

## NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the members of FANCY FITTINGS LIMITED will be held on Monday, 26th April, 2021 at 04.00 p.m. at registered office of the Company at 145/259, 2<sup>nd</sup> Floor, Minerva Industrial Estate, Sewri Bunder Road, Sewri-East, Mumbai-400015, 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, 2020 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Mirang J Parekh (DIN: 07248020), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS :**

#### **3. Re- Appointment of Mr. Jayant N Parekh as a Managing Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of 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. Jayant N Parekh be and is hereby re-appointed as Managing Director of the Company, not liable to retire by rotation, for the period from 1st October, 2020 to 30th September 2025 on such salary, commission and perquisites as set out hereunder.

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

Rs. 4,00,000/- per month

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

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

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

##### **Housing:**

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

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

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

##### **Contribution to Provident Fund:**

As per the rules of the Company.

##### **Gratuity:**

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

##### **Telephone:**

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

##### **Car:**

Use of the Company's car on Company's business with driver and all expenses on maintenance, repairs and cost of petrol. (Provision of car on the Company's business and telephone at residence and cell phones will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Managing Director.

The Company's contribution to provident fund to the extent this is not taxable under the Income-Tax Act, gratuity and encashment of leave shall not be included in the computation of limits for the remuneration or perquisites. Expenses actually and properly incurred for the business of the Company will be reimbursed. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-Tax Rules, wherever applicable, and in absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. Perquisites and allowances will be subject to a maximum of 35% of the annual salary.)

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

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

**RESOLVED FURTHER THAT** 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.”

#### **4. Re- Appointment of Mrs. Nishita K Shah as a Wholetime Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of 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, Mrs. Nishita K Shah be and is hereby re-appointed as Wholetime Director of the Company, liable to retire by rotation, for the period from 1st October, 2020 to 30th September 2025 on such salary, commission and perquisites as set out hereunder.

##### **(d) Salary:**

Rs. 1,00,000/- per month

##### **(e) Commission:**

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

##### **(f) 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 fifty 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 Whole-time 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 60% 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 Mrs. Nishita K Shah 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 Whole-time 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 Mrs. Nishita K Shah.

**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. Re- 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 an **Ordinary 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 re-appointed as Wholetime Director of the Company, liable to retire by rotation, for the period from 1st October, 2020 to 30th September 2025 on such salary, commission and perquisites as set out hereunder.

**(g) Salary:**

Rs. 1,20,000/- per month

**(h) Commission:**

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

**(i) 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."

**By Order of the Board**

**Bhagyashree A Menat**  
Company Secretary

**Registered Office :**

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

**Mumbai, 23rd March, 2021**

**NOTES :**

1. As per MCA Circular dated 5th May, 2020 and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report for the financial year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members who have not yet registered their email addresses are requested to register the same with their Depository Participant(s) in case the shares are held by them in electronic form and with Link Intime India Pvt Ltd in case the shares are held by them in physical form.

2. Members may note that the AGM Notice and Annual Report for the financial year 2019-20 will also be available on the Company's website [www.fancyfittings.com](http://www.fancyfittings.com), website of the Stock Exchange i.e. Metropolitan Stock Exchange of India Limited at [www.msei.in](http://www.msei.in) and Notice of AGM shall be available on the website of NSDL <https://www.evoting.nsdl.com/>
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself. such a proxy need not be a member of the company.
4. In order that the appointment of a proxy is effective, the instrument appointing a proxy must be received at the registered office of the company not later than forty-eight hours before the meeting.
5. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the company carrying voting rights. A member holding more than ten (10) percent of the total share capital of the company carrying voting rights may appoint a single person only as a proxy and such person shall not act as proxy for other shareholder.
6. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act 2013, are requested to send the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
7. Members, proxies and Authorized representative are requested to bring to the meeting; the attendance slips enclosed duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Item Nos. 3, 4 and 5 are annexed hereto.
10. Relevant information of Directors seeking re-appointment under Item Nos. 3, 4 and 5 pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed hereto
11. The Register of Members and Share Transfer Books of the Company will remain closed from 20th April, 2021 to 26th April, 2021 (both days inclusive).
12. 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.
13. 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.
14. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting.
15. 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 (IEPF) all unclaimed/ unpaid dividends in respect of financial years upto 2011-12. The members, who have not yet encashed their dividend for the financial year 2012-13 and onwards, are requested to make their claims to the Company without any delay
16. 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.

17. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form w.e.f., 01st April, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Link Intime India Pvt Ltd Company's Registrar and Share Transfer Agent, for assistance in this regard.
18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agents.
19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members during the AGM.
20. 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.
21. 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.

## **22. Voting through electronic means**

- a) In compliance with provisions of Section 108 of the Companies Act, 2013, 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, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- b) The remote e-voting period commences on April 23 2021 (9:00 am) and ends on April 25, 2021 (5:00 pm). During this period member's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of April 19, 2021, may cast their vote by remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 is mentioned below:**

### **How to Log-in to NSDL e-Voting website ?**

- 1) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 2) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

- 3) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically

- 4) Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- 5) Your password details are given below:

A. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

B. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

C. How to retrieve your 'initial password'?

- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

- 6) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8) Now, you will have to click on "Login" button.

9) After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is mentioned below:**

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

- 1) After successful login at Step 1, you will be able to see the Home page of e-Voting Click on e-Voting. Then, click on Active Voting Cycles.
- 2) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- 3) Select “EVEN” of company for which you wish to cast your vote.
- 4) Now you are ready for e-Voting as the Voting page opens.
- 5) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 6) Upon confirmation, the message “Vote cast successfully” will be displayed.
- 7) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- 1) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [sanjeev.shah1711@gmail.com](mailto:sanjeev.shah1711@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [bhagyashree.bhutaka@fancyfittings.com](mailto:bhagyashree.bhutaka@fancyfittings.com).

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [bhagyashree.bhutaka@fancyfittings.com](mailto:bhagyashree.bhutaka@fancyfittings.com).

- 4) 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. April 19, 2021. may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot Use

Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.



- 5) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting.
- 6) Details of Scrutinizer and result of e-voting:
  - a) The Company has appointed Mr. Sanjeev Shah & Associates, Practicing Company Secretaries, Mumbai (Membership No. 9680) to act as the Scrutinizer, to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.
  - b) The Scrutiniser shall submit his report to the Chairman of the Meeting or any person authorised by him within 48 hours of the conclusion of the AGM. The Results declared along with the report of Scrutiniser shall be placed on the website of the Company [www.fancyfittings.com](http://www.fancyfittings.com) and on website of NSDL immediately after declaration of results by the Chairman or person authorised by him in this behalf. The Company shall simultaneously forward the results to Metropolitan Stock Exchange of India Limited, where the shares of the Company are listed.
  - c) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM.

**By Order of the Board**

**Bhagyashree A Menat**  
Company Secretary

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

**Mumbai, 23rd March, 2021**

## **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 5 mentioned in the accompanying Notice.**

### **Item No. 3 :**

The members of the Company at its Annual General Meeting held on 29th September, 2018 had approved re-appointment of Mr. Jayant N Parekh do as a Managing Director of the Company for a period of 2 years w.e.f. 1st October, 2018 and payment of remuneration during his tenure. His term as Managing Director was expired on 30th September, 2020.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company, at their meeting held on 2nd September, 2020, approved his re-appointment as a Managing Director of the Company for a further period of 5 (five) years with effect from 1st October, 2020 to 30th September, 2025.

He has requisite qualification, skills, experience and expertise in specific functional areas which will be beneficial to the Company. Accordingly, the Board recommends passing the resolution at Item No. 3 of the Notice as an Ordinary Resolution by the Members.

The re-appointment of Managing Director of the Company shall require the approval of the members by way of passing of Special Resolution pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013.

Mr. Jayant N Parekh is not disqualified in terms of Section 164 of the Act and has given his consent to act as the Managing Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the Act and Part I of Schedule V to the Act, for being eligible for his re-appointment.

The terms as set out in the resolution and explanatory statement may be treated as the terms of the re-appointment of Mr. Jayant N 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. Jayant N 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 Mrs. Nishita K Shah being a relative of Mr. Jayant N. 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 of the Notice.

### **Item No. 4 :**

The members of the Company at its Annual General Meeting held on 29th September, 2017 had approved re-appointment of Mrs. Nishita K Shah as a Whole-time Director of the Company for a period of 3 years w.e.f. 1st October, 2017 and payment of remuneration during her tenure. Her term as Whole-time Director was expired on 30th September, 2020.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company, at their meeting held on 2nd September, 2020, approved his re-appointment as a Whole-time Director of the Company for a further period of 5 (five) years with effect from 1st October, 2020 to 30th September, 2025.

She has requisite qualification, skills, experience and expertise in specific functional areas which will be beneficial to the Company. Accordingly, the Board recommends passing the resolution at Item No. 4 of the Notice as an Ordinary Resolution by the Members.

The re-appointment of Whole-time Director of the Company shall require the approval of the members by way of passing of Ordinary Resolution pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013.

Mrs. Nishita K Shah is not disqualified in terms of Section 164 of the Act and has given her consent to act as the Whole-time Director of the Company. She satisfies all the conditions as set out in Section 196(3) of the Act and Part I of Schedule V to the Act, for being eligible for her re-appointment.

The terms as set out in the resolution and explanatory statement may be treated as the terms of the re-appointment of Mrs. Nishita K Shah under Section 190 of the Companies Act 2013 and also as a disclosure under applicable provisions of the Listing Regulations.

Brief profile of Mrs. Nishita K Shah as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is stipulated in Annexure-I of this Notice.

Mr. Jayant N. Parekh, being a relative of Mrs. Nishita K Shah, 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. 4 of the Notice.

**Item No. 5 :**

The members of the Company at its Annual General Meeting held on 30th September, 2019 had approved appointment of Mr. Mirang J Parekh, do as a Whole-time Director of the Company for a period from 13th November, 2018 and payment of remuneration during his tenure. His term as Whole-time Director shall expire on 30th September, 2020.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company, at their meeting held on 2nd September, 2020, approved his re-appointment as a Whole-time Director of the Company for a further period of 5 (five) years with effect from 1st October, 2020 to 30th September, 2025.

He has requisite qualification, skills, experience and expertise in specific functional areas which will be beneficial to the Company. Accordingly, the Board recommends passing the resolution at Item No. 5 of the Notice as an Ordinary Resolution by the Members.

The re-appointment of Whole-time Director of the Company shall require the approval of the members by way of passing of Ordinary Resolution pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013.

Mr. Mirang J Parekh is not disqualified in terms of Section 164 of the Act and has given his consent to act as the Whole-time Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the Act and Part I of Schedule V to the Act, for being eligible for his re-appointment.

The terms as set out in the resolution and explanatory statement may be treated as the terms of the re-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. 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. 5 of the Notice.

**By Order of the Board**

**Bhagyashree A Menat**  
Company Secretary

**Registered Office:**

145/259, Minerva Industrial Estate,  
Sewri Bunder Road, Sewri-East, Mumbai-400015  
**Mumbai, 23rd March, 2021**

## 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>Mr. Jayant N Parekh</b>	<b>Mrs. Nishita K Shah</b>	<b>Mr. Mirang J Parekh</b>
<b>DIN</b>	00095406	00095423	07248020
<b>Date of Birth</b>	18/10/1961	17/08/1964	12/02/1990
<b>Educational Qualification</b>	Diploma in Mechanical Engineer	B. Com	B. Com, Master in Entrepreneurship from London University
<b>Date of Appointment on the Board</b>	06/01/1993	01/09/2006	13/11/2018
<b>Category of Director</b>	Managing Director (Promoter Group)	Wholetime Director (Promoter Group)	Wholetime Director (Promoter Group)
<b>Nature of expertise and experience</b>	He has Experience in handling strategic business developments, marketing, purchases, product development and finance. He has an experience of over 33 years.	She has Experience in handling financial matters. She has an experience of over 14 years.	He has a Experience in handling strategic business developments, marketing, purchases, product development and finance. He has an experience over 7 years.
<b>List of Directorship held excluding Private Limited Companies</b>	Nil	Nil	Nil
<b>Memberships / Chairmanships of committees across all other public companies</b>	Nil	Nil	Nil
<b>No. of Shares held in Company</b>	1183800 equity shares	604000 equity shares	8400 equity shares
<b>Relationship with other Directors</b>	Mr. Jayant N Parekh is father of Mr. Mirang J Parekh and brother of Mrs. Nishita K Shah, Whole-time Director of the Company.	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.
<b>No. of Board Meeting attended during the year</b>	8	9	7

## 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**  
**27thAnnual 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 27th 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, 26th April, 2021 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 27th Annual General Meeting of the Company, to be held on Monday, 26th April, 2021 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
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Standalone Financial Statements as at 31st March, 2020 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 Mr. Mirang J Parekh, who retires by rotation		
<b>Special Business</b>			
3	Re- Appointment of Mr. Jayant N Parekh as a Managing Director of the Company		
4	Re- Appointment of Mr. Nishita K Shah as a Wholetime Director of the Company		
5	Re- Appointment of Mr. Mirang J Parekh as a Wholetime Director of the Company		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2020

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 27th 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.

Please complete all details including details of member(s) in above box before submission.





