

NOTICE

NOTICE is hereby given that an **EXTRA ORDINARY GENERAL MEETING** of the members of **FANCY FITTINGS LIMITED** will be held on **Friday, March 23, 2018 at 11.00 am** at the Registered Office of the Company at 145/259, Minerva Industrial Estate, Sewri Bunder Road, Sewri (East), Mumbai 400015 to transact the following business:

SPECIAL BUSINESS

1. To increase the Authorized Capital:

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

“RESOLVED THAT pursuant to the provisions of section 13 read with section 61 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Memorandum and Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from Rs. 2,00,00,000/- (Rupees Two Crores only) divided into 19,98,000 (Nineteen Lakhs Ninety Eight Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each and 2000 (Two Thousand) 11% Non-Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each, to Rs. 3,30,00,000/- (Rupees Three Crores Thirty Lakhs only) divided into 32,98,000 (Thirty Two Lakhs Ninety Eight Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each and 2000 (Two Thousand) 11% Non-Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 13,00,000 (Thirteen Lakhs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V:

V. The Authorized Share Capital of the Company is Rs. 3,30,00,000/- (Rupees Three Crores Thirty Lakhs only) divided into 32,98,000 (Thirty Lakhs Ninety Eight Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each and 2000 (Two Thousand) 11% Non-Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to the provisions of section 14 and all other applicable provisions, if any, of the Companies Act 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association be and is hereby altered by substituting the existing Article 5(a) with the following new Article 5(a):

5(a). The Authorized Share Capital of the Company is Rs. 3,30,00,000/- (Rupees Three Crores Thirty Lakhs only) divided into 32,98,000 (Thirty Lakhs Ninety Eight Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each and 2000 (Two Thousand) 11% Non-Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each with power to sub-divide, consolidate and increase or decrease and with power from time to time issue any shares of original capital with and subject to any preferential, qualified or special rights or privileges or conditions as may be thought fit, and upon the sub-division of shares to appropriate the rights to participate in profits, in any manner as between the shares resulting from sub-division.”

2. To Issue Bonus Shares to the equity shareholders of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Foreign Exchange Management Act, 1999, and any other applicable laws, or any amendment or re-enactment thereof and the provisions of Article No. 197 of the Articles of Association of the Company and recommendation of the Board of Directors and subject to such approvals, consents, permissions and sanctions, as may be necessary from appropriate authorities, consent of the Members, be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall be deemed to include any Committee thereof) for capitalization of a sum of Rs. 1,62,90,000/- (Rupees One Crore Sixty Two Lakhs Ninety Thousand only) out of Company’s Reserve and Surplus (Profit and Loss Account), as per audited accounts of the Company for the financial year ended 31st March 2017, and that said sum of Rs. 1,62,90,000/- shall be applied for issue and allotment of new 16,29,000 Equity Shares of Rs. 10/- each of the Company as fully paid Bonus Shares, to the persons who are shareholders of the Company on the Record Date to be decided by the Board, in the proportion of 1 (One) equity share for every 1 (One) equity share held by such persons respectively on the Record Date, upon the footing that they become entitled thereto for all purposes as capital.

RESOLVED FURTHER THAT the said new 16,29,000 Equity Shares of Rs. 10/- each to be allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respect with and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividends to be declared for the financial year in which the Bonus Shares are allotted.

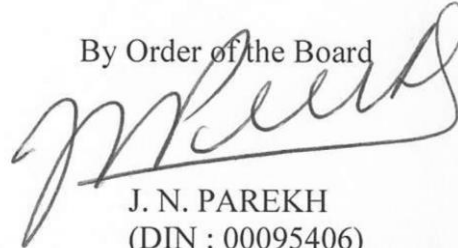
RESOLVED FURTHER THAT that in making the allotment of the said Bonus Shares, the Directors shall not issue fractional certificates but the total number of the said bonus shares representing such fractions shall be allotted to a person or persons appointed by the Directors to act as the trustee or trustees for and on behalf of the members who would have been entitled to fractional certificates if such certificates would have been issued, and that the said shares so allotted to him in trust to sell the same and after payment of all expenses of the sale, to distribute the net proceeds of such sale amongst the members in the proportion to their respective fractional entitlements thereto.

RESOLVED FURTHER THAT the Share Certificates in respect of the new Equity Shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the Bonus Shares will be credited to the demat accounts of the allottees who are holding the existing Equity Shares in electronic form.

RESOLVED FURTHER THAT the allotment of the fully paid new Equity Shares as Bonus Shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval of the Reserve Bank of India, under the Foreign Exchange Management Act, 1999, if necessary.

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 and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment and distribution of the new Equity Shares and listing of the same on Stock Exchanges.”

By Order of the Board



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

Place: Mumbai

Date: 26/02/2018

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. 1 and 2 is annexed hereto.
3. Members are requested to notify immediately any change of address
 - i) To their Depository Participants (DPs) in respect of shares held in electronic form.
 - ii) To the Company’s Registrar & Share Transfer Agent – Link Intime India Pvt. Ltd., C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083, in respect of shares held in physical form.
4. Members/proxies should bring the attendance slip duly filled in for attending the meeting. Members who hold shares in electronic form are requested to write their Client ID and DP ID numbers and members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting.
5. Corporate members are requested to send a duly certified copy of the Board Resolution authorising their representative to attend and vote at the meeting.

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

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item No. 1

At present the Authorised Share Capital of the Company is Rs 2,00,00,000/- (Rupees Two Crore Only) divided into 19,98,000 (Nineteen Lakhs Ninety Eight Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each and 2000 (Two Thousand) 11% Non-Cumulative Redeemable Preference Shares of Rs.10/- (Rupees Ten only) each. The Company proposes to issue Bonus Shares in the ratio of 1 Equity Share for every 1 Equity Share held by the existing Shareholders. In view of the same, the Company is required to increase its Authorized Share Capital from Rs 2,00,00,000/- (Rupees Two Crore only) to Rs. 3,30,00,000 (Rupees Three Crores Thirty Lakhs only) and consequent upon the increase in the Authorised Share Capital of the Company, its Memorandum & Articles of Association needs appropriate alterations. Hence resolution No. 1 is recommended by the Directors for approval of the members.

A copy of the Memorandum of Association & Articles of Association of the Company together with the proposed changes is available for inspection at the Registered Office of the Company between 10.00 a.m. to 4.00 p.m. on any working day.

The Directors, Key Managerial Personnel and their relatives may be regarded as concerned or interested in the resolution, to the extent Equity Shares may be allotted to them.

Item No. 2

The Company, as on 31st March 2017, has Reserves and Surplus of Rs.29,71,02,632/- and Share Capital of Rs.1,62,90,000/-.

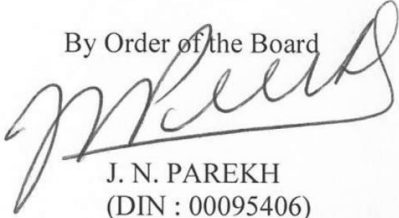
The Board of Directors at their meeting held on February 23, 2018 have recommended the issue of Bonus Shares, subject to approval of Shareholders, in the proportion of 1:1 i.e 1 (One) Equity Share of Rs. 10/- each of the Company for every 1 (one) existing Equity Share of Rs. 10/- each fully paid of the Company held by the shareholders on the record date to be fixed by the Board, by capitalizing a sum of Rs. 1,62,90,000/- (Rupees One Crore Sixty Two Lakhs Ninety Thousand only) from the Reserve and Surplus (Profit and Loss Account). The said sum of Rs. 1,62,90,000/- is proposed to be applied in full by issuing new 16,29,000 Equity Shares of Rs.10/- each as Bonus Shares. Consequently, the Paid up Equity Share Capital of the Company would increase.

The proposed issues of Bonus Shares will be made in line with the provisions of Section 63 of the Companies Act 2013, and subject to such approval, if any, required from any statutory authorities or Government.

The new Equity Shares of Rs.10/- each to be allotted and issued as Bonus Shares shall be subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid equity shares of the

Company and shall be entitled to participate in full in any dividend(s) to be decaded after the Bonus shares are allotted.

The Directors, Key Managerial Personnel and their relatives may be regarded as concerned or interested in the resolution, to the extent Equity Shares may be allotted to them.

By Order of the Board

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

Place: Mumbai

Date: 26/02/2018

Form No. MGT-11

Fancy Fittings Ltd

CIN: U74999MH1993PLC070323

Registered office: 145/259, Minerva Industrial Estate, Sewri Bunder Road,
Sewri (East), Mumbai – 400015.

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 Shareholder(s) _____

Address: _____

Email ID:-----Folio /No/DPID/ & Client ID-----

I/We, being the member (s) of Shares of the above named company, hereby appoint

- 1)-----of-----having e-mail id-----or failing him
- 2)-----of-----having e-mail id-----or failing him
- 3)-----of-----having e-mail id-----or failing him

and whose and 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 Extra Ordinary General Meeting of the company, to be held on 23rd March 2018, at 145/259, Minerva Industrial Estate, Sewri Bunder Road, Sewri (East), Mumbai - 400015 at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1. Increase in Authorized Capital
- 2. Issue of Bonus Shares

Signed this..... day of..... 2018

Signature of the shareholder _____

Signature of Proxy _____

Revenue Stamp Rs. 1/-

Note: 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.

ATTENDANCE SLIP

Extra Ordinary General Meeting

Reg.Folio No _____	Name of Shareholder _____
D.P.I.D* _____	Client ID* _____
Email ID: _____	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the company being held on March 23, 2018, at 145/259, Minerva Industrial Estate, Sewri Bunder Road, Sewri (East), Mumbai-400015 at 11.00 a.m.

Signature of the shareholder / Proxy/ Representative _____

Note:

Member / proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand over the same duly signed at the Venue.