
c)	Bodies Corporate	761600	23.38
d)	NRIs/NRNs	0	0
e)	Clearing Members	0	0
f)	Foreign nationals	0	0
	<b>Total</b>	1445600	44.37
	<b>GRAND TOTAL</b>	3258000	100.00

Distribution of Shareholding as on 31st March 2019:

No. of Shares			No. of Shareholders		No. of Shares	
From	-	To	Number	%	Number	% to total capital
1	-	500	93	35.23	27700	0.85
501	-	1000	81	30.68	67200	2.06
1001	-	2000	34	12.88	59300	1.82
2001	-	3000	4	1.52	9900	0.30
3001	-	4000	13	4.92	50800	1.56
4001	-	5000	7	2.65	33900	1.04
5001	-	10000	9	3.41	72200	2.22
10001 and above			23	8.71	2937000	90.15
<b>Total</b>			<b>264</b>	<b>100.00</b>	<b>3258000</b>	<b>100.00</b>

**(l) Registered Office:**

Fancy Fittings Limited  
259/145, Minerva Industrial Estate,  
Sewri Bunder Road, Sewri-East,  
Mumbai-400015.  
Tel : 022 - 24103001  
Website: <http://www.fancyfittings.com>

**(m) Plant Locations:****Factories****PLANT - I**

Plot Nos. DI, D2, C2, C3,  
Survey No. 55/2-4, 55/2, 55/1A, 55/1B,  
Behind Daman Fire Force Station,  
Ringanwada, Nani Daman (U.T.) 396 210.

**PLANT - III**

Plot Nos. E1 to E4,  
Survey No. 55/3, 3A, 3B & 4,  
Behind Daman Fire Force Station,  
Ringanwada, Nani Daman (U.T.)396 210.

**SEZ**

Plot Nos.97,98,99 & 100,  
Surat Special Economic Zone,  
Diamond Park, G.I.D.C.,  
Sachin, Surat, Gujarat 394 230

**(n) Registrar & Share Transfer Agents:**

M/s. Link Intime India Private Limited  
C-101, 247 Park, L.B.S Marg,  
Vikhroli (West), Mumbai – 400 083  
Telephone No. 022 – 49186000  
Fax No.022 – 49186060

**(o) Address for Correspondence:**

Shareholders can send their queries regarding Transfer/ Dematerialisation of shares and any other correspondences relating to the shares of the Company to the abovementioned address of the Company's Registrar and Share Transfer Agent. Shareholders holding shares in electronic mode should address all correspondences to their respective depository participants.

**12. DISCLOSURE:**

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For and on behalf of the Board of Directors of  
Fancy Fittings Limited**

**Jayant N Parekh**  
Managing Director  
DIN:00095406

**Place : Mumbai**  
**Date :22nd August, 2019**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[Pursuant to Regulation 34(3) and Schedule V Para C Clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members of Fancy Fittings Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Fancy Fittings Limited, having CIN U74999MH1993PLC070323 and having registered office at 145/259 Minerva Industrial Estate, Sewri Bunder Road, Sewri (East), Mumbai-400015 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of appointment in Company</b>
1.	Jayant N. Parekh	00095406	06/01/1993
2.	Nishita K. Shah	00095423	01/09/2006
3.	Mirang J. Parekh	07248020	13/11/2018
4.	Nishit M. Dhruva	01641751	28/06/2008
5.	Piyush C. Sampat	01613411	28/06/2008
6.	Nimesh K. Sheth	00772973	28/06/2008

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Sanjay Sangani & Co.**  
Company Secretaries

**Sanjay H. Sangani**  
Proprietor  
M. No. : FCS 4090  
C.P. No. : 3847

**Mumbai, 22<sup>nd</sup> August, 2019**

**CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of **Fancy Fittings Limited**

We have examined the compliance of the conditions of Corporate Governance by Fancy Fittings Limited (“the Company”) for the year ended 31st March, 2019, as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (collectively referred to as “SEBI Listing Regulations, 2015”).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company, nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Sanjay Sangani & Co.**  
Company Secretaries

**Sanjay H. Sangani**  
Proprietor  
M. No. : FCS 4090  
C.P. No. : 3847

**Mumbai, 22nd August, 2019**

**DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT**

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the Code of Conduct, framed pursuant to Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in so far as it is applicable to them and there is no non-compliance thereof during the year ended 31st March, 2019.

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

**Mumbai, 10th June, 2019**

**COMPLIANCE CERTIFICATE UNDER REGULATION 17 (8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Fancy Fittings Limited (“the Company”) certify to the Board that:

- A. We have reviewed Financial Statements and the Cash Flow Statement for the year ending 31st March, 2019 and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. these statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company’s code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
1. significant changes in internal control over financial reporting during the year;
  2. significant changes in Accounting Policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company’s internal control system over financial reporting.

**Jayant N Parekh**  
Chairman & Managing Director

**Kalpesh V Mehta**  
Chief Financial Officer

Mumbai, 10th June, 2019

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF FANCY FITTINGS LIMITED**

**Report on the financial statements****Opinion:**

We have audited the accompanying financial statements of FANCY FITTINGS LIMITED ("the Company") which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (the financial statements)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the State of Affairs of the Company as at 31st March 2019, and its Profit, Total Comprehensive Income, changes in equity and cash flows for the year ended on that date.

**Basis for Opinion:**

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Key Audit Matters:**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

SR.NO	KEY AUDIT MATTER	AUDIT PROCEDURE
1.	<p>IND AS 115- REVENUE FROM CONTRACTS WITH CUSTOMERS</p> <p>The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> <p>Refer Note 2.(D) to the Standalone Financial Statements</p>	<p>We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ol style="list-style-type: none"> <li>1. Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.</li> <li>2. Tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price.</li> <li>3. Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.</li> <li>4. On selected samples of contracts, we tested that the revenue recognized is in accordance with the accounting standard by –               <ol style="list-style-type: none"> <li>a) Evaluating the identification of performance obligation;</li> <li>b) Testing management's calculation of the estimation of contract cost and onerous obligation, if any</li> </ol> </li> </ol> <p>We:</p> <ul style="list-style-type: none"> <li>• Observed that the estimates of cost to complete were reviewed and approved by appropriate levels of management;</li> <li>• Performed a retrospective review of costs incurred with estimated costs to identify significant variations and verify whether those variations have been considered in estimating the remaining costs to complete the contract;</li> </ul>

		<ul style="list-style-type: none"> <li>• Assessed the appropriateness of work in progress (contract assets) , if any, on balance sheet by evaluating the underlying documentation to identify possible delays in achieving milestones which may require change in estimated costs to complete the remaining performance obligations; and</li> <li>• Performed test of details including analytics to determine reasonableness of contract costs</li> </ul>
2	IND AS 109- FINANCIAL INSTRUMENTS	
	The application of this Accounting Standard involves identification, valuation and reporting of financial assets and financial liabilities that will present relevant and useful information to users of financial statements	Our audit procedures included:
	The most significant areas are:	1. Evaluation of the appropriateness of procedure of the identification and classification by the Company
	1. Financial Loans	2. Assessed the measurement and valuation done by the company of the above identified assets and liability
		3. Evaluation of the impact of above transactions in the financial statements of the Company
		4. Evaluated the appropriateness of the impairment principles based on the requirements of Ind AS 109
		5. We obtained an understanding of the management's processes, systems and controls implemented in relation to impairment allowance process.
		6. Assessed the design and implementation of key internal financial controls over loan impairment process used to determine the impairment charge.
		7. We used our internal specialist to test the model methodology and reasonableness of assumptions used.
		8. We tested the management review controls over measurement of impairment allowances and disclosures in financial statements.

#### Information other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Management's Responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the financial statements by the Board of Directors of the company.

In preparing the Financial Statements, management is responsible for assessing the Company's ability to act as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease the operations or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibility**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the 'Other Matter' below, is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Our opinion on the financial statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of other auditors.

1. As required by section 143(3) of the Act, based on our audit and based on the consideration of reports of other auditors on separate financial statements of the subsidiary companies, referred in the 'other Matter' Paragraph above, we report to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as appears from our examination of those books and the reports of other auditors.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of the financial statements.

- d) In our opinion, the financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended
- e) On the basis of written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors is disqualified as on 31st March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our Separate Report in "Annexure A" which is based on the auditors' reports of the company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting of Company and its subsidiary companies incorporated in India.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rules 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The financial statements disclose the impact of pending litigations on its financial position of the Group- Refer Note No. 29a to the Financial Statements
  - ii. The Company do not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There was no delay in transfer of unpaid/unclaimed dividend for the FY 2010-11 to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable

**For Vinod K Mehta & Co.,**  
Chartered Accountants,  
(Firm Registration No. : 111508W)

**Divyesh V Mehta**  
Partner  
Membership No.:044293

**Date : 10/06/2019**  
**Place : Mumbai**

**"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT+**

(Referred to in paragraph 1(f) under "Report on other legal and regulatory requirements" of our report of even date)

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the Internal Financial Controls over financial reporting of FANCY FITTINGS LIMITED ("the Company") incorporated in India as at 31st March, 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended as at on that date.

**Management Responsibility for the Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company and its subsidiary companies incorporated in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company and internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those

Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company.
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, to the best of our knowledge and according to the explanations given to us, the Company in India has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Vinod K Mehta & Co.,**  
Chartered Accountants,  
(Firm Registration No. : 111508W)

**Divyesh V Mehta**  
Partner  
Membership No.:044293

**Date : 10/06/2019**

**Place : Mumbai**

#### **"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in Paragraph 2 under "Report on other legal and regulatory requirements" of our report of even date)

1. In respect of its Property, Plant and Equipment:
  - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information
  - b. As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification
  - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

2. As explained to us, physical verification of the inventories have been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its inventories. No material discrepancies were noticed on such physical verification.
3. The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Consequently, the requirement of clause (iii) (a) to clause (iii) (c) of paragraph 3 of the Order is not applicable to the Company
4. The Company has not advanced loan to the persons covered under section 185 of the Act or given guarantees or securities in connection with the loan taken by such persons. The company has complied with the provisions of Section 186 of the Act.
5. According to the information and explanations given to us, the Company has not accepted any deposits nor has any unclaimed deposit within the meaning of the provisions of Sections 73 to 76 or any other relevant provision of the Act and the rules framed thereunder. Therefore, the provisions of Clause (v) of paragraph 3 of the Order are not applicable to the Company.
6. Reporting under clause 3(vi) of the Order is not applicable as the Company's business activities are not covered by the Companies (Cost Records and Audit) Rules, 2014.
7. In respect of Statutory dues :
  - a) According to the records of the company, undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have been regularly deposited with appropriate authorities
  - b) According to the information and explanations given to us, there are dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess on account of any dispute, which have not been deposited. The details are as follows:

<b>Nature of Statute</b>	<b>Nature of Dues</b>	<b>Forum where Dispute is pending</b>	<b>Period to which the amount relates</b>	<b>Amount (in lacs)</b>
Central excise Act, 1944	Excise Duty	CESTAT, Ahemdabad	F.Y. 2006-2011	99.13
Finance Act, 1994	Service Tax	CESTAT, Ahemdabad	F.Y. 2011-2017	55.94
Central Sales Tax Act	Cesntral Sales Tax	Deputy Commissioner of Value Added Tax Department, Daman & Diu	F.Y. 2014-15	38.29

8. In our opinion and according to the information and explanation given to us, the company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government. The company has not issued any debentures
9. The Company has not raised money by way of initial public offer (including debt instruments) or term loan and hence clause (ix) of paragraph 3 of the Order is not applicable to the Company.
10. Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per information and explanations given to us, no fraud by the Company is noticed or reported during the year nor have we been informed of any such instance by the Management
11. In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of the Section 197 read with Schedule V to the Act
12. In our opinion and according to the information and explanations given to us, the company is not a nidhi company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
13. In our opinion and according to the information and explanations given to us the company is in compliance with section 188 and 177 of the Companies Act,2013,where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards
14. In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence clause (xiv) of paragraph 3 of the Order is not applicable to the Company.

15. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transaction with the Directors or Persons connected with them and covered under Section 192 of the Act. Hence, clause (xv) of paragraph 3 of the Order is not applicable to the Company.
16. To the best of our knowledge and as explained, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For Vinod K Mehta & Co.,**  
Chartered Accountants,  
(Firm Registration No. : 111508W)

**Divyesh V Mehta**  
Partner  
Membership No.:044293

**Date : 10/06/2019**  
**Place : Mumbai**

**FANCY FITTINGS LTD.**  
**STATEMENT OF BALANCESHEET FOR THE YEAR ENDED MARCH 31, 2019**

		(Rs in lacs)	
Particulars	Note	As at 31st March, 2019	As at 31st March, 2018
<b>ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Property, Plant and Equipment	2	4,108.34	2,833.54
(b) Capital work-in-Progress		487.03	1,060.63
(c) Investment Properties		66.90	66.90
(d) Other Intangible Assets	2a	2.96	0.68
(e) Financial Assets			
(i) Investments in Subsidiaries and Joint Ventures	3	-	-
(ii) Other Investments	4	9.83	8.64
(iii) Loans and Deposits	5	53.37	53.37
(f) Other Non-current Assets (Net)	6	12.28	346.70
<b>Total Non-Current Assets</b>		<b>4,740.71</b>	<b>4,370.46</b>
<b>2 Current Assets</b>			
(a) Inventories	7	2,476.90	2,295.55
(b) Financial Assets			
(i) Trade Receivables	8	1,397.80	1,425.57
(ii) Cash and Cash Equivalents	9	43.08	71.06
(iii) Bank Balances other than	10	178.07	138.59
(iv) Other Financial Asset	11	440.73	1.24
(c) Current Tax Assets (Net)		5.24	4.14
(d) Other Current Assets	12	253.17	29.18
<b>Total Current Assets</b>		<b>4,794.98</b>	<b>3,965.32</b>
<b>TOTAL ASSETS</b>		<b>9,535.69</b>	<b>8,335.78</b>
<b>TOTAL ASSET</b>		<b>9,535.69</b>	<b>8,335.78</b>
<b>EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
(a) Equity Share Capital	13	325.80	162.90
(b) Other Equity	14	2,725.97	2,880.35
<b>Total Equity</b>		<b>3,051.77</b>	<b>3,043.25</b>
<b>2 Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15	955.58	593.41
(b) Provisions	16	133.58	108.78
(c) Deferred Tax Liabilities (Net)	17	318.46	307.50
<b>Total Non-Current Liabilities</b>		<b>1,407.63</b>	<b>1,009.69</b>
<b>3 Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	18	2,351.89	2,154.15
(ii) Trade Payables	19	1,804.37	1,532.11
(iii) Other Financial Liabilities	20	867.92	441.74
(b) Other Current Liabilities	21	52.12	154.83
(c) Current Tax Liabilities (Net)			
<b>Total Current Liabilities</b>		<b>5,076.29</b>	<b>4,282.84</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>9,535.69</b>	<b>8,335.78</b>

Significant Accounting Policies 1  
The notes referred to above form an integral part of financial Statement

**For Vinod K Mehta & Co.,**  
Chartered Accountants  
(Firm Registration No. : 111508W)

**For and on behalf of the Board of Directors**

**Jayant N Parekh**  
Managing Director  
DIN:00095406

**Nishita K Shah**  
Whole Time Director  
DIN:00095423

**Divyesh V Mehta**  
Partner  
Membership No.:044293  
Place :Mumbai  
Date: 10/06/2019

**Kalpesh Mehta**  
Chief Financial Officer

**Bhagyashree Bhutaka**  
Company Secretary

**FANCY FITTINGS LIMITED**  
**STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

	Particulars	Note	(Rs in lacs)	
			As at 31st March, 2019	As at 31st March, 2018
<b>I</b>	<b>Revenue from Operations</b>	22	9,081.60	7,699.31
<b>II</b>	<b>Other Income</b>	23	127.68	288.77
<b>III</b>	<b>Total Revenue (I+II)</b>		<b>9,209.29</b>	<b>7,988.08</b>
<b>IV.</b>	<b>Expenses:</b>			
	Cost of Materials Consumed		5,511.83	4,470.94
	Purchases of Stock in Trade		2.82	7.14
	Changes in inventories of Finished Goods, Stock in Trade and Work-in-Progress	24	-432.23	-48.77
	Excise Duty		-	117.88
	Employee Benefits Expense	25	1,537.25	1,397.85
	Finance Costs	26	463.96	354.44
	Depreciation and Amortisation Expenses	2	304.66	261.93
	Other Expenses	27	1,771.39	1,365.54
	<b>Total Expenses</b>		<b>9,159.67</b>	<b>7,926.95</b>
<b>V.</b>	<b>Profit Before Tax (III-IV)</b>		49.62	61.13
<b>VI</b>	<b>Tax Expense:</b>			
	Current Tax	28	9.00	11.00
	Deferred Tax	28	19.51	25.45
	Tax for earlier years		-2.07	9.60
	<b>Total Tax Expenses</b>		<b>26.44</b>	<b>46.05</b>
<b>VII</b>	<b>Profit for the year (V-VI)</b>		<b>23.17</b>	<b>15.08</b>
<b>VIII</b>	<b>Other Comprehensive Income:</b>			
	<b>Items that will not be reclassified to profit or loss</b>			
	Remeasurements of defined benefit liability / (asset)		15.95	9.81
	Income Tax effect on above		-8.55	2.94
	<b>Items that will be reclassified to profit or loss</b>			
	Effective portion of (Loss)/ Gain on hedging instrument in a cash flow hedge.		-	-
			<b>15.77</b>	<b>8.21</b>
<b>IX.</b>	<b>Earnings per equity share of ₹ 10 each (Previous Year ₹ 10 each)</b>	30		
	(1) Basic (in Rs.)		<b>0.71</b>	<b>0.93</b>
	(2) Diluted (in Rs.)		<b>0.71</b>	<b>0.93</b>
	<b>Significant accounting policies</b>	1		

The notes referred to above form an integral part of the financial statements.

For Vinod K Mehta & Co.,  
Chartered Accountants  
(Firm Registration No. : 111508W)

For and on behalf of the Board of Directors

Jayant N Parekh  
Managing Director  
DIN:00095406

Nishita K Shah  
Whole Time Director  
DIN:00095423

Kalpesh Mehta  
Chief Financial Officer

Bhagyashree Bhutaka  
Company Secretary

Divyesh V Mehta  
Partner  
Membership No.:044293  
Place :Mumbai  
Date: 10/06/2019

**FANCY FITTINGS LTD.**  
**CASHFLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019**

Particular	Year ended		Year ended	
	31st March, 2019		31st March, 2018	
	(Rs in lacs)		(Rs in lacs)	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit/(Loss) before tax and extra ordinary items		23.17		51.32
Add: Non Operating expenses / non cash flow items				
Depreciation	304.66		261.93	
Interest & Financial Charges	-		260.87	
Keyman Insurance Policy Bonus	-4.03		-3.66	
Profit/(Loss) on sale of Fixed Asset/invest.	-		1.13	
Dividend Receipts	-0.19		-0.06	
Current Tax	9.00			
Deferred Tax	19.51			
Tax for earlier years	-2.07			
Interest Income	-54.18		-238.29	
Exchange Rate difference	-8.08	264.61	-48.03	233.89
<b>Operating cash flow before working capital changes</b>		<b>287.78</b>		<b>285.21</b>
<b>Adjustments for working capital changes</b>				
Increase / (Decrease) in current Assets/ liabilities				
Trade Payables	272.25		523.37	
Increase in current provisions	24.80		10.09	
Increase in other current liabilities	521.20			
Inventories	-181.35		-314.41	
Increase in Bank Balance Other Than Cash equivalents	-39.48		26.19	
Increase in current Tax Asset	-1.09		-0.47	
Trade & other receivable	27.77		-115.61	
Other Current assets	-663.49			
Reserves	-29.13			
Exchange Rate difference	-	-68.51	48.03	177.18
<b>Cash generated from operation</b>		<b>219.27</b>		<b>462.39</b>
- Income Tax Paid			-20.60	
<b>Cash Flow from operating activities</b>		<b>219.27</b>		<b>441.79</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Asset (net)	-1,008.13		-1,333.70	
Sale of Investments (net)	-		213.39	
Decrease in Non Current Financial Assets	-1.19		0.29	
Increase in other Non-Current Assets	334.42		-69.47	
sale of fixed assets	-		3.40	
Keyman insurance policy bonus	4.03		3.66	
Exchange Rate difference	8.08			
Dividend Income	0.19		0.06	
Interest Income	54.18		238.29	
<b>Cash flow from investing activities</b>		<b>-608.42</b>		<b>-944.08</b>

<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
Increase in Borrowing	362.17		694.57
Interest Paid		362.17	-260.87
<b>Cash flow from financial activities</b>			<b>433.70</b>
<b>D. NET INCREASE/DECREASE IN CASH &amp; CASH EQUIVALENT</b>		<b>-27.97</b>	<b>-68.59</b>
<b>Increase/ (Decrease) in cash equivalent</b>			
Cash & Cash equivalent - Opening		71.06	139.64
Cash & Cash equivalent–Closing		43.08	71.06
		<b>Year ended</b>	<b>Year ended</b>
<b>Notes to the cash flows statement</b>		<b>31st March, 2019</b>	<b>31st March, 2018</b>
Components of cash and cash equivalents			
(a) Balance in Current Accounts		24.82	29.80
(b) Cheques on Hand		0.00	
(c) Cash on Hand		17.77	40.89
(d) Bank Deposits with less than 3 months maturity		0.49	
<b>Cash and cash equivalents</b>		<b>43.08</b>	<b>70.69</b>
The Cash Flow statement has been prepared under the "Indirect Method" as set out Indian Accounting Standard (Ind AS -7) Statement of Cash flows.			
Previous year's figures have been regrouped I recasted wherever necessary.			

**For Vinod K Mehta & Co.,**  
Chartered Accountants  
(Firm Registration No. : 111508W)

**For and on behalf of the Board of Directors**

**Jayant N Parekh**  
Managing Director  
DIN:00095406

**Nishita K Shah**  
Whole Time Director  
DIN:00095423

**Kalpesh Mehta**  
Chief Financial Officer

**Bhagyashree Bhutaka**  
Company Secretary

**Divyesh V Mehta**  
Partner  
Membership No.:044293  
**Place :Mumbai**  
**Date: 10/06/2019**

**FANCY FITTINGS LTD.**  
**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019**

A. Equity Share Capital		(Rs in lacs)
Particulars	Amount	
As at April 01, 2018	162.90	
Changes in Equity share capital during the year	162.90	
As at March 31, 2019	325.80	

Particulars	Reserves and Surplus			Other Reserves	Total other Equity
	Securities Premium Reserve	General Reserve	Retained Earnings	FVOCI Adjustments	
As at April 01, 2017	128.70	322.92	2,439.35	-11.12	2,879.85
PPE written off during the year	-	-	-7.71	-	-
Profit for the year	-	-	18.02	-	-
Other Comprehensive Income	-	-	-	-9.81	-
<b>Total comprehensive income for the year</b>	-	-	10.32	-9.81	0.50
As at March 31, 2018	128.70	322.92	2,449.66	-20.93	2,880.35
PPE written off during the year	-	-	-	-	-
Profit for the year	-	-	-	-	-
Other Comprehensive Income	-	-	-	15.95	-
<b>Total comprehensive income for the year</b>	-	-	-	15.95	15.95
As at March 31, 2019	128.70	322.92	2,449.66	-4.98	2,896.31

Significant Accounting Policies

The accompanying notes form an integral part of the Financial Statements

**For Vinod K Mehta & Co.,**  
Chartered Accountants  
(Firm Registration No. : 111508W)

**For and on behalf of the Board of Directors**

**Jayant N Parekh**  
Managing Director  
DIN:00095406

**Nishita K Shah**  
Whole Time Director  
DIN:00095423

**Divyesh V Mehta**  
Partner  
Membership No.:044293

**Kalpesh Mehta**  
Chief Financial Officer

**Bhagyashree Bhutaka**  
Company Secretary

**Place :Mumbai**  
**Date: 10/06/2019**

**FANCY FITTINGS LTD.**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

**CORPORATE INFORMATION**

Fancy Fittings Ltd. (the Company) is a public limited company domiciled and headquartered in Mumbai, India and incorporated under the provision of Companies Act, 2013. The Company is engaged in the manufacturing and selling of Plastic products. The Company caters to the domestic markets.

**1. SIGNIFICANT ACCOUNTING POLICIES****A. Statement of Compliance**

- i) In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "IndAS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from 1 April, 2017.

These financial statements have been prepared in accordance with IndAS as notified under the Companies (Indian Accounting Standards) Rule, 2015 read with Section 133 of the Companies Act, 2013.

**B. Basis of preparation**

These financial statements have been prepared on the historical cost basis, except for

- i) certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.
- ii) Defined benefit plans - plan assets measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

As the quarter and year figures are taken from the source and rounded to the nearest digits, the figures reported for the previous quarters might not always add up to the year-end figures reported in this statement

**C. Use of Estimates and Judgements**

The preparation of these financial statements in conformity with the recognition and measurement principles of IndAS requires the management of the Company to make estimates and assumptions that affect the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities.

**Impairment of investments**

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

**Useful lives of property, plant and equipment**

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

**Valuation of deferred tax assets**

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. A deferred tax asset shall be recognised for all deductible temporary differences and unused losses to the extent that it is probable that taxable profit will be available against which the deductible temporary difference and unused losses can be utilised.

**Provisions and contingent liabilities**

A provision is required when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

#### **D. Revenue recognition**

##### **Sale of goods:**

Revenue is recognised when the significant risks and rewards of ownership of the goods have been passed to the buyer. Further, the Company uses significant judgments while determining the transaction price allocated to performance obligations using the expected cost plus margin approach. Sales are disclosed net of GST, trade discounts, turnover discounts and returns, as applicable.

##### **Interest & Dividend:**

Dividend income is recorded when the right to receive payment is established. Interest income is recognised using the effective interest method.

#### **E. Income taxes**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and Deferred taxes are recognised in Statement of Profit & Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

##### **Current income taxes**

The current income tax expense includes income taxes payable by the Company.

Advance taxes and provisions for current income taxes are presented in the Balance Sheet after off-setting advance tax paid and income tax provision arising in the same jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

##### **Deferred income taxes**

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

#### **F. Financial instruments**

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

##### **Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### **Financial assets at fair value through other comprehensive income**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

##### **Financial liabilities**

Financial liabilities are measured at amortised cost using the effective interest method.

**Equity instruments**

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

**G. Property, plant and equipment**

Depreciation is provided for property, plant and equipment so as to amortise the cost over their estimated useful lives based on a technical evaluation. The estimated useful lives and residual value are reviewed at the end of each reporting period.

Sr. No.	Type of asset	Method	Useful lives
1	Factory Buildings	Straight line	30 years
2	Other Buildings	Straight line	60 years
3	Furniture And Fixtures	Straight line	10 years
4	Computer equipment	Straight line	03 years
5	Computers (Servers and Networks)	Straight line	06 years
6	Vehicles	Straight line	08 years
7	Electrical installations	Straight line	10 years
8	Plant & Machinery - other than continuous process plant	Straight line	15 years

**H. Impairment****Financial assets (other than at fair value)**

The Company assesses at each date of Balance Sheet whether a financial asset or a group of financial assets is impaired. IndAS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

**Financial assets (other than at fair value)****Tangible and intangible assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists on the balance sheet date, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (of CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (of CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

**I. Employee benefits****Defined benefit plans**

For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in full in the Statement of Profit & Loss for the period in which they occur. Past service cost both vested and unvested is recognised as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognises related restructuring costs or termination benefits.

The retirement benefit obligations recognised in the Balance Sheet represents the present value of the defined obligations reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

**Defined contribution plans**

Contributions to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits.

**J. Inventories**

Company has Raw Material, Packing Material, Work in Progress and Finished Goods as inventory. Raw Material, packing material and Work in Progress are carried at cost. Finished Goods are carried at the lower of cost and net realisable value, after providing for obsolescence, wherever considered necessary. Cost is determined on a FIFO basis.

**K. Borrowing costs:**

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of cost of such asset till such time as the asset is ready for its intended use or sale. All other borrowing costs are recognized as an expense in the period in which they are incurred.

**L. Earnings per share**

Basic earnings per share are computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The Company did not have any potentially dilutive securities in any of the years' presented.

Diluted earnings per share are computed by dividing net profit net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares unless the results would be anti - dilutive. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

**Contributed equity:**

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds

**M. Exceptional Items**

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the company is such that its disclosure improves the understanding of the performance of the company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

**FANCY FITTINGS LTD.**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

## 2 Property, Plant and Equipment

(Rs in lacs)

Description of Assets	Leasehold Land	Freehold Land	Banglore property	Buildings	Plant & Machinery	Dies & Moulds	Furniture & Fixtures	Vehicles	Trade Mark	TOTAL Rs.
Gross Block As on 01-Apr-17	140.24	24.06	14.67	1,045.39	2,038.45	1,482.30	84.11	178.72	-	5,007.95
Additions during the year	-	-	-	7.23	102.72	418.78	0.31	69.55	-	598.59
Deduction during the year	-	-	-	-	42.67	-	1.17	10.44	-	54.28
Gross Block as on 31-Mar-18	140.24	24.06	14.67	1,052.63	2,098.50	1,901.08	83.26	237.83	-	5,552.26
Depreciation Upto 31-Mar-17	-	-	-	317.79	1,109.42	921.17	67.21	83.25	-	2,498.84
Written off during the year	-	-	-	-	7.53	-	0.17	-	-	7.71
For the Year 17-18	-	-	-	30.39	145.48	60.41	2.27	23.38	-	261.93
Less: On Deduction	-	-	-	-	40.21	-	1.17	8.37	-	49.75
Depreciation Upto 31-Mar-18	-	-	-	348.19	1,222.22	981.57	68.48	98.27	-	2,718.72
As on 31-03-2018	140.24	24.06	14.67	704.44	876.28	919.50	14.78	139.57	-	2,833.54
As on 31-03-2017	140.24	24.06	14.67	727.60	929.03	561.13	16.91	95.47	-	2,509.11

Description of Assets	Leasehold Land	Freehold Land	Banglore property	Buildings	Plant & Machinery	Dies & Moulds	Furniture & Fixtures	Vehicles	Trade Mark	TOTAL Rs.
Gross Block As on 01-Apr-18	140.24	24.06	14.67	1,052.63	2,098.50	1,901.08	83.26	237.83	-	5,552.26
Additions during the year	-	-	-	215.82	1,190.51	179.18	1.18	-	-	1,586.70
Deduction during the year	-	-	-	-	45.94	-	1.64	-	-	47.59
Gross Block as on 31-Mar-19	140.24	24.06	14.67	1,268.45	3,243.07	2,080.26	82.79	237.83	-	7,091.38
Depreciation Upto 31-Mar-18	-	-	-	348.19	1,222.22	981.57	68.48	98.27	-	2,718.72
Written off during the year	-	-	-	-	7.06	-	0.18	-	-	7.25
For the Year 18-19	-	-	-	37.28	157.60	81.62	2.22	25.94	-	304.66
Less: On Deduction	-	-	-	-	45.94	-	1.64	-	-	47.59
Depreciation Upto 31-Mar-19	-	-	-	385.46	1,340.94	1,063.19	69.23	124.21	-	2,983.04
As on 31-03-2019	140.24	24.06	14.67	882.99	1,902.13	1,017.07	13.56	113.62	-	4,108.34
As on 31-03-2018	140.24	24.06	14.67	704.44	876.28	919.50	14.78	139.57	-	2,833.54

## 2a Other Intangible Assets :

(Rs. in lakhs)

Particulars	TRADEMARK & PATENTS	Total
	Gross Block :	
Balance as at 1st April, 2017	0.68	0.68
Additions	-	-
Disposals	-	-
Balance as at 31st March, 2018	0.68	0.68
<b>Balance as at 1st April, 2018</b>	-	0.68
<b>Additions</b>	2.28	2.28
<b>Disposals</b>	-	-
<b>Balance as at 31st March, 2019</b>	<b>2.96</b>	<b>2.96</b>
Depreciation :		
Balance as at 1st April, 2017	-	-
Depreciation for the year	-	-
Disposals I Adjustments	-	-
Balance as at 31st March, 2018	-	-
<b>Balance as at 1st April, 2018</b>	-	-
<b>Depreciation for the year</b>	-	-
<b>Adjustments</b>	-	-
<b>Disposals I Adjustments</b>	-	-
<b>Balance as at 31st March, 2019</b>	-	-
<b>Net Block :</b>		
As at 31st March, 2018	-	0.68
<b>As at 31st March, 2019</b>	-	<b>2.96</b>

**FANCY FITTINGS LTD.**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

**3 Investment in Subsidiaries and Joint Ventures**

(Rs in lacs)

Particulars	As At	As At
	31st March, 2019	31st March, 2018
<b>Investments in Subsidiaries and Joint Ventures</b> (Valued at cost unless stated otherwise)		
<b>Trade investments (Unquoted)</b>		
<b>(I) Investment in Equity instruments</b>		
<b>(a) Investment in Subsidiary Companies</b>	-	-
<b>(b) Investments in Joint Ventures</b>		
(i) Investment In Fancy Fit.(Pty) Ltd. S.A.	3.17	3.17
<b>Less Provision for Impairment</b>	<b>-3.17</b>	<b>-3.17</b>
<b>(II) Loans Given to Fancy Fit.(Pty) Ltd. S.A.</b>	42.06	42.06
<b>Less Provision for Impairment</b>	<b>-42.06</b>	<b>-42.06</b>
<b>TOTAL</b>	<b>-</b>	<b>-</b>

Note: In view of the material information provided by the Management of the Company, the investment in the joint venture business is not recoverable and hence impairment in the value of asset is fully provided in the books

**4 Other Non - current Investments**

(Rs in lacs)

Particulars	As At	As At
	31st March, 2019	31st March, 2018
<b>Unquoted</b>		
(a) Investments - Others	-	-
(i) Smart Ulip Plan ( Sbi- 3Year - Nks)	5.03	3.00
(ii) Sbi Infrastructure Fund - Series 1.		
(iii) Kisan Vikas Patra		-
<b>Quoted</b>		
(i) Investment In Shares - Kothari Pro.	4.69	5.53
(ii) Invt. In Shares - Dhanush Technologies Ltd	0.04	0.04
(iii) Investment In Shares - Cinerad Comm.	0.07	0.07
<b>TOTAL</b>	<b>9.83</b>	<b>8.64</b>
<b>Aggregate amount of unquoted investments</b>	<b>9.83</b>	<b>8.64</b>

**5 Non-Current Loans & Deposits**

(Rs in lacs)

Particulars	As At	As At
	31st March, 2019	31st March, 2018
<b>Unsecured, Considered good</b>		
(a) Security Deposit		
(i) With other than related parties	53.37	53.37
(ii) With related parties (Refer note no 35)	-	-
<b>TOTAL</b>	<b>53.37</b>	<b>53.37</b>

**FANCY FITTINGS LTD.**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

**6 Other Non-Current Assets Unsecured, Considered good (Rs in lacs)**

Particulars	As At	As At
	31st March, 2019	31st March, 2018
<b>To parties other than related parties</b>		
(a) Other Loans and Advances	-	-
(i) Advance Given	12.28	346.70
<b>TOTAL</b>	<b>12.28</b>	<b>346.70</b>

**7 Inventories**

(Rs in lacs)

Particulars	As At	As At
	31st March, 2019	31st March, 2018
<b>(Valued at the lower of cost and net realisable value)</b>		
(a) Raw Material	641.30	938.98
(b) Components (WIP)	889.49	687.88
(c) Finished Goods	654.92	417.30
(d) Stock in Trade	-	-
(e) Stores and Spares	5.25	10.92
(f) Packing Material	138.51	81.66
(g) Assembly Items	147.42	158.80
<b>TOTAL</b>	<b>2,476.90</b>	<b>2,295.55</b>

**8 Trade Receivables**

(Rs in lacs)

Particulars	As At	As At
	31st March, 2019	31st March, 2018
(a) Unsecured, Considered good	1,397.80	1,425.57
	-	-
	-	-
<b>TOTAL</b>	<b>1,397.80</b>	<b>1,425.57</b>

**9 Cash and Cash Equivalents**

(Rs in lacs)

Particulars	As At	As At
	31st March, 2019	31st March, 2018
(a) Cash on Hand	24.82	29.80
(b) Cheques on Hand	-	-
(c) Balance with Banks in Current Accounts	17.77	40.89
(d) Petty Cash	0.49	0.36
<b>TOTAL</b>	<b>43.08</b>	<b>71.06</b>

**FANCY FITTINGS LTD.**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

**10 Bank Balances other than Cash and Cash Equivalents (Rs in lacs)**

Particulars	As At	As At
	31st March, 2019	31st March, 2018
(a) Balances With Bank (Margin Money)	167.83	128.38
(b) Earmarked Balance with Banks (Unclaimed Dividend)	10.23	10.21
<b>TOTAL</b>	<b>178.07</b>	<b>138.59</b>

**11 Other Current Financial Assets (Rs in lacs)**

Particulars	As At	As At
	31st March, 2019	31st March, 2018
<b>To parties other than related parties :</b>		
(a) Interest Receivable	1.49	1.24
(b) Other Current Financial Assets	439.24	-
<b>TOTAL</b>	<b>440.73</b>	<b>1.24</b>

**12 Other Current Assets Loans and Advances**

**From parties other than related Parties (Rs in lacs)**

Particulars	As At	As At
	31st March, 2019	31st March, 2018
(a) Advance to Vendors	167.93	13.71
(b) Advance for Expenses	5.94	5.93
(c) Prepaid Expense	0.46	1.05
(d) Advance to Employee	6.95	6.06
(e) Others	2.43	2.43
<b>Balances lying with government authorities</b>	<b>69.45</b>	
<b>TOTAL</b>	<b>253.17</b>	<b>29.18</b>

**13 Equity Share Capital Authorised**

**(Rs in lacs)**

Particulars	As At	As At
	31st March, 2019	31st March, 2018
Equity Shares	325.80	162.90
<b>TOTAL</b>	<b>325.80</b>	<b>162.90</b>
<b>Issued, Subscribed and Fully Paid-up</b>		
<b>TOTAL</b>	<b>325.80</b>	<b>162.90</b>

Particulars	As at 31-03-2019	As at 31-03-2018
<b>Authorised</b>		
Equity shares of Rs. 10 each	3,29,80,000	1,99,80,000
11% Non Cumulative Redeemable Preference shares of Rs.10 each	20,000	20,000
	<b>3,30,00,000</b>	<b>2,00,00,000</b>
<b>Issued, Subscribed and Fully Paid-up</b>		
Equity shares of Rs. 10 each	3,25,80,000	1,62,90,000
	3,25,80,000	1,62,90,000

**FANCY FITTINGS LTD.**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

**Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	As at 31-03-2019		As at 31-03-2018	
	No. in Lacs	Rs. In Lacs	No. in Lacs	Rs. In Lacs
<b>At the beginning of the Period</b>		163	16	163
Add : Issued during the year (Bonus)	16	163	-	-
Outstanding at the end of the period	<b>33</b>	<b>326</b>	<b>16</b>	<b>163</b>

**Terms/Rights attached to equity shares**

The company has only one class of equity shares having a par value of Rs. 10 per Share. Each holder of equity shares is entitled to one vote per share.

**c) Details of Shareholders holding more than 5% of Equity shares:**

Name of Shareholder	As at March 31, 2019		As at March 31, 2018	
	Holding %	No. of shares	Holding %	No. of shares
<b>Equity shares with voting rights</b>				
Jayant Navinchandra Parekh	36.34%	11,83,800	36.34%	5,91,900
Nishita Kirit Shah	18.54%	6,04,000	18.54%	3,02,000
NH Securities Ltd	16.82%	5,48,000	16.82%	2,74,000
			-	-
			-	-
<b>Total</b>	<b>53.16%</b>	<b>23,35,800</b>	<b>53.16%</b>	<b>11,67,900</b>

**14 Other Equity**

(Rs in lacs)

Particulars	As at 31-03-2019	As at 31-03-2018
a) Securities Premium Reserve	128.70	128.70
b) General Reserve	322.92	322.92
c) Retained Earnings		
Balance at the beginning of the year	<b>2,446.72</b>	<b>2,439.35</b>
Less: PPE Written Off for the year	-7.25	-7.71
Less: Issue of Bonus Shares	-162.90	-
Add: Profit for the year	23.17	15.08
<b>Balance as at the end of the year</b>	<b>2,299.75</b>	<b>2,446.72</b>
d) Other reserves		
i) Fair Value through other comprehensive Income		
Balance as at the beginning of the year	-17.99	(11)
Add: Adjustments through other comprehensive income	-7.40	-6.87
<b>Balance as at the end of the year</b>	<b>-25.39</b>	<b>-17.99</b>
<b>Total</b>	<b>2,725.97</b>	<b>2,880.35</b>

**15 Borrowings - Non-Current Liabilities****Secured Loan**

(Rs in lacs)

Particulars	As At	As At
	31st March, 2019	31st March, 2018
(a) From Other Parties	544.07	119.70
(b) From Banks	411.52	473.71
<b>TOTAL</b>	<b>955.58</b>	<b>593.41</b>

Note 1 : Working Capital Loan and Term Loan from State Bank of India is secured against movable and immovable properties of the Company and personal guarantees of the two Directors of the Company, namely Mr. Jayant N Parekh and Mrs. Nishita K. Shah

Note 2 : Term Loans availed from other banks/NBFCs are secured against the assets acquired out of respective loans.

**FANCY FITTINGS LTD.**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

**16 Non-Current Provisions Provision for employee benefits****(Rs in lacs)**

Particulars	As At	As At
	31st March, 2019	31st March, 2018
(a) Gratuity	101.53	78.50
(b) Compensated Absences	32.05	30.28
<b>TOTAL</b>	<b>133.58</b>	<b>108.78</b>

**17 Deferred Tax Liabilities (Net)****(Rs in lacs)**

Major components of deferred tax assets and liabilities arising on account of timing differences are:

Particulars	As At	As At
	31st March, 2019	31st March, 2018
<b>Deferred Tax Liabilities :</b>		
Depreciation and Amortisation	-	-
Deferred Tax Liabilities	318.46	307.50
<b>TOTAL</b>	<b>318.46</b>	<b>307.50</b>

**18 Borrowings-Current Liabilities****Secured Loan****(Rs in lacs)**

Particulars	As At	As At
	31st March, 2019	31st March, 2018
Working Capital Loan From Banks (Refer to Notes in Item 14 above.)	2,351.89	2,154.15
<b>TOTAL</b>	<b>2,351.89</b>	<b>2,154.15</b>

**19 Trade Payables****(Rs in lacs)**

Particulars	As At	As At
	31st March, 2019	31st March, 2018
(a) Due to micro, small and medium enterprise	277.54	-
(b) Due to Others	1,526.82	1,532.11
<b>TOTAL</b>	<b>1,804.37</b>	<b>1,532.11</b>

**20 Other Financial Liabilities****(Rs in lacs)**

Particulars	As At	As At
	31st March, 2019	31st March, 2018
(a) Current maturities of Long-Term debt	670.40	279.18
(b) Unclaimed Dividends	0.04	0.10
(c) Employee Benefits	197.47	162.46
<b>TOTAL</b>	<b>867.92</b>	<b>441.74</b>

**FANCY FITTINGS LTD.**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

**21 Other Current Liabilities**

Particulars	(Rs in lacs)	
	As At 31st March, 2019	As At 31st March, 2018
Other Current Liabilities		
(a) Advances from Customers	1.01	78.32
(b) Statutory Dues		
(i) Sales Tax	-	-16.61
(ii) Excise and Service Tax	-	-1.39
(iii) TDS	-	9.65
(iv) Employee Benefits	-	19.29
(v) GST	-	40.75
	-	<b>51.69</b>
(c) Other Payable	51.11	24.82
<b>TOTAL</b>	<b>52.12</b>	<b>154.83</b>

**22 Revenue from Operations**

Particulars	(Rs in lacs)	
	As At 31st March, 2019	As At 31st March, 2018
(a) Sale of Products (Including Excise Duty)		
(i) Domestic	4,793.39	4,238.09
(ii) Export	4,285.95	3,433.16
<b>TOTAL</b>	<b>9,079.34</b>	<b>7,671.25</b>
(b) Sale of Services	-	-
<b>Other Operating Revenue</b>		
(i) Sale of Scrap	6.59	5.93
(ii) Duty draw back	0.18	11.97
(iii) Others	-4.50	10.16
<b>Revenue from Operations</b>	<b>9,081.60</b>	<b>7,699.31</b>

**23 Other Income**

Particulars	(Rs in lacs)	
	As At 31st March, 2019	As At 31st March, 2018
(a) Interest Income	54.18	238.29
(b) Dividend Income	0.19	0.06
(c) Profit on Sale of Assets	-	-1.13
(d) Profit on Foreign Currency Transactions and Translation	8.08	48.03
(e) Profit on Sale of Investment	-	
(f) Keyman Insurance Policy - Bonus	4.03	3.66
(g) Investment Carried at FVTPL (Income)	1.19	-0.14
(h) Income on Discounting	60.00	-
<b>TOTAL</b>	<b>127.68</b>	<b>288.77</b>

**FANCY FITTINGS LTD.**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

**24 Changes in Inventories of Finished Goods, Traded Go and Work-in-Progress.** (Rs in lacs)

Particulars	As At	As At
	31st March, 2019	31st March, 2018
<b>Opening Stock</b>		
Work in Progress	687.88	586.42
Finished Goods	417.30	469.99
Stock in Trade	-	-
	<b>1,105.18</b>	<b>1,056.41</b>
<b>Closing Stock</b>		
Work in Progress	882.49	687.88
Finished Goods	654.92	417.30
Stock in Trade	-	-
	<b>1,537.42</b>	<b>1,105.18</b>
	-	-
<b>TOTAL</b>	<b>-432.23</b>	<b>-48.77</b>

**25 Employee Benefits Expense** (Rs in lacs)

Particulars	As At	As At
	31st March, 2019	31st March, 2018
(a) Salary, Wages and Bonus (Net)	1,448.95	1,316.30
(b) Contribution to Provident and Other funds	74.33	67.63
(c) Workmen and Staff Welfare Expenses	7.80	8.41
(d) PF Administration Charges	6.17	5.52
<b>TOTAL</b>	<b>1,537.25</b>	<b>1,397.85</b>

**26 Finance Costs** (Rs in lacs)

Particulars	As At	As At
	31st March, 2019	31st March, 2018
(a) Interest on Term Loans	31.60	3.73
(b) Interest Paid to Banks	166.89	203.83
(c) Other Interest	197.99	53.31
(d) Other Borrowing Costs	67.49	93.57
<b>TOTAL</b>	<b>463.96</b>	<b>354.44</b>

**FANCY FITTINGS LTD.**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

**27 Other Expenses**

(Rs in lacs)

Particulars	As At	As At
	31st March, 2019	31st March, 2018
Stores, Spare Parts and Packing Material Consumed		
Opening Stock	92.58	57.58
Add:- Purchases	851.45	625.00
Less:- Closing Stock	150.76	92.58
	<b>793.26</b>	<b>590.00</b>
Job Work Charges Paid	132.34	96.91
Power & Fuel	308.55	266.82
Factory Overheads	28.47	18.89
Selling & Distribution	180.97	176.00
Repairs & Maintainance	88.43	62.22
Travelling & Conveyance	38.76	19.64
Other Administration Expenses	180.19	122.82
Rates & Taxes	0.98	7.25
Payment to Auditors		
For Statutory Audit and Limited Reviews	2.00	2.00
For Tax Audit	<b>1.00</b>	<b>1.00</b>
For Other Services	1.50	1.50
Other Expenses	14.93	0.50
<b>TOTAL</b>	<b>1,771.39</b>	<b>1,365.54</b>

**28 Tax Expenses**

The major components of income tax expense for the years ended March 31, 2019 and March 31, 2018 are:

a) **Income Tax Expense**

(Rs in lacs)

Particulars	2018-19	2017-18
<b>i) Current tax</b>		
Current tax on profits for the year	9	11
Adjustments for current tax of prior period	(2)	10
<b>Total current tax expense</b>	<b>7</b>	<b>21</b>
<b>ii) Deferred tax</b>		
(Decrease)   Increase in deferred tax liabilities	20	25
Decrease   (Increase) in deferred tax assets	-	-
Trfd to OCI on actuarial gain or loss	(9)	(3)
<b>Total deferred tax expense/(benefit)</b>	<b>11</b>	<b>23</b>
<b>Income tax expense</b>	<b>18</b>	<b>43</b>

**FANCY FITTINGS LTD.**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

- b) The reconciliation between the Statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows

Particulars	2018-19	2017-18
a) Statutory income tax rate	30.00%	30.00%
b) Differences due to:		
i) Business Loss Incurred during the year	-30.00%	-30.00%
<b>Effective income tax rate</b>	<b>0.00%</b>	<b>0.00%</b>

- c) No aggregate amounts of current and deferred tax have arisen in the reporting periods which have been recognised in equity and not in Statement of Profit and Loss or other comprehensive income.

d) **Unrecognised temporary differences**

The Company has not recognised deferred tax liability associated with fair value gains on equity share measured at OCI as based on Management projection of future taxable income and existing plan it is not probable that such difference will reverse in the foreseeable future.

29 **Contingent Liabilities and commitments to the extent not provided for in respect of:**

a) **Contingent liabilities :-**

		(Rs. in lakhs)	
		As at 31st March, 2019	As at 31st March, 2018
i)	Excise and Service Tax matters	155.07	155.07
ii)	Central Sales Tax	38.29	-
<b>Total</b>		<b>193.35</b>	<b>155.07</b>

Note 1 The Excise and Service Tax demands are being contested by the Company at various levels. The Company has been legally advised that it has a good case and the demands by the authorities are not tenable. Future cash flows in respect of these are determinable only on receipt of judgements / decisions pending with various forums/ authorities.

30 **Particulars of Earnings Per share**

Particulars		31-03-2019	31/03/2018
a)	Net Profit for the year	23.17	15.08
b)	Number of equity shares outstanding at the beginning and at the end of the year	32.58	16.29
c)	Nominal Value of the shares (Rs.)	10.00	10.00
d)	Basic and diluted Earning per share (Rs.) (a/b)	<b>0.71</b>	<b>0.93</b>

**FANCY FITTINGS LTD.**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

**31 Employee Benefits****(a) Defined Benefit Plans**

(Rs in lacs)

Changes in the present value of the defined benefit obligation are, as follows :

	Gratuity (Funded)	
	31 March 2019	31 March 2018
	INR	INR
<b>I Change in present value of defined benefit obligation during the year</b>		
1. Present Value of defined benefit obligation at the beginning of the year	81.40	80.60
2. Interest cost	6.30	5.95
3. Current service cost	11.16	8.42
4. Past service cost	-	-
5. Liability transfer from other Company	-	-
6. Liability Transferred out / Divestment	-	-
7. Benefits paid directly by employer	-	-
8. Benefits paid	(13.32)	(22.89)
9. Actuarial changes arising from changes in demographic assumptions	-	-
10. Actuarial changes arising from changes in financial assumptions	7.23	(1.95)
11. Actuarial changes arising from changes in experience adjustments	8.76	11.27
12. Present Value of defined benefit obligation at the end of the year	101.53	81.40
<b>II Change in fair value of plan assets during the year</b>		
1. Fair value of plan assets at the beginning of the year	2.90	10.32
2. Interest Income	0.25	0.27
3. Contributions paid by the employer	8.67	15.62
4. Benefits paid from the fund	(9.14)	(22.89)
5. Fund Charges	(0.55)	(0.42)
6. Assets transferred out / divestments		
7. Return on plan assets excluding interest income		
8. Fair value of plan assets at the end of the year	2.12	2.90

**FANCY FITTINGS LTD.**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

<b>III Net asset / (liability) recognised in the balance sheet</b>		
1. Present Value of defined benefit obligation at the end of the year	101.53	81.40
2. Fair value of plan assets at the end of the year	2.12	2.90
3. Amount recognised in the balance sheet		
Net (liability)/ asset- Current	6.29	11.28
Net (liability)/ asset- Non-current	95.24	70.12
<b>IV Expenses recognised in the statement of profit and loss for the year</b>		
1. Current service cost	11.16	8.42
2. Interest cost on benefit obligation (Net)	6.09	5.19
3. Total expenses included in employee benefits expense	17.25	13.60
<b>V Recognised in other comprehensive income for the year</b>		
1. Actuarial changes arising from changes in demographic assumptions	-	-
2. Actuarial changes arising from changes in financial assumptions	7.23	(1.95)
3. Actuarial changes arising from changes in experience adjustments	8.76	11.27
4. Return on plan assets excluding interest income	(0.03)	0.49
5. Recognised in other comprehensive income	15.95	9.81
<b>VI Maturity profile of defined benefit obligation</b>		
Projected Benefits Payable in Future Years From the Date of Reporting		<b>31 March 2019</b>
1st Following Year		11.66
2nd Following Year		5.29
3rd Following Year		8.87
4th Following Year		4.72
5th Following Year		5.08
<b>VII Quantitative sensitivity analysis for significant assumption is as below:</b>		
<b>1. Increase/(decrease) on present value of defined benefits obligation at the end of the year</b>		<b>31 March 2019</b>
(i) 0.5% increase in discount rate		(5.66)
(ii) 0.5% decrease in discount rate		6.19
(iii) 0.5% decrease in salary		(5.82)
(iv) 0.5% increase in salary		6.32
(i) One percentage point increase in employee turnover rate		
(ii) One percentage point decrease in employee turnover rate		
		<b>Gratuity (Funded)</b>
		<b>31 March 2018</b>
		INR
<b>VIII The major categories of plan assets as a percentage of total</b>		
Insurer managed funds		
<b>IX Actuarial assumptions</b>		
1. Discount rate		7.74%
2. Salary escalation		5%
		Indian Assured
		Lives Mortality
3. Mortality rate during employment		(2006-08)
4. Mortality post retirement rate		N.A.

**Notes :**

- (i) The actuarial valuation of plan assets and the present value of the defined benefit obligation were carried out at 31st March, 2019. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.
- (ii) The discount rate is generally based upon the market yields available on Government bonds at the accounting date relevant to currency of benefit payments for a term that matches the liabilities.
- (iii) Salary growth rate is company's long term best estimate as to salary increases & takes account of inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis as provided in relevant accounting standard.

**FANCY FITTINGS LTD.**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

**32 Fair Value Measurement**

(Rs in lacs)

Particulars	31-Mar-19			31-Mar-18		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
<b>Financial assets</b>						
Investments Properties	-	-	66.90	-	-	66.90
Equity instruments	9.83	-	-	8.64	-	-
Loans and Deposits	-	-	53.37	-	-	53.37
Other Non-current Assets	-	-	12.28	-	-	346.70
Other receivables	-	-	-	-	-	-
<b>Total Financial assets</b>	<b>9.83</b>	<b>-</b>	<b>65.65</b>	<b>8.64</b>	<b>-</b>	<b>400.07</b>
<b>Financial Liabilities</b>						
Borrowings	-	-	955.58	-	-	593.41
Trade payables	-	-	-	-	-	-
Security deposits	-	-	-	-	-	-
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>955.58</b>	<b>-</b>	<b>-</b>	<b>593.41</b>

**Fair Value Hierarchy**

This section explains the judgement and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the Financial Statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

**b) Valuation technique used to determine fair value**

Specific valuation techniques used to value financial instruments include:

- i) the use of quoted market prices or dealer quotes for similar instruments
- ii) the fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- iii) the fair value of forward foreign exchange contracts are determined using forward exchange rates at the Balance Sheet date
- iv) the fair value of foreign currency option contracts is determined using the Black Scholes valuation model.
- v) the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

**c) Valuation processes**

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Chief Financial Officer (CFO).

**33 Capital Management**

For the purpose of the Company's capital management, capital includes issued capital and other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Company monitors capital using debt to equity ratio.

	(Rs. in Lakhs)	
	As at 31st March, 2019	As at 31st March, 2018
Non-Current Borrowings	955.58	593.41
Current Borrowings	2,351.89	2,154.15
Current maturity of long term debt	670.40	279.18
<b>Gross Debt</b>	<b>3,977.88</b>	<b>3,026.75</b>
Total equity	3,051.77	3,043.25
Adjusted Net debt to equity ratio	1.30	0.99

**34 REGROUPED | RECAST | RECLASSIFIED**

Figures of the earlier year have been reclassified to conform to Ind AS presentation requirements

**FANCY FITINGS LTD.**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

**35 RELATED PARTY RELATIONSHIPS**  
(As identified by the Management and where transactions exist)

**Related Party Relationships**

**Key Management Personnel**

Mr. Jayant N. Parekh	Managing Director
Mrs. Nishita K Shah	Whole time Director
Mr. Mirang J. Parekh	Whole time Director

**Other Related Parties**

Zipper (India) Pvt. Ltd.
Apeksha Plastic Products Pvt. Ltd.
Fancy Fittings Pty. Ltd.
Mrs. Amita A. Shah
Ms. Riddhi K. Shah

**Transactions with Related Parties**

Name	Nature of Transaction	2019		2018	
		Volume of Transaction (Rs. in Lacs)	Outstanding as on 31.03.19 (Rs. in Lacs)	Volume of Transaction (Rs. in Lacs)	Outstanding as on 31.03.18 (Rs. in Lacs)
Mr. Jayant N. Parekh	Remuneration	60.00	4.20 Cr	60.00	3.49 Cr.
	Loan Received	0.00	0	20.66	0
Mrs. Nishita K Shah	Remuneration	18.00	1.26 Cr	18.00	1.21 Cr.
	Loan Received	6.17	6.17 Cr	7.11	0
Zipper India Pvt. Ltd.	Rent paid	1.08	0.75 Cr	1.07	1.65 Cr.
Apeksha Plastic Products Pvt. Ltd.	Loan Received	0.00	0	4.21	0
Fancy Fittings Pty. Ltd.	Loan Given	0.00	42.06 Dr	0.00	42.06 Dr.
Mirang J. Parekh	Salary	7.47	1.67 Cr	25.74	1.21 Cr.
	Remuneration	6.90	0	0.00	0
Amita A. shah	Remuneration	0.35	0	0.60	0.05 Cr.
Riddhi K. Shah	Stipend/Salary	5.00	0.52 Cr	3.69	0.51 Cr.

**For Vinod K Mehta & Co.,**  
Chartered Accountants  
(Firm Registration No. : 111508W)

**For and on behalf of the Board of Directors**

**Jayant N Parekh**  
Managing Director  
DIN:00095406

**Nishita K Shah**  
Whole Time Director  
DIN:00095423

**Divyesh V Mehta**  
Partner  
Membership No.:044293

**Kalpesh Mehta**  
Chief Financial Officer

**Bhagyashree Bhutaka**  
Company Secretary

**Place :Mumbai**  
**Date: 10/06/2019**

**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.



