



FRASER AND COMPANY LIMITED

CIN : L51100MH1917PLC272418

100
YEARS
Incorporated Since 1917

Reg. Office : B-10, Divya Smit CHS. Ltd., Gaurav Garden Complex, Bunder Pakhadi Road, Kandivali (W), Mumbai - 400 067.
Email : info@fraserindia.co.in | Website : www.fraserindia.co.in | Tel.: 022-2868 6735

Monday, 26th Day of December, 2022

To,

Mr. Omkar Rajkumar Shivhare (Whole-time Director)
Mr. Vinod Gopaldas Gulrajani (Independent Director)

Subject: Notice of the Board Meeting (09/22-23) (shorter notice to transact the urgent Business item):

Dear Sir(s)/ Madam,

We would like to inform you that meeting of the Board of Directors of the Company is scheduled as under.:

Date: December 28th, 2022
Day: Wednesday
Time: 11:00 A.M
Venue: B-10, Divya Smit CHS Ltd., Gaurav Garden Complex, Opp. Gaurav Jamuna Building, Bunder Pakhadi Road, Kandivali (West), Mumbai – 400067.

The agenda for this Meeting is attached to this notice.
You are requested to make it convenient to attend the meeting.

Thanking you,

Yours sincerely,

For and on behalf of
FRASER AND COMPANY LIMITED

OMKAR
RAJKUMAR
SHIVHARE

Digitally signed by OMKAR
RAJKUMAR SHIVHARE
DN: cn=, o=Fraser and
Company Limited,
serial=400107,
c=Maharashtra,
emailNumber=83779989112813,
c=FRASER AND COMPANY LIMITED,
o=OMKAR RAJKUMAR SHIVHARE
Date: 2023.02.19 13:45:40 +05'30'

OMKAR RAJKUMAR SHIVHARE
WHOLE-TIME DIRECTOR
DIN: 08374673

**AGENDA ITEMS FOR MEETING NO. 09/2022-2023 OF FRASER AND COMPANY LIMITED**

ITEM NO	PARTICULARS
1	To grant Leave of Absence if any, to any Member of the Board of Directors of the Company.
2	To confirm presence of Quorum for transacting business under Section 174(2) of the Companies Act, 2013.
3	To Elect a Chairperson of the Meeting.
4	To read and take note of the Minutes of previous Board Meeting.
5	To approve the appointment of Executive Director- Mrs. Yogeeta Rajkumar Shivhare and Mr. Kaustubh Ravindra Shetye on the Board of Directors of the Company in pursuance of provisions of Section 174(2) of the Act
6	To approve the appointment of Independent Director- Mr. Durgaprasad Dattaram Prabhu (As Additional Director) and Mr. Rajkumar Raj Purohit (As Additional Director) on the Board of Directors of the Company in pursuance of provisions of Section 174(2) of the Act
7	To pass Resolution in regard to the Resignation of Mr. Shailendra Harishchandra Yadav (DIN: 09670482), Independent Director, Mr. Anand Kumar(DIN: 08276971)Independent Director and Mr. Vikas Jayprakash Singh (DIN: 09096690) Independent Director of the Company.
8	To pass Resolution for Resignation of Mrs. Slesha Ghosh as Chief Financial Officer.
9	To pass Resolution for Resignation of Mrs. Shanky Handa, as Company Secretary and Compliance Officer.
10	To approve and pass Resolution for change in Authorized Signatories in Bank Accounts of the Company.
11	To approve and pass Resolution for change in the Registered Office Address of the Company (Within City Limits).
10	Any other business with the permission of the Chair.

**For and on behalf of
FRASER AND COMPANY LIMITED**

OMKAR
RAJKUMAR
SHIVHARE

**OMKAR RAJKUMAR SHIVHARE
DIRECTOR
DIN: 08374673**



NOTES TO AGENDA:

ITEM NO. 01: TO GRANT LEAVE OF ABSENCE, IF ANY, TO ANY MEMBER OF THE BOARD OF DIRECTORS OF THE COMPANY:

The Board may grant a leave of absence to the Directors who seek the same from attending the Board Meeting.

ITEM NO. 02: TO CONFIRM PRESENCE OF QUORUM:

The Chairman to take the chair and confirm the presence of Quorum for transacting Business.

ITEM NO. 03: TO ELECT A CHAIRPERSON FOR THE MEETING:

The Board is requested to pass the following resolution with or without modification(s):

“RESOLVED THAT Mr. Omkar Rajkumar Shivhare, be and is hereby appointed as the Chairperson of the present Meeting.”

ITEM NO. 04: TO READ, TAKE NOTE OF AND CONFIRM THE MINUTES OF PREVIOUS BOARD MEETING:

The Minutes of the previous Meeting of the Board of Directors held on December 26th, 2022 will be tabled at the Meeting as Annexure I before the Board of Directors.

The Directors may read and note the same.



**ITEM NO. 05: TO APPROVE THE APPOINTMENT OF EXECUTIVE DIRECTOR-
MRS. YOGEETA RAJKUMAR SHIVHARE AND MR. KAUSTUBH RAVINDRA
SHETYE ON THE BOARD OF DIRECTORS OF THE COMPANY IN PURSUANCE
OF PROVISIONS OF SECTION 174(2) OF THE ACT:**

Mrs. Yogeeta Rajkumar Shivhare (DIN: 08436055) and Mr. Kaustubh Ravindra Shetye (DIN: 08545901) have given their respective consent to be appointed as Directors of the Company in prescribed form DIR-2 to the Company which is being circulated hereby with the agenda of the Board Meeting.

The Board is requested to pass the following resolution with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, Mrs. Yogeeta Rajkumar Shivhare (DIN: 08436055) and Mr. Kaustubh Ravindra Shetye (DIN: 08545901), who have signified their consent to act as a Director, be and is hereby appointed as an Additional Director/s of the Company to hold office with effect from 28/12/2022 and shall hold office up to the date of the ensuing Annual General Meeting of the Company”

“RESOLVED FURTHER THAT the Board confirmed their appointment as Executive Directors.”

“RESOLVED FURTHER THAT Mr. Omkar Rajkumar Shivhare, Director of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies, Mumbai.”



ITEM NO. 06: TO APPROVE THE APPOINTMENT OF INDEPENDENT DIRECTOR- MR. DURGAPRASAD DATTARAM PRABHU (AS ADDITIONAL DIRECTOR) AND ME. RAJKUMAR RAJ PUROHIT (AS ADDITIONAL DIRECTOR) ON THE BOARD OF DIRECTORS OF THE COMPANY IN PURSUANCE OF PROVISIONS OF SECTION 174(2) OF THE ACT:

Mr. Durgaprasad Dattaram Prabhu and Mr. Rajkumar Raj Purohit has given their respective consent to act as Directors of the Company in prescribed form DIR-2 to the Company which is being circulated hereby with the agenda of the Board Meeting. In the opinion of the Board, Mr. Durgaprasad Dattaram Prabhu and Mr. Rajkumar Raj Purohit have all essential qualifications and satisfied requirements for their appointment as Additional Director(s) (Independent Directors) on the Board of Directors of the Company.

The Board is requested to pass the following resolution with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 161(1) read with Section 149 further read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Board be and is hereby accorded, to appoint Mr. Durgaprasad Dattaram Prabhu (DIN: 09838212) and Mr. Rajkumar Raj Purohit (DIN: 09838042) as Additional Director/s (Non-Executive & Independent) on the Board of the Company with effect from 28/12/2022 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term upto 5 consecutive years from the date of ensuing general meeting.”

“RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies, Mumbai and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

“RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorized to sign the certified true copy of the Resolution of the Resolution to be given as and when required.”



ITEM NO. 07: TO PASS RESOLUTION IN REGARD TO THE RESIGNATION OF MR. SHAILENDRA HARISHCHANDRA YADAV (DIN: 09670482), INDEPENDENT DIRECTOR, MR. ANAND KUMAR (DIN: 08276971) INDEPENDENT DIRECTOR AND MR. VIKAS JAYPRAKASH SINGH (DIN: 09096690) INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Shailendra Harishchandra Yadav (DIN: 09670482) Independent Director, Mr. Anand Kumar (DIN: 08276971) Independent Director and Mr. Vikas Jayprakash Singh (DIN: 09096690) Independent Director have resigned from the Board of Directors with effect from 18/12/2022 due to personal reasons. The resignations were placed before the Board in the last Board meeting dated 26/12/2022 for your perusal.

The Board is requested to pass the following resolution with or without modification(s):

“RESOLVED THAT the resignation of Mr. Shailendra Harishchandra Yadav (DIN: 09670482), Independent Director; Mr. Anand Kumar (DIN: 08276971) Independent Director and Mr. Vikas Jayprakash Singh (DIN: 09096690) Independent Director from the directorship of the Company be and is hereby accepted with effect from 18/12/2022.

RESOLVED FURTHER THAT any directors of the Company be and is hereby authorized to do all such acts and deeds as may be deemed necessary to give effect to the above resolution.”

ITEM NO. 08: TO PASS RESOLUTION FOR RESIGNATION OF MRS. SLESHA GHOSH AS CHIEF FINANCIAL OFFICER:

Mrs. Slesha Pradeep Ghosh, Chief Financial Officer has resigned on December 19th, 2022, from the post of CFO of the Company and will be serving One-month notice till January 17th, 2023. The Chairman has placed before the Board resignation letter received from Mrs. Slesha Pradeep Ghosh, Chief Financial Officer in the last Board meeting dated December 26th, 2022 for perusal.

The Board is requested to pass the following resolution with or without modification(s):

“RESOLVED THAT the consent of Board be and is hereby accorded to accept the resignation of Mrs. Slesha Pradeep Ghosh from the office of Chief Financial Officer and Key Managerial Personnel of the Company with effect from 17th January 2023.”

“RESOLVED FURTHER THAT all powers granted to Mrs. Slesha Pradeep Ghosh to act on behalf of, or to represent, the Company as a Chief Financial Officer or in any other Capacity to exercise actual or apparent authority to act in any manner whatsoever on behalf of the Company be and is hereby withdrawn, revoked, terminated and rescinded.”



“**RESOLVED FURTHER THAT** any directors of the Company, be and is hereby authorized to do all such acts and deeds as may be deemed necessary to give effect to the above Resolution.”

ITEM NO. 09: TO TAKE NOTE OF RESIGNATION RECEIVED FROM MRS. SHANKY HANDA, COMPANY SECRETARY AND COMPLIANCE OFFICER:

The Chairman informed that Board of Directors that Mrs. Shanky Handa, Company Secretary and Compliance Officer of the company tendered her resignation on December, 16th, 2022 and the same has been accepted with immediate effect i.e. December, 16th, 2022.

The Board is requested to pass the following resolution with or without modification(s):

“**RESOLVED THAT** the resignation of Shanky Handa from the post of Company Secretary and Compliance Officer of the Company, be and is hereby accepted with effect from January 16th, 2022.”

“**RESOLVED FURTHER THAT** any Directors of the Company, be and is hereby authorized to do all such acts and deeds as may be deemed necessary to give effect to the above Resolution.”

ITEM NO. 10: TO APPROVE AND PASS RESOLUTION FOR CHANGE IN AUTHORISED SIGNATORIES IN BANK ACCOUNTS OF THE COMPANY:

The Board is requested to pass the following resolution with or without modification(s):

“**RESOLVED THAT** in supersession with all the previous resolutions in respect of operating following bank accounts:

1. IDBI Bank : A/c No. 0190102000019293
Branch: Profit Center, Shop No.31, 90 ft road, Mahavir Nagar, Kandivali (W), Mumbai – 400 067
2. AXIS Bank: A/c No. 913020052937245
Branch: Nandanwan Bhavan, Sodawala Lane, Borivali (W), Mumbai – 400 092
3. IDFC First Bank: A/c No. 10079328425
Branch: Unit No.3, Gr. Floor, Bhagat Grandeur, Link Road, Malad (W), Mumbai – 400 064
4. Mumbai Bank : A/c No. 00221101000833
Branch: Surbhi CHS Ltd, Plot No.278, RDP 3, Opp. Sahyadri Nagar, Charkop Kandivali (W), Mumbai – 400 067
5. Suryodaya Small Finance Bank Limited : A/c No. 2120400010398



Branch: Unit No.302, Sector 11, 201, Pujit Plaza Bldg, Navi Mumbai.

the Current mode of operation for above mentioned account be & is hereby changed & replaced by following authorized signatories.

1. Mr. Omkar Rajkumar Shivhare
2. Mrs. Yogeeta Rajkumar Shivhare

RESOLVED FURTHER THAT Mr. Omkar Rajkumar Shivhare (DIN: 08374673) and Mrs. Yogeeta Rajkumar Shivhare (DIN: 08436055) Directors be & are hereby authorized to operate the said current banking accounts jointly or severally as the case may be.

RESOLVED FURTHER THAT Mrs. Slesha Pradeep Ghosh and Mrs. Beatrice Antony and any other previous Director/Authorized Signatories to be excluded from the Authorized Signatories with immediate effect.

RESOLVED FURTHER THAT Mr. Omkar Rajkumar Shivhare (DIN: 08374673) and Mrs. Yogeeta Rajkumar Shivhare (DIN: 08436055) are authorized to renew and/or reset net banking credentials and passwords and/or can, issue or reissue any cards and any other instrument issued or provided by banks.

RESOLVED FURTHER THAT Mr. Omkar Rajkumar Shivhare (DIN: 08374673) and Mrs. Yogeeta Rajkumar Shivhare (DIN: 08436055) are authorized to operate on behalf of the company through 'Corporate Internet Banking' service on the company's accounts including by causing a debit balance in company's account(s) and/or continually operate the account(s) even when overdrawn, as per the access specifications authorized in Corporate Internet Banking form."

RESOLVED FURTHER THAT the aforesaid bank/s be and are hereby instructed to honour all cheques, promissory notes and other orders drawn by and all bills accepted on behalf of the company whether such account be in credit or overdrawn and to accept and credit to the account of the company all moneys deposited with or owing by the bank or any account or accounts at any time or times kept or to be kept in the name of the company and the amount of all cheques, notes, bills, other negotiable instruments, orders or receipt provided they are endorsed/ signed by the said person on behalf of the company and such signature shall be sufficient authority to bind the company in all transactions between the bank and the company including those specifically referred to herein."

RESOLVED FURTHER THAT the copy of resolution be given to the Bank/s for their further action.



ITEM NO. 11: TO APPROVE AND PASS RESOLUTION FOR CHANGE IN THE REGISTERED OFFICE ADDRESS OF THE COMPANY (WITHIN CITY LIMITS):

The Board discussed the matter and passed the following Resolutions:

“RESOLVED THAT pursuant to the provisions of Section 12 of the Companies Act, 2013 and any other provisions applicable, if any, consent of the Board of Directors of the Company be and is hereby accorded to change the Registered Office of the Company from **B-10, DIVYA SMIT CHS LTD, GAURAV GARDEN COMPLEX, OPP. GAURAV JAMUNA BUILDING, BUNDER PAKHADI ROAD, KANDIVALI WEST MUMBAI CITY MH 400067** to **SHOP NO.75, BLDG NO.75, B WING, EVERSHINE HELIO CHS LTD, EMP, THAKUR VILLAGE, KANDIVALI (E) MUMBAI, 400101”**

“FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, any Director of the Company, be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of e-form INC-22 as Return of Change in address of Registered Office with the Registrar of Companies, Mumbai.”

ITEM NO. 12: ANY OTHER BUSINESS WITH THE PERMISSION OF THE CHAIR:

The Board may undertake any other business with the permission of the Chair.