

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of **FRASER AND COMPANY LIMITED** will be held at B-10, Divya Smit CHS Ltd., Gaurav Garden Complex, Opp. Gaurav Jamuna Building, Bunder Pakhadi Road, Kandivali (West), Mumbai – 400067, on Thursday, 27th September, 2018 at 11.00 a.m. to transact with or without modification(s), as may be permissible, the following business:

ORDINARY BUSINESS:-

1. To consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Directors and Auditors thereon.
2. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013, and The Companies (Audit and Auditors) Rules, 2014, M/s. K. J. Shah & Associates, Chartered Accountants, Mumbai (Firm Registration No. 127308W) be and is hereby appointed as the statutory Auditor of the Company to hold office for 5 years i.e. from the conclusion of this Annual General Meeting till the conclusion of 6th Annual General Meeting to be held after this meeting, in place of Mr. Amit Shah, the retiring auditors, at such remuneration as may be decided by the Board of Directors in consultation with the said Auditors.

RESOLVED FURTHER THAT to give effect to above resolution, Board of Directors be and are hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

SPECIAL BUSINESS:-

3. To appoint Mr. Vikesh Hareshbhai Kamdar (DIN: 05347212), as a Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the said act and to the consent of the members of the Company to be obtained at a General Meeting and subject to such other approvals as may be necessary in this regard, Mr. Vikesh Hareshbhai Kamdar (DIN: 05347212) be and is hereby appointed as the Managing Director of the Company for the period of Three (3) years with effect from 10th August, 2018 to 9th August, 2021

I. Tenure:

From 10th August, 2018 to 9th August, 2021.

II. Remuneration::

The Managing Director shall be paid Salary, Perquisites and allowances not exceeding Rs. 3,60,000/- per annum (i.e. Rs. 30,000/- per month)

III. Minimum Remuneration:

Notwithstanding anything to contrary herein contained wherein any financial year closing on or after 31st March, 2018, the company has no profits or its profits are inadequate in any financial year. The Company may pay to the Managing Director, a minimum remuneration as the same substantive level, as mentioned in clause II. above and in additions thereto the perquisites benefits expressly exempt from the aforesaid limit as specified under section IV of the Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and passed on the prevailing Effective Capital of the Company from time to time.

IV. Terms:

Mr. Vikesh Kamdar shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as he functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

4. To appoint Mr. Prakash Temkar (DIN: 08120721) as the Whole Time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 and 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 said act and to the consent of the members of the Company to be obtained at a General Meeting and subject to such other approvals as may be necessary in this regard, Mr. Prakash Temkar (DIN: 08120721) be and is hereby appointed as the Whole- Time Director of the Company for the period of Three (3) years with effect from 10th August, 2018 to 9th August, 2021.

I. Tenure:

From 10th August, 2018 to 9th August, 2021.

II. Remuneration::

The Whole Time Director shall be paid Salary, Perquisites and allowances not exceeding Rs. 3,60,000/- per annum (i.e. Rs. 30,000/- per month)

III. Minimum Remuneration:

Notwithstanding anything to contrary herein contained wherein any financial year closing on or after 31st March, 2018, the company has no profits or its profits are inadequate in any financial year. The Company may pay to the Whole – Time Director, a minimum remuneration as the same substantive level, as mentioned in clause II. above and in additions thereto the perquisites benefits expressly exempt from the aforesaid limit as specified under section IV of the Schedule V to the Companied Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and passed on the prevailing Effective Capital of the Company from time to time.

IV. Terms:

Mr. Prakash Temkar shall not be subject to retirement by rotation during his tenure as the Whole Time Director of the Company. So long as he functions as the Whole Time Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. To appoint Mr. Devang Modi (DIN: 00468013) as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 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 modification(s) or re-enactment thereof, for the time being in force), Mr. Devang Modi (DIN: 00468013), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

6. To approve alteration of the object clause of the Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed hereunder, as amended from time to time and subject to the approval of the Registrar of Companies, Maharashtra, Mumbai (“ROC”) and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub-clause under Part -A of Clause III, after the existing sub-clause 1:

‘2. To carry on the business of manufacturing, buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere or otherwise deal in all kinds of hardware and construction materials, electrical and electronic appliances of all kinds and apparatus of every description, wires, cables network , electrical, & electrical items & products, cooler kits, switches, electrical bells, motors, star/delta power starters, and decorative lights of all kinds and for all kinds of uses, battery, LED Lights and its

elements/ parts of all kinds and for all kinds of uses, control panels, control unit, chokes, light fitting and spare parts, components, and accessories of above items whether used at indoor or at outdoor, UPS invertors, and all kinds of electrical and electronic component and parts used and all types and varieties of storage batteries, solar panels and related items for all kinds of uses, battery plates, cells, battery components, chargers, motors, transformer, stabilizers and all other kinds of electronic components, devices and its parts.'

RESOLVED FURTHER THAT any Director of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clause of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority."

7. To approve increase in the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provision of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 6,00,00,000/- (Rupees Six Crore) divided into 60,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each, be and is hereby increased to Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

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

"V. The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore) comprising of 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each."

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Director's and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

8. To approve preferential Issue of Equity Shares and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 62 (1) (c), 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Act") to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956 (as amended) (without reference to the provisions that have caused to have effect upon notification of provisions of the Act) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended the Foreign Exchange Management Act, 1999, as amended and the rules, regulations, notifications and circulars issued thereunder and the consolidated FDI Policy dated June 07, 2016 (the "Foreign Exchange Regulations"), as amended and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") and the Reserve Bank of India ("RBI") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the "Board", which term includes a duly constituted and authorized committee) and all such other approvals, the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot 53,50,000 (Fifty Three Lakhs Fifty Thousand) Equity Shares at a Price of Rs. 10.15 (Rupees Ten and Fifteen Paise) each on preferential basis to the following categories of persons for cash which shall rank pari-passu with the existing equity shares of the Company, in such form and manner and upon such terms and conditions as may be determined by the Board in

accordance with SEBI (ICDR) Regulation, 2009 or other provisions of the law as may be prevailing at the time.

Sr. No.	Name of the proposed Allottees	Permanent Account Number	No. of Equity Shares to be issued	Issue Price of Each Equity Share (In Rupees)
1.	Jitendr Kumar Sheohary	BJRPS4406H	5,00,000	10.15
2.	Vikash Amarsen Gupta	AEDPG0415N	1,50,000	10.15
3.	Dayaram M. Shivhare	AWPPS2258B	1,50,000	10.15
4.	Devang Hasmukhlal Modi	AEYPM8150M	4,00,000	10.15
5.	Sangeeta Devang Modi	AEYPM0822J	3,00,000	10.15
6.	Digisha Devang Modi	DGEPM1725H	3,00,000	10.15
7.	Mittal Mehta	AJKPM2683G	5,00,000	10.15
8.	Nirmal Himmatlal Shah	AGTPS6752N	2,00,000	10.15
9.	Nidhi Bhavesh Shah	DVTPS5801N	2,00,000	10.15
10.	Shreya Bhavesh Shah	GMQPS9876C	2,00,000	10.15
11.	Dhruval Deepak Bhatt	AHUPB0155G	2,00,000	10.15
12.	Deepak Gordhandas Bhatt	AEHPB4749N	2,00,000	10.15
13.	Anil Jaikishandas Mistry	ACSPM6415F	2,50,000	10.15
14.	Kirti Anil Mistry	AMYPM0262C	2,50,000	10.15
15.	Reshma Jiten Shah	BBMPS6781E	50,000	10.15
16.	Bhavna Haresh Kothari	AABPK0620P	5,00,000	10.15
17.	Premratan Harikishan Jhawar	ADXPJ4350Q	5,00,000	10.15
18.	Rajendrakumar Babani	AHMPB4492J	5,00,000	10.15
	TOTAL		53,50,000	

RESOLVED FURTHER THAT the 'Relevant Date' for the purpose of determining the issue price of Equity Share, in pursuance of SEBI (ICDR) Regulation, 2009, shall be 30 days prior to the date of the Annual General Meeting (AGM) at which the approval of the shareholders in terms of Section 62(1) (c) & section 42 of the Companies Act, 2013 is obtained i.e., 28th August, 2018.

RESOLVED FURTHER THAT the Board be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution and accept any alteration (s) or amendment (s) or corrections as they may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any questions, difficulties or doubts that may arise in regard to the offer, issue or allotment of the said securities and with a power to change the number of Equity Share hereby created, issued and offered to the person (s) referred above and within the limit mentioned above and also to seek listing of such securities at the Stock Exchanges where the existing securities are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

NOTES:-

- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to special business set out in the Notice is annexed.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY/PROXIES SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more

- than 10% of the total share Capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder
- d. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
 - e. The Company has notified closure of register of members and transfer books from Saturday, 22nd September, 2018 to Thursday 27th September, 2018 (both days inclusive).
 - f. Members holding shares in Physical form are requested to notify change of address, if any, to Registrar and Share Transfer Agents and those who hold shares in dematerialized form are requested to notify to their Depository participants their change in address.
 - g. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the shareholders in respect of the Shares held by them. Nomination Forms can be obtained from the registrar and share transfer agents of the Company.
 - h. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their respective copy of the Annual Report to the Meeting and affix their signature at the place provided on the attendance slip annexed to the Proxy form and hand over the slip at the entrance to the place of the Meeting.
 - i. Non – Resident Indian Members are requested to inform the Company's registrar and share transfer agents M/s. Purva Sharegistry (India) Pvt. Ltd. immediately of –
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
 - j. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
 - k. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
 - l. To support the 'Green Initiative', the Members holding shares in physical form and who have not registered their e-mail addresses are requested to register the same with the Company's registrar and share transfer agents M/s. Purva Sharegistry (India) Pvt. Ltd.
 - m. In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.
 - n. To comply with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is mandatory for all the investors including transferors to complete their KYC information. Company have to update the member's PAN No., Phone No., e-mail address and signature in the records. Kindly furnish the same via email at "fraseracp@gmail.com" or via hand delivery or courier the same to the registered office of the Company. The form for sending the response is annexed at the end of the Annual Report.

Instructions for Members for voting electronically are as under:-

- (i) The voting period begins on 24th September, 2018 (at 9.00 A.M) and ends on 26th September, 2018 (at 5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., September 21, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" tab.

- (v) Now, select “FRASERAND COMPANY LIMITED” from the drop down menu and click on “SUBMIT.”
- (vi) Now enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID). Members holding shares in physical form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (vii) If you are holding shares in electronic form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>For demat shareholders: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.</p> <p>For physical shareholders, please use the first two letters of your name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <FRASERAND COMPANY LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- i. The e-voting period commences on September 24, 2018 at 9.00 A.M. and ends on September 26, 2018 at 5.00 P.M. During this period, Members of the Company, holding shares either in physical form or in electronic form, as on September 21, 2018 may cast their vote electronically. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on September 21, 2018.
- iii. Bhuvnesh Bansal & Associates, Practicing Company Secretaries (Membership No. FCS 6526 & COP 9089), has been appointed as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and submit a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- v. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.fraserindia.co.in and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the AGM of the Company and communicated to CSE and BSE, where the shares of the Company are listed.

**By Order of the Board of Directors
For Fraser And Company Limited**
Sd/-
Mr. Vikesh Kamdar
(Managing Director)
DIN: 05347212

Mumbai, August 10, 2018
CIN- L74110MH1917PLC272418
Registered Office:-
B-10, Divya Smit CHS Ltd.
Gaurav Garden Complex,
Opp. Gaurav Jamuna Building,
Bunder Pakhadi Road,
Kandivali (West), Mumbai – 400067.
Email – fraseracp@gmail.com

**ANNEXURE TO THE NOTICE
STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out the material facts relating to the business under Item No. 3 to 8 of the accompanying Notice:

Item No. 3:

The Board of Directors, at its meeting held on 14th May, 2018, appointed Mr. Vikesh Hareshbhai Kamdar (DIN: 05347212), as an Additional Director of the Company, pursuant to Section 161 of the Companies Act, 2013. Further on 10th August, 2018 the Board of Directors has appointed Mr. Vikesh Hareshbhai Kamdar (DIN: 05347212) as a Managing Director of the Company, in terms of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Act.

The Board is of the view that Mr. Vikesh Hareshbhai Kamdar has vast experience and knowledge and his appointment as the Managing Director on terms & conditions as mentioned below including remuneration, will be in the interest of the Company.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for the approval of Members.

Save and except Mr. Vikesh Kamdar, none of the other Directors, Key Managerial Personnel of the Company or their respective Relative is in any way concerned or interested in the said Resolution. The explanatory statement may also be regarded as a disclosure under Regulation 30 (7) of SEBI (LODR) Regulation, 2015 with the Stock Exchanges.

Item No. 4:

The Board of Directors, at its meeting held on 14th May, 2018, appointed Mr. Prakash Temkar (DIN: 08120721), as an Additional Director of the Company, pursuant to Section 161 of the Companies Act, 2013. Further on 10th August, 2018 the Board of Directors has appointed Mr. Prakash Temkar (DIN: 08120721) as the Whole Time Director of the Company, in terms of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Act.

The Board is of the view that Mr. Prakash Temkar has vast experience and knowledge and his appointment as the Whole Time Director on terms & conditions as mentioned below including remuneration, will be in the interest of the Company.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for the approval of Members.

Save and except Mr. Prakash Temkar, none of the other Directors, Key Managerial Personnel of the Company or their respective Relative is in any way concerned or interested in the said Resolution. The explanatory statement may also be regarded as a disclosure under Regulation 30 (7) of SEBI (LODR) Regulation, 2015 with the Stock Exchanges.

Item No. 5

The Board of Directors, at its meeting held on 14th May, 2018, appointed Mr. Devang Modi (DIN 00468013) as an Additional Director of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Devang Modi will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Mr. Devang Modi proposing his candidature for the office of Director, to be appointed as such under the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013.

The Company has received from Mr. Devang Modi (i) consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Devang Modi as Director of the Company pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will be liable to retire by rotation.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for the approval of Members.

Save and except Mr. Devang Modi, none of the other Directors, Key Managerial Personnel of the Company or their respective Relative is in any way concerned or interested in the said Resolution. The explanatory statement may also be regarded as a disclosure under Regulation 30 (7) of SEBI (LODR) Regulation, 2015 with the Stock Exchanges.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) Regulations, 2015 (w.r.t. Item No. 3, 4 and 5 of Notice):

Name	Mr. Vikesh Kamdar	Mr. Prakash Temkar	Mr. Devang Modi
Directors Identification Number (DIN)	05347212	08120721	00468013
Date of Birth	23/09/1978	08/06/1976	17/02/1961
Qualification and Expertise in Specific Area	Mr. Vikesh H. Kamdar is a Commerce graduate and has over 15 years of rich experience in the field of Finance as well as Sales and Marketing of telecommunication services and allied activities.	Mr. Prakash K. Temkar has over 18 years of rich experience in the field of Marketing and Sales of electronic products.	Mr. Devang Modi is a Commerce Graduate and has over Thirty (30) years of rich experience in the Sales, Distribution as well as marketing of general hardware products.
Date of first Appointment on the Board of the Company	April 25, 2018	April 25, 2018	May 14, 2018
Shareholding in Fraser and Company Limited	-	-	-
List of Directorship held in other Companies	-	-	Digisha Trading Pvt. Ltd.
Membership/ Chairmanships of Audit and Stakeholders Remuneration Committee	Audit Committee-Member- Fraser and Company Limited	-	-

Item No. 6:

The Company proposes to undertake the activity of Trading and Distribution of Indoor as well as Outdoor LED lights and related products. Further, the Company also proposes to undertake the activity of Trading and Distribution of General Hardware as well as Safety Equipments and other related products to the Construction.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of sub-clause 2 after the existing sub-clause 1 as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies, Maharashtra, Mumbai and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days upto the date of the AGM.

The Directors commend the passing of the Resolution under Item No. 6 of the accompanying Notice for the approval of the Members of the Company.

Item No. 7:

Presently the existing Authorised Share Capital of the Company is Rs. 6,00,00,000 (Rupees Six Crore) divided into 60,00,000 (Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each. Due to Preferential Issue of Equity Shares, it is necessary to increase the Authorised Share Capital to Rs. 12,00,00,000 (Rupees Twelve Crore) comprising of 1,12,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each by creating additional 60,00,000 Equity Shares of Rs. 10/- each.

The alteration to the Capital Clause of Memorandum of Association of the Company is consequent upon increase in the Authorised Share Capital. As per the provisions of the Companies Act, 2013, any increase in Authorised Share Capital and consequent amendment to Memorandum of Association of the Company requires consent and approval of members of the Company.

The Board of Directors recommends the Resolution in Item No. 7 of the Notice for approval by the Members as an Ordinary Resolution.

None of the Directors, Managers and Key Managerial Personnel of the Company or their relatives is interested in the above resolution.

Item No. 8:

The Company has entered into the business of Trading and Distribution of Indoor as well as Outdoor LED lights and

related products. Further, the Company has also entered into the business of Trading and Distribution of General Hardware as well as Safety Equipments and other related products to the Construction.

As above, in order to expand its existing activities more vigorously and increase its competitiveness in the market, it needs to strengthen its financial position by augmenting long term resources. To further expand the activities of the Company, the Company requires funds on long term basis. To raise the funds from the public by way of issue of further share capital is a time consuming and costlier considering the size of the funds. To meet this situation, the director(s) of the Company as well as some other investors have agreed to invest funds in the Company by way of Equity Shares at a Price of Rs. 10.15 each on preferential basis.

The information as required under SEBI (ICDR) Regulations and the Companies Act, 2013 and the rules framed thereunder, are as under:

a) **Objects and Issue Price:**

The Company has entered into the business of Trading and Distribution of Indoor as well as Outdoor LED lights and related products. Further, the Company has also entered into the business of Trading and Distribution of General Hardware as well as Safety Equipments and other related products to the Construction.

As above, with an objective to accomplish the Company's strategic vision to expand its existing activities more vigorously and increase its competitiveness in the market and to augment funds for the purpose of working capital requirements and for general corporate purpose.

The Equity Shares will be allotted at a price of Rs. 10.15 (Rupees Ten and Fifteen Paise) each.

b) **The proposal of the Promoters, Directors or Key Management persons to subscribe to the offer:**

Mr. Devang Modi, who will be subscribing to 4,00,000 Equity Shares is Director of the Company. Further, Mrs. Sangeeta Devang Modi and Ms. Digisha Devang Modi are relatives of Mr. Devang Modi both will be subscribing 3,00,000 shares each.

c) **Shareholding pattern before and after preferential issue of the capital would be as follows:**

Sr. No.	Category	Pre issue holding details as on 28.08.2018		Post issue holding details	
		Total Number of shares	% of shares	Total Number of shares	% of shares
A	Shareholding of Promoters & Promoter Group:				
1	Indian Promoters	NIL	NIL	NIL	NIL
2	Foreign Promoters	NIL	NIL	NIL	NIL
	Sub-Total (A)	NIL	NIL	NIL	NIL
B	Public Share holding				
3	Institutions				
A	Financial Institutions/Banks	800	0.01	800	0.01
B	Mutual Funds & UTI	0	0	0	0
C	Venture Capital Funds	0	0	0	0
D	FII's	0	0	0	0
E	Foreign Venture Capital Investors	0	0	0	0
4	Non-Institutions				
(i)	Bodies Corporate	627168	10.96	627168	5.67
(ii)	Indian public	4500123	78.67	9850123	88.98
(iii)	NRIs	8020	0.14	8020	0.07
(iv)	Clearing Members	508605	8.89	508605	4.59
(v)	Others	75584	1.32	75584	0.68
	Sub-Total (B)	5720300	100	11070300	100
C	Any Others: Shares held by Custodians against Depository Receipts, FCCBs etc.,	0	0	0	0
	Sub-Total (C)	0	0	0	
	Grand Total (A+B)	5720300	100	11070300	100

d) Proposed time within which the allotment shall be completed:

The Allotment of the Equity Shares shall be completed within 15 days from the date of the Annual General Meeting provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

e) Identity of [the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control] proposed allottee(s) of Equity Shares and the percentage of the post issue capital that may be held by them / her on issue of the equity shares:

Sr. No.	Name of the proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner	No. of Equity Shares held prior to the Preferential Allotment	Relation, if any, with the promoters or person in control of the Company	Percentage of the the post issue capital that may be held by him / her on Issue of Equity Shares
1.	Jitendr Kumar Sheohary	N.A.	NIL	N.A.	4.52
2.	Vikash Amarsen Gupta	N.A.	NIL	N.A.	1.35
3.	Dayaram M. Shivhare	N.A.	NIL	N.A.	1.35
4.	Devang Hasumukhlal Modi	N.A.	NIL	N.A.	3.61
5.	Sangeeta Devang Modi	N.A.	NIL	N.A.	2.71
6.	Digisha Devang Modi	N.A.	NIL	N.A.	2.71
7.	Mittal Mehta	N.A.	NIL	N.A.	4.52
8.	Nirmal Himmatlal Shah	N.A.	NIL	N.A.	1.81
9.	Nidhi Bhavesh Shah	N.A.	NIL	N.A.	1.81
10.	Shreya Bhavesh Shah	N.A.	NIL	N.A.	1.81
11.	Dhruval Deepak Bhatt	N.A.	NIL	N.A.	1.81
12.	Deepak Gordhandas Bhatt	N.A.	NIL	N.A.	1.81
13.	Anil Jaikishandas Mistry	N.A.	NIL	N.A.	2.26
14.	Kirti Anil Mistry	N.A.	NIL	N.A.	2.26
15.	Reshma Jiten Shah	N.A.	NIL	N.A.	0.45
16.	Bhavna Hareesh Kothari	N.A.	NIL	N.A.	4.52
17.	Premratan Harikishan Jhawar	N.A.	NIL	N.A.	4.52
18.	Rajendrakumar Babani	N.A.	NIL	N.A.	4.52

f) Change in the Composition of the Board of Directors and Control of the Company:

There will not be any change in the composition of the Board of Directors and control of the Company on account of the proposed preferential allotment but there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment.

g) Details of the number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price are as under:

No Preferential allotment has been during this preferential year.

h) Disclosures Pertaining to Willful Defaulters

Neither Issuer or Promoter or Directors are willful defaulter.

i) Relevant Date:

“Relevant Date” in relation to the issue Equity Shares in accordance with the SEBI (ICDR) Regulations, would be 28th August, 2018.

j) Pricing of the Issue:

The Equity Shares will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR Regulations). The trading price of securities of the Company on BSE is taken into consideration for determining the pricing of securities allotted on preferential basis as the shares of company falls under frequently traded shares in terms of Regulation 71A of the SEBI (ICDR Regulations).

Accordingly, the price per Equity Share to be issued is fixed at Rs. 10.15 which is higher of

- a) The average of the weekly high and low of the volume weighted price at the BSE for 26 weeks prior to the Relevant Date and
- b) The average of the weekly high and low of the volume weighted average prices at the BSE for 2 weeks prior to the Relevant Date.

k) Other terms of issue of shares:

The Equity Shares allotted under this preferential issue proposed to be issued to Promoters / Promoter Group and Non- Promoters shall be subject to lock-in for a period of three years and one year respectively from the date of trading approval granted for the Equity Shares in accordance with the provisions of the SEBI (ICDR) Regulations (including any amendments thereto or re-enactment thereof). Provided further that not more than twenty percent of the total capital of the issuer shall be locked-in for three years from the date of trading approval.

The consideration towards the preferential issue of 53,50,000 equity shares, shall be paid by the proposed allottees to the Company upon issue and allotment of the equity shares.

The entire Pre-preferential shareholding of the Proposed Allottees will be placed under lock-in as per regulation 78 of ICDR Regulations.

The total consideration will be paid in cash by proposed Allottees prior to this allotment.

l) The Company hereby undertakes that:

- I. The issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- II. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

m) Auditor's Certificate:

A copy of the certificate from a Independent Statutory Auditor, M/s. K .J Shah & Associates, Chartered Accountants, certifying that the issue of the Equity Shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issues, will be available for inspection at the Registered Office of the Company during 3.00 P.M. to 5.00 P.M.

As per Section 62(1) (c) of the Companies Act, 2013, approval of the shareholders in the General Meeting is required for the issue of the shares by way of preferential allotment as stated in the resolution. Hence consent of the shareholders by way of special resolution is being sought for the issue of such equity shares on preferential basis.

Mr. Devang Modi, who will be subscribing to 4,00,000 Equity Shares is Director of the Company. Further, Mrs. Sangeeta Devang Modi and Ms. Digisha Devang Modi are relatives of Mr. Devang Modi both will be subscribing 3,00,000 shares each.

Except the stated above, none of the Directors, Managers and Key Managerial Personnel of the Company or their relatives are interested in the resolution(s) No. 8 of the accompanying Notice.

The Board recommends passing of the resolution set out at Item No. 8 as Special Resolution.

**By Order of the Board of Directors
For Fraser And Company Limited**

Sd/-

**Mr. Vikesh Kamdar
(Managing Director)
DIN: 05347212**

Mumbai, August 10, 2018

CIN- L74110MH1917PLC272418

Registered Office:-

B-10, Divya Smit CHS Ltd., Gaurav Garden Complex,
Opp. Gaurav Jamuna Building, Bunder Pakhadi Road,
Kandivali (West), Mumbai – 400067
Email – fraseracp@gmail.com

FRASER AND COMPANY LIMITED

CIN – L74110MH1917PLC272418

Regd. Off.: B-10, Divya Smit CHS Ltd., Gaurav Garden Complex, Opp. Gaurav Jamuna Building,
Bunder Pakhadi Road, Kandivali (West), Mumbai – 400067

Tel.: 022-28686735, Email: fraseracp@gmail.com, Website: www.fraserindia.co.in

ATTENDANCE SLIP

(To be presented at the entrance)

ANNUAL GENERAL MEETING ON THURSDAY, SEPTEMBER 27, 2018 AT 11.00 A. M.
B-10, Divya Smit CHS Ltd., Gaurav Garden Complex, Opp. Gaurav Jamuna Building, Bunder Pakhadi Road,
Kandivali (West), Mumbai – 400067
Email: fraseracp@gmail.com

Folio No. _____

DP ID No. _____ Client ID No. _____

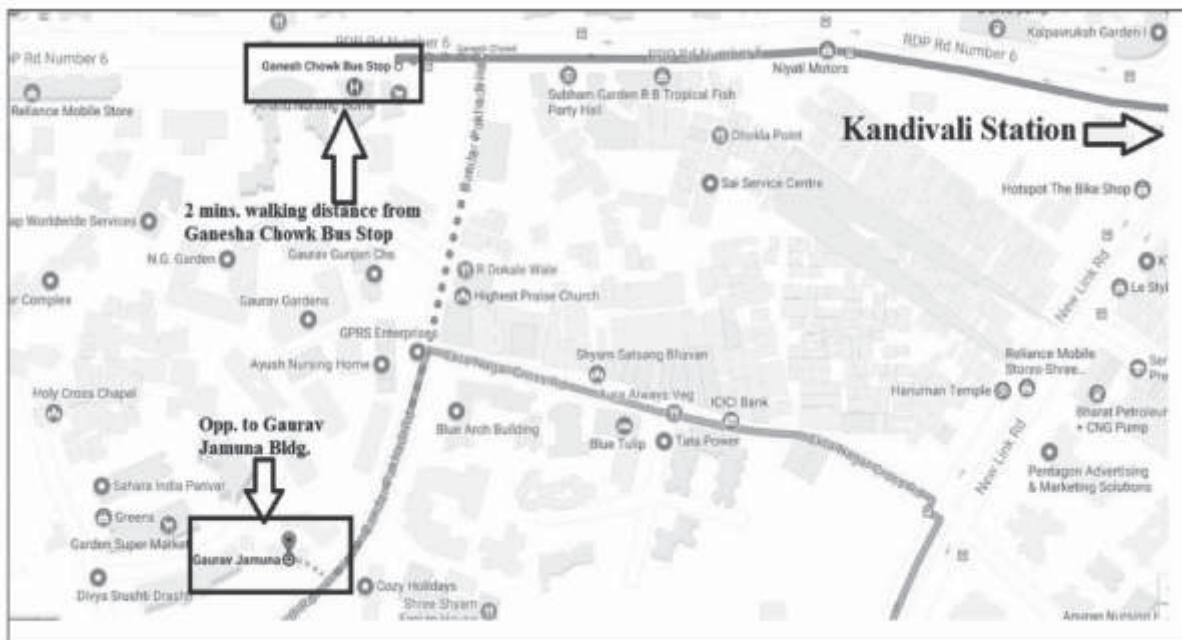
Name of the Member _____

Signature _____

Name of the Proxy holder _____

Signature _____

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

Route Map:-

FRASER AND COMPANY LIMITED

CIN – L74110MH1917PLC272418

Regd. Off.: B-10, Divya Smit CHS Ltd., Gaurav Garden Complex, Opp. Gaurav Jamuna Building,
Bunder Pakhadi Road, Kandivali (West), Mumbai – 400067

Tel.: 022-28686735, Email:fraseracp@gmail.com, Website: www.fraserindia.co.in

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 – Form No.MGT-11)

Name of the Member(s):

Registered address:

E-mail Id:

Folio No. / Client ID No.: DP ID No.....

I / We, being the member(s) of Shares of **Fraser And Company Limited**, hereby appoint:

1. Name: E-mail Id:

Address:

..... Signature: or failing him

2. Name: E-mail Id:

Address:

..... Signature: or failing her

3. Name: E-mail Id:

Address:

..... Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company to be held on Thursday, 27th September, 2018 at 11.00A.M. at B-10, Divya Smit CHS Ltd., Gaurav Garden Complex, Opp. Gaurav Jamuna Building, Bunder Pakhadi Road, Kandivali (West), Mumbai – 400067 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No.	Resolutions	Assent	Dissent
1.	ORDINARY BUSINESS To consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Directors and Auditors thereon.		
2.	To appoint M/s. K. J. Shah & Associates, Chartered Accountants, Mumbai (Firm Registration No. 127308W) as the statutory Auditor of the Company to hold office for 5 years in place of existing Statutory Auditor.		
3.	SPECIAL BUSINESS To appoint Mr. Vikesh Hareshbhai Kamdar (DIN: 05347212), as a Managing Director.		
4.	To appoint Mr. Prakash Temkar (DIN: 08120721) as the Whole Time Director.		
5.	To appoint Mr. Devang Modi (DIN: 00468013) as a Director		
6.	To approve alteration of the object clause of the Memorandum of Association of the Company.		
7.	To approve Increase in the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company.		
8.	To approve Preferential Issue of Equity Shares.		

Signed this day of 2018

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp**NOTES:**

- This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at, not less than 48 hours before the commencement of the Meeting.
- Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

FRASER AND COMPANY LIMITED

CIN – L74110MH1917PLC272418

Regd. Off.: B-10, Divya Smit CHS Ltd., Gaurav Garden Complex, Opp. Gaurav Jamuna Building,
Bunder Pakhadi Road, Kandivali (West), Mumbai – 400067

Tel.: 022-28686735, Email:fraseracp@gmail.com, Website: www.fraserindia.co.in

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us :

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No. :

Pan No. :

E-mail ID :

Telephone No. :

Name and Signatures : i.

ii.

iii.

Thanking you,

FOR FRASER AND COMPANY LIMITED

Director/Authorised Signatory