

FANCY FITTINGS LIMITED

CIN: L74999MH1993PLC070323

Registered Office: 145/259, Minerva Industrial Estate, 2nd Floor, Sewri Bunder Road, Sewri (East),
Mumbai -400015 | **Email:** info@fancyfittings.com | **Website:** www.fancyfittings.com
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NOTICE OF POSTAL BALLOT

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the 'Act') read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the 'Management Rules'), Secretarial Standard-2 on General Meetings (the 'SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') (including any statutory modifications, amendments or re-enactments thereof, for the time being in force), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars'), and any other applicable laws and regulations, the Resolution appended below is proposed for seeking approval of the Members of the Company by way of Postal Ballot by voting through electronic means only ("remote e-voting").

The Members are requested to consider and, if thought fit, pass the following resolution:

SPECIAL BUSINESS

1. To appoint Mr. Prakash Tulsidas Sangani (DIN: 10056093) as an Independent Director:

To consider and if thought fit, to accord assent or dissent to the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications, amendments or re-enactment thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), and the Articles of Association of the Company, Mr. Prakash Tulsidas Sangani (DIN: 10056093), who was appointed by the Board of Directors of the Company, as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from 27th February, 2023 and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee of the Directors and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of five years commencing from 27th February, 2023 to 26th February, 2028 and that Mr. Prakash Tulsidas Sangani shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

By Order of the Board

Jalpa Gaurang Bhatt
Company Secretary
M. No. ACS 23390

Mumbai, 21st April, 2023

NOTES:

1. The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, setting out the material facts and reasons for the proposed Special Resolution, is annexed hereto.
2. Members holding Equity Shares shall have one vote per share as shown against their holding. The Member need not use all his/ her/ its votes, nor does he/ she/ it need to cast all his/ her/ its votes in the same way.
3. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Shareholders/ Beneficial Owners as on the close of business hours on Friday, 21st April, 2023 (“Cut-off Date”). Only those Members whose names are recorded in the Register of Members or List of Beneficial Owners, as furnished by the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), as on the Cut-off Date will be entitled to cast their votes on the resolution set forth in this Notice.
4. The Board of Directors has appointed Mr. Sanjeev P. Shah, Practicing Company Secretary (Membership No. FCS 9680, COP No. 9662) as Scrutinizer to conduct the Postal Ballot process (through remote e-voting) in a fair and transparent manner.
5. In compliance with MCA circulars, the Postal Ballot Notice is being sent in electronic mode only to the member whose names appear on the Register of Members/ List of Beneficial Owners as received from NSDL and CDSL and whose email address is registered with the Company/ Depository Participant(s), as on the close of business hours on Friday, 21st April, 2023 (“Cut-off Date”). A person who is not a Member of the Company on the Cut-off Date should treat this Notice as for information purpose only. Members, who have not registered their e-mail IDs, are requested to follow the instructions given at Sr. No. 11.
6. In compliance with MCA circulars, the hard copy of this Postal Ballot Notice along with the Postal Ballot Forms and prepaid business envelope are not being sent to the Members for this Postal Ballot. Accordingly, the communication of the assent and dissent of the Members would take place through remote e-voting system only.
7. The Members may also note that the Postal Ballot Notice will also be available for download on the Company's website at www.fancyfittings.com, and the website of Metropolitan Stock Exchange of India Limited (MSE) at www.msei.in and the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
8. In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules and MCA Circulars and Regulation 44 of the Listing Regulations, the Company is providing remote e-voting facility to the Members of the Company, to exercise their right to vote by electronic

means on the Resolutions set forth in the Notice. The Company has engaged the services of NSDL to provide the remote e-voting facility. Instructions for the process to be followed for voting through electronic means are given at Sr. No. 15.

9. The Scrutinizer will submit his Report to the Chairman of the Company or any other person authorized by the Chairman after completion of the scrutiny. The result of the Postal Ballot through remote e-voting shall be declared on Saturday, May 27, 2023 at the Registered Office of the Company. The said results along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.fancyfittings.com and on the website of NSDL i.e. www.evoting.nsdl.com immediately after the declaration of result by the Managing Director. The results shall also be immediately forwarded to Metropolitan Stock Exchange of India Limited (MSE).
10. The Resolution, if passed by requisite majority, shall be deemed to have been passed on Thursday, 25th May, 2023, being the last date for receipt of votes through remote e-voting. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
11. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants, in case the shares are held by them in demat form and with RTA on email-id mt.helpdesk@linkintime.co.in, in case the shares are held by them in physical form.
12. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 clarified through SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December 2021 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, all holders of physical securities of the Company are mandatorily required to furnish the KYC documents i.e., PAN (linked with Aadhaar), Contact details (postal address, mobile number and e-mail id), Bank Account details, Specimen Signature and Nomination/Opt-out Nomination, if not available in the records, to the Company's RTA at Link Intime India Pvt Ltd, C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai – 400083 before 1st October, 2023. Those folios which are not compliant with the above circulars before the due dates shall be frozen by the RTA.
13. Shareholders who are holding shares in physical form are also requested to notify any changes in the KYC information by furnishing the KYC documents as mentioned in Note 12.
14. **The process and manner for remote e-voting are as under:**

The remote e-voting period commences on Wednesday, 26th April, 2023 at 9.00 a.m. (IST) and ends on Thursday, 25th May, 2023 at 5.00 p.m. (IST). During this period, Members of the Company, holding Shares of the Company as on the Cut-off Date, that is, Friday, 21st April, 2023, may cast their vote electronically.

15. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through

their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ul style="list-style-type: none"> <li data-bbox="662 390 1438 884">i. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="662 894 1438 1041">ii. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="662 1052 1438 1587">iii. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="662 1598 1438 1703">iv. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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’?
 - i) 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’.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) 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.
- b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 to sanjeev.shah1711@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 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 or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms Prajakta Pawle at 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:

1. 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 jalpa.bhatt@fancyfittings.com.
2. 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 jalpa.bhatt@fancyfittings.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Pursuant to Section 161 of the Companies Act, 2013 and on the recommendation of the Nomination & Remuneration Committee of Directors, the Board of Directors of the Company (the 'Board'), at its meeting held on 27th February, 2023, has appointed Mr. Prakash Tulsidas Sangani (DIN: 10056093), as an Additional Director in the capacity of Non-Executive Independent Director for a period of 5 (five) years with effect from 27th February 2023 to 26th February, 2028, subject to the approval of the Shareholders.

The Company has received notice from a member under Section 160(1) of the Companies Act, 2013 proposing his appointment as an Independent Director. The Company has received declarations from Mr. Prakash Tulsidas Sangani confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations').

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, it is proposed to seek members' approval for the appointment of Mr. Prakash Tulsidas Sangani as Non-Executive Independent Director for a period of five consecutive years from 27th February 2023 to 26th February, 2028 and he shall not be liable to retire by rotation in terms of the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The Board recommends the special resolution set out in this notice for the approval of the members of the Company. In the opinion of the Board, the Independent Director, proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and the SEBI Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Prakash Tulsidas Sangani may be regarded as concerned or interested in the resolution in respect of his own appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives are interested in this Resolution.

Brief Resume of the Independent Director as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India is provided separately in this Notice. A copy of the draft Letter of Appointment of Independent Director, setting out the terms and conditions of appointment is being made available for inspection by the Members at the Company's Registered Office during normal business hours on working days upto Thursday, 25th May, 2023.

By Order of the Board

Jalpa Gaurang Bhatt
Company Secretary
M. No. ACS 23390

Mumbai, 21st April, 2023

DETAILS OF DIRECTOR SEEKING APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS ARE AS UNDER:

Name	Mr. Prakash Tulsidas Sangani
DIN	10056093
Age	63 years
Date of First Appointment	27th February, 2023
Qualification	B Sc., LLB. & MMS
Brief resume including profile, experience and expertise in specific functional areas	Management Graduate with over 30 years of experience in Marketing, Finance & Advisory roles.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements (in case of independent directors)	The appropriate skills, experience and knowledge in one or more domains of finance, law, management, sales, marketing, administration, technical operations or other disciplines that are related to the company's business.
Shareholding in the Company, including shareholding as a beneficial owner	Nil
Directorships held in other public companies (excluding Section 8, private and foreign companies),	Nil
Resignation from listed entities in the past three years	Nil
Memberships/ Chairmanships in mandatory committees of other companies	Nil
Terms and Conditions of appointment/ re-appointment along with details of remuneration sought to be paid and remuneration last drawn	<p>It is proposed to appoint Mr. Prakash Tulsidas Sangani as a Non-Executive Independent Director of the Company not liable to retire by rotation.</p> <p>Terms and conditions of appointment shall be in accordance with the Nomination and Remuneration Policy</p> <p>Sitting fees may be paid as decided by the Board from time to time.</p> <p>Remuneration last drawn – Nil</p>
Number of Board Meetings attended during the year	Not Applicable
Relationship with other Directors, Manager and other KMP	Not Applicable