

NOTICE

NOTICE is hereby given that the Thirty-Second Annual General Meeting of the members of FANCY FITTINGS LIMITED will be held on Tuesday, 30th September, 2025 at 4.00 p.m. at the Registered Office of the Company at 145/259, 2nd 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, 2025 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.
3. 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 :**4. 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 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. 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, 2025 to 30th September 2030 upon the terms, conditions and stipulations hereinafter mentioned and that he be paid remuneration, perquisites and amenities, for the period of 3 years with effect from 1st October, 2025 to 30th September 2028, as may be agreed by him, which shall not exceed the limits stated 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 un utilised 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."

5. Re- Appointment of Mrs. Nishita K Shah as a Whole time 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, Mrs. Nishita K Shah be and is hereby re-appointed as Whole time Director of the Company, liable to retire by rotation, for the period from 1st October, 2025 to 30th September 2030 upon the terms, conditions and stipulations hereinafter mentioned and that she be paid remuneration, perquisites and amenities, for the period of 3 years with effect from 1st October, 2025 to 30th September 2028, as may be agreed by her, which shall not exceed the limits stated hereunder.

(a) Salary:

Rs. 1,00,000/- 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 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 authorized 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."

6. Re- Appointment of Mr. Mirang J Parekh as a Whole time 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 re-appointed as Wholetime Director of the Company, liable to retire by rotation, for the period from 1st October, 2025 to 30th September 2030 upon the terms, conditions and stipulations hereinafter mentioned and that he be paid remuneration, perquisites and amenities, for the period of 3 years with effect from 1st October, 2025 to 30th September 2028, as may be agreed by him, which shall not exceed the limits stated 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."

By Order of the Board

Jalpa Gaurang Bhatt

Company Secretary & Compliance Officer

Registered Office:

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

Mumbai, 29th August, 2025

NOTES :

1. The brief resumes in respect of Directors seeking re-appointment at this AGM are appended to this Notice.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Item Nos. 4, 5 and 6 are annexed hereto.
3. The Notice of Annual General Meeting along with the Annual Report for the financial year 2024-25 is being sent through electronic mode to all members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report are being sent through permitted mode.
4. Members may note that the AGM Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website www.fancyfittings.com, website of the Stock Exchange i.e. Metropolitan Stock Exchange of India Limited (MSE) at www.msei.in and Notice of AGM shall be available on the website of NSDL <https://www.evoting.nsdl.com/>.
5. 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/ proxies need not be a member of the company.
6. 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 less than forty eight hours before the meeting.
7. 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.
8. 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.
9. 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.
10. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
11. Queries on accounts and operations of the Company, if any, may please be sent to the Company at jalpa.bhatt@fancyfittings.com seven days in advance of the Meeting so that the answers may be made readily available at the Meeting.
12. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting.
13. 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 – MUFG Intime India Private Limited, C 101, Embassy 247, L.B.S.Marg, Vikhroli (West), MUMBAI – 400083, in respect of shares held in physical form.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form w.e.f. 1st April, 2019. Further, SEBI vide its notification dated 24th January, 2022 mandated that all requests for transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. Further, SEBI vide its Circular dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests pertaining to Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. 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 MUFG Intime India Private Limited, Company's Registrar and Share Transfer Agent, for assistance in this regard.

15. SEBI has mandated the submission of PAN, KYC details (including contact details viz. complete address with pin code, mobile number, e-mail id, bank account details with Account No., specimen signature), nomination by holders of physical securities and linking of PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, MUFG Intime India Private Limited.

Members holding shares in electronic form are, therefore, requested to submit/update their PAN and other details with their DP. Further, SEBI vide its circular dated 27th December, 2023, mandated that all members holding shares in electronic form to submit 'choice of nomination' by June 30, 2024.

Members may follow the process detailed below for registration and updation. The following forms are available on the website of the Company at www.fancyfittings.com and the members may follow the following procedure.

TYPE OF HOLDER	PROCESS TO BE FOLLOWED	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, MUFG Intime India Private Limited either by email to rnt.helpdesk@linkintime.co.in or by post to MUFG Intime India Private Limited, C 101, Embassy 247, L.B,S.Marg, Vikhroli (West), MUMBAI – 400083.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode.	Form ISR-1
	Update of signature of share holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt-out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares held in physical form	Form ISR-4
Demat	Please contact your DP and register your PAN, email address and bank account details in your demat account, as per the process advised by your DP.	

16. The route map showing directions to reach the venue of the AGM is annexed.

17. 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.

18. 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). 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 cut-off date i.e. Tuesday, 23rd September, 2025.

- b) 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 cast 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.
- c) 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.
- d) The remote e-voting period commences on Saturday, 27th September, 2025 (9:00 am) and ends on Monday, 29th September, 2025 (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 Tuesday, 23rd September, 2025, 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: 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.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </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 toll free no.: 022 - 4886 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. 1800-21-09911

B) Login Method for e-Voting 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 and join General Meeting 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 whose voting cycle and General Meeting is in active status.
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

- a. 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.
- b. 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.
- c. 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 toll free no.: 022 - 4886 7000 or send a request to Ms. Prajakta Pawale at evoting@nsdl.com.

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:

- i. 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.
 - ii. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 - iii. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 - iv. 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.
19. **Other information of e-voting**
- (i) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, 23rd September, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company/ RTA.
 - (ii) 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, shall only be entitled to avail the facility of remote e-voting.
 - (iii) Mr. Sanjeev P. Shah, Practicing Company Secretary (Membership No.9680) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting during the AGM in a fair and transparent manner.
 - (iv) The Results declared along with the report of the Scrutinizer, shall be placed on the website of the Company <http://www.fancyfittings.com> and on the website of NSDL immediately after the declaration of result by the Chairman of the Meeting or a person authorized by him in writing and the same shall be communicated to MSE Limited, where the shares of the Company are listed.

By Order of the Board

Jalpa Gaurang Bhatt
Company Secretary & Compliance Officer

Registered Office:

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

Mumbai, 29th August, 2025

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

The following Statement sets out all material facts relating to Item No. 4 to 6 mentioned in the accompanying Notice.

Item No. 4 :

The members of the Company at its Annual General Meeting held on 26th April, 2021 had approved re-appointment of Mr. Jayant N Parekh do as a Managing Director of the Company for a period of 5 years w.e.f. 1st October, 2020 and payment of remuneration during his tenure. His term as Managing Director was expires on 30th September, 2025.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company, at their meeting held on 29th August, 2025, approved his re-appointment as a Managing Director of the Company for a further period of 5 (five) years with effect from 1st October, 2025 to 30th September, 2030.

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. 4 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. 4 of the Notice.

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

I. General Information**i. Nature of Industry:**

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

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

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

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

Not Applicable

iv. **Financial performance based on given indicators (As per audited financial results for the year ended 31st March 2025)**

Particulars	Rs. in Lac
Sales & Other Income	2105.22
EBIDTA	1166.81
Net Profit after Tax	837.03

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

Not Applicable

II. Information about the appointee(s) :

i. **Background Details :**

Mr. Jayant N Parekh, 65 years, is a D.M.E., having about 40 years of experience in the plastic industry. He has been associated with the Company since inception.

ii. **Past Remuneration (during the financial year ended on 31st March 2025)**

He has decided to forgo the salary for the financial year ended on 31st March 2025.

iii. **Recognition or Awards:**

Not Applicable

iv. **Job Profile and his suitability :**

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

v. **Remuneration Proposed :**

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

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

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

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

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

III. Other Information:

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

Margins are under pressure due to reduction in turnover during the year

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

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

Item No. 5 :

The members of the Company at its Annual General Meeting held on 26th April, 2021 had approved re-appointment of Mrs. Nishita K Shah as a Whole-time Director of the Company for a period of 5 years w.e.f. 1st October, 2020 and payment of remuneration during her tenure. Her term as Whole-time Director was expires on 30th September, 2025.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company, at their meeting held on 29th August, 2025, 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, 2025 to 30th September, 2030.

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 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.

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. 5 of the Notice.

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

I. General Information**i. Nature of Industry:**

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

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

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

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

Not Applicable

iv. **Financial performance based on given indicators (As per audited financial results for the year ended 31st March 2025)**

Particulars	Rs. in Lac
Sales & Other Income	2105.22
EBIDTA	1166.81
Net Profit after Tax	837.03

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

Not Applicable

II. Information about the appointee(s) :

i. **Background Details :**

Mrs. Nishita K. Shah, 62 years, is a commerce graduate and she has been associated with the Company since its inception.

ii. **Past Remuneration (during the financial year ended on 31st March 2025)**

She has decided to forgo the salary for the financial year ended on 31st March 2025.

iii. **Recognition or Awards:**

Not Applicable

iv. **Job Profile and his suitability :**

Mrs. Nishita K. Shah is associated with the Company since its inception. Mrs. Nishita K. Shah used to assist the Directors honorarily in carrying out their functions for the past several years, prior to her appointment as a Director of the Company with effect from 22nd May 2006. Mrs. Nishita K. Shah is well versed with the financial aspects of the business. Mrs. Nishita K. Shah was appointed as Wholetime Director of the Company with effect from 1st September 2006.

v. **Remuneration Proposed :**

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

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

Considering the size of the Company, the profile of Mrs. Nishita K. Shah, the responsibilities shouldered by her and industry benchmarks, the remuneration package is commensurate with remuneration paid to similar appointees in other companies.

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

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

III. Other Information:

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

Margins are under pressure due to reduction in turnover during the year

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

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

Item No. 6 :

The members of the Company at its Annual General Meeting held on 26th April, 2021 had approved appointment of Mr. Mirang J Parekh, as a Whole-time Director of the Company for a period 5 years w.e.f. 1st October, 2020 and payment of remuneration during her tenure. Her term as Whole-time Director was expires on 30th September, 2025.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company, at their meeting held on 29th August, 2025, 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, 2025 to 30th September, 2030.

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. 6 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 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. 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. 6 of the Notice.

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

I. General Information**i. Nature of Industry:**

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

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

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

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

Not Applicable

iv. Financial performance based on given indicators (As per audited financial results for the year ended 31st March 2025)

Particulars	Rs. in Lac
Sales & Other Income	2105.22
EBIDTA	1166.81

Net Profit after Tax	837.03
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v. Foreign Investments or collaborators, if any :

Not Applicable

II. Information about the appointee(s) :

i. Background Details :

Mr. Mirang J Parekh, 36 years, is a B. Com. and Master in Entrepreneurship from London University and he has been associated with the Company since 2018.

ii. Past Remuneration (during the financial year ended on 31st March 2025)

He has decided to forgo the salary for the financial year ended on 31st March 2025.

iii. Recognition or Awards:

Not Applicable

iv. Job Profile and his suitability :

Mr. Mirang J Parekh is associated with the Company since 2018. He is handling production and marketing aspects of the Company. He has an experience of over 13 years.

v. Remuneration Proposed :

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

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

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

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

Besides the remuneration proposed, Mr. Mirang J Parekh is a relative of Mr. Jayant N. Parekh, Chairman & Managing Director.

III. Other Information:

i. Reasons of loss or inadequate profits :

Margins are under pressure due to reduction in turnover during the year

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

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

DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING 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. Jayant Parekh	Mrs. Nishita K. Shah	Mr. Mirang J Parekh
Age	65 years	62 years	36 years
Date of First Appointment	18 th October, 1961	1 st September, 2006	13 th November, 2018
Qualification	Diploma in Mechanical Engineer	B. Com.	B. Com., Master in Entrepreneurship from London University
Brief resume including profile, experience and expertise in specific functional areas	He has Experience in handling strategic business developments, marketing, purchases, product development and finance. He has an experience of over 38 years	She is handling financial matters of the Company. She has an experience of over 22 years.	He is handling production and marketing aspects of the Company. He has an experience of over 13 years.
Shareholding in the Company, including shareholding as a beneficial owner	1183800 equity shares (36.34%)	604000 equity shares (18.54%)	8400 equity shares (0.26%)
Directorships held in other public companies (excluding Section 8, private and foreign companies),	Nil	Nil	Nil
Resignation from listed entities in the past three years	Nil	Nil	Nil
Memberships/ Chairmanships in mandatory committees of other companies	Nil	Nil	Nil
Terms and Conditions of appointment/ re-appointment along with details of remuneration sought to be paid and remuneration last drawn	Managing Director not liable to retire by rotation. Last drawn - Nil	Wholetime Directors liable to retire by rotation. Remuneration last drawn – Nil	Wholetime Directors liable to retire by rotation. Remuneration last drawn – Nil
Number of Board Meetings attended during the year	6(Six)	6(Six)	6(Six)
Relationship with other Directors, Manager and other KMP	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.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A.	N.A.	N.A.