

**Friday 10th Day of February, 2023**

To,

Mr. Omkar Rajkumar Shivhare (Whole-time Director)
Mr. Vinod Gopaldas Gulrajani (Additional Director-Independent)
Mrs. Yogeeta Rajkumar Shivhare (Additional Director-Executive)
Mr. Kaustubh Ravindra Shetye (Additional Director-Executive)
Mr. Durgaprasad Dattaram Prabhu (Additional Director-Independent)
Mr. Raj Kumar Rajpurohit (Additional Director-Independent)

Subject: Shorter Notice of the Board Meeting (10/22-23) to be held through Video Conferencing:

Dear Sir(s)/ Madam,

We would like to inform you that the Meeting of the Board of Directors of the Company is scheduled to be held through Video Conferencing as under.:

Date: February 13th, 2023
Day: Monday
Time: 11:00 A.M
Deemed Venue: Shop No. 75, Bldg No. 75, B Wing, Evershine Helio CHS LTD,
EMP, Thakur Village, Kandivali (E) Mumbai MH 400101 IN

The Agenda and the Notes to 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, o=Fraser and
Company Limited,
postalCode=400101,
st=Maharashtra,
serialNumber=63C779989F1558A3
OCF94388B1F589643B4F37DCC05
8B39D0C8B03649B8C32,
c=OMKAR RAJKUMAR SHIVHARE
Date: 2023.02.10 19:19:47 +05'30'

**OMKAR RAJKUMAR SHIVHARE
WHOLE-TIME DIRECTOR
DIN: 08374673**

**AGENDA ITEMS FOR MEETING NO. 10/2022-2023 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 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 Alteration Object Clause of the Memorandum of Association of the Company.
6	To approve the reconstitution of Audit Committee.
7	To approve the reconstitution of Nomination and Remuneration Committee.
8	To approve the reconstitution of Stakeholders Relationship Committee.
9	To approve the reconstitution of Internal Complaints Committee.
10	To approve Un-Audited Standalone Financial Results for the Quarter Ended December 31 st , 2022.
11	To take note of the Listing Compliances for the Quarter Ended December 31 st , 2022.
12	To approve the appointment of the Managing Director of the Company.
13	To approve the appointment of Scrutinizer to provide the e-Voting facility to the Shareholders of the Company for the upcoming Extra-Ordinary General Meeting.
14	To Fix the day, date, time and venue for holding the Extra-Ordinary General Meeting of the Company.
15	Any other Business with the permission of the Chair.

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

**OMKAR
RAJKUMAR
SHIVHARE**

Digitally signed by OMKAR
RAJKUMAR SHIVHARE
DN: cn=Personal,
postalCode=400101,
st=Maharashtra,
serialNumber=6C77989F155BA30
CF9A388B1F589643684F37D6C028B
39C26D82364608EC52, cn=OMKAR
RAJKUMAR SHIVHARE
Date: 2023.02.10 19:20:18 +05'30'

**OMKAR RAJKUMAR SHIVHARE
WHOLE-TIME 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 28th, 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 ALTERATION OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 4, Section 13 and other applicable Provisions, if any, of Companies Act, 2013, including any statutory modifications or re-enactment thereof, for the time being in force, and the Rules framed there under, as amended from time to time, subject to the approval of the Members and the Registrar of Companies, Mumbai, the consent of the Board of Directors of the Company, be and is hereby accorded to alter the Main Object Clause of the Company by replacing existing clause III (A) by the following Clause III (A):

- 1. To carry on the business as promoters, developers, engineers, contractors and builders of and to purchase, sell, resell, give or take on lease or rent, land, lay out, develop, redevelop, construct, build, erect, demolish, re-erect, alter, repair, remodel commercial, industrial and residential houses or buildings of every type, housing societies, flat schemes, apartments, town ships, commercial buildings, offices, factories, warehouses, shops, godowns, farm houses, markets, malls, schools, colleges, educational institution, hotels, resorts, motels, theatres, hospitals, recreation centers, special economic zones and to undertake all type of contracts entailing Build Operate Transfer (BOT) or Build Operate Lease Transfer (BOLT) of roadways, national highways, bridges, flyovers, sewers, canals, docks, wells, springs, dams, racecourses, watercourses, reclamation, water parks, irrigation scheme, entertainment complex, industrial complex, business parks, business corridors, harbors, power plants, reservoirs, embankments, mining and excavation for mining in any land or place or otherwise on ownership/lease/rent and minerals, excavation and/or of construction, and structural or architectural work of any nature whatsoever in India or abroad and for that purpose to acquire, purchase land, assets, liabilities, shares of any company, firm or corporation engaged into the same business and also to acquire, develop and or redevelop lands, buildings and other properties.*
- 2. To do business of builders constructors and engineers, contractors, decorators, designers, planners, building experts and advisers, dealers in various kinds of stones, bricks, cement lime, sand, timbers, iron, and other building materials, paints and varnishes of all types and to employ engineers, machines, masons, carpenters, scaffold setters, painters, electricians and other technicians as may be found necessary in the efficient handling and carrying on the business of the Company and to deal in all sorts of building materials, including but not limited to marble, mosaic floor tiles, concrete hume-pipes, precast, concrete, hollow, bricks, stonequarry, aggregate metals of all sizes, pre-cast material suitable for buildings, bridges, roads.*



“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any of the Directors of the Company, be and is 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 necessary e-Form with the Registrar of Companies, Mumbai.”

ITEM NO. 06: TO APPROVE THE RECONSTITUTION OF AUDIT COMMITTEE:

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

“RESOLVED THAT pursuant to Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provisions of the Articles of Association of the Company, the consent of the Board of Directors, be and is hereby accorded to the reconstitution of the Audit Committee of the Board in the following manner:

Sr. No.	Name of the Director	Designation
1	Mr. Durgaprasad Dattaram Prabhu	Non-Executive Independent Director (Chairman)
2	Mr. Vinod Gopaldas Gulrajani	Non-Executive Independent Director
3	Mr. Kaustubh Ravindra Shetye	Executive Director

“RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution, including, but not limited to, making the requisite filings with any statutory / regulatory body, in this regard.”

ITEM NO. 07: TO APPROVE THE RECONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE:

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

“RESOLVED THAT pursuant to Section 178 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provisions of the Articles of Association of the Company, the consent of the Board of Directors, be and is



hereby accorded to the reconstitution of the Nomination and Remuneration Committee of the Board in the following manner:

Sr. No.	Name of the Director	Designation
1	Mr. Vinod Gopaldas Gulrajani	Non-Executive Independent Director (Chairman)
2	Mr. Durgaprasad Dattaram Prabhu	Non-Executive Independent Director
3	Mr. Raj Kumar Rajpurohit	Non-Executive Independent Director

“RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution, including, but not limited to, making the requisite filings with any statutory / regulatory body, in this regard.”

ITEM NO. 08: TO APPROVE THE RECONSTITUTION OF STAKEHOLDERS RELATIONSHIP COMMITTEE:

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

“RESOLVED THAT pursuant to Section 178(5) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provisions of the Articles of Association of the Company, the consent of the Board of Directors, be and is hereby accorded to the reconstitution of the Stakeholder Relationship Committee of the Board in the following manner:

Sr. No.	Name of the Director	Designation
1	Mr. Durgaprasad Dattaram Prabhu	Non-Executive Independent Director (Chairman)
2	Mr. Omkar Rajkumar Shivhare	Executive Director
3	Mr. Kaustubh Ravindra Shetye	Executive Director

“RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution, including, but not limited to, making the requisite filings with any statutory / regulatory body, in this regard.”

**ITEM NO. 09: TO APPROVE THE RECONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE:**

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

“RESOLVED THAT in supersession of any previous Resolutions passed by the Company in regards to the constitution of the Internal Complaints Committee and in pursuance of Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the consent of the Board of Directors, be and is hereby accorded to the reconstitution of the Internal Complaints Committee (ICC) in the following manner:

Sr. No.	Name of the Member	Designation
1	Mrs. Yogeeta Rajkumar Shivhare	Chairperson and Presiding Officer
2	Mr. Omkar Rajkumar Shivhare	Internal Member
3	Ms. Neha Bisht	Internal Member

“RESOLVED FURTHER THAT the External Member of the Committee shall be appointed by the Company at the earliest.”

“RESOLVED FURTHER THAT the Internal Complaints Committee so re-constituted, shall receive and redress all the complaints received for Sexual Harassment at workplace on behalf of the Company.”

“RESOLVED FURTHER THAT the Internal Complaints Committee shall submit a detailed Annual Report of the Company, in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.”

“RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution, including, but not limited to, making the requisite filings with any statutory / regulatory body, in this regard.”

ITEM NO. 10: TO APPROVE UN-AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED DECEMBER 31ST, 2022:

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



“**RESOLVED THAT** the Un-Audited Standalone Financial Results for the Quarter Ended December 31st, 2022 along with the Limited Review Report of the Statutory Auditor, placed before the Meeting, be and are hereby approved.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby severally authorized to sign the same and also to do all other acts, deeds and things as may be required for giving effect to the Resolution.”

ITEM NO. 11: TO TAKE NOTE OF THE LISTING COMPLIANCES FOR THE QUARTER ENDED DECEMBER 31ST, 2022:

The Members of the Board are hereby informed that the Company being a Listed Entity, it has to comply with various provisions of the SEBI Act. The Board is requested –

a) **To take on record, the Statement of Investor Complaints pursuant to Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the Quarter Ended December 31st, 2022:**

As required under Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has filed the Statement of Investor Grievance Report for the Quarter Ended December 31st, 2022 with the Bombay Stock Exchange Limited.

The Board is requested to take note of the same.

b) **To take on record, the Certificate received from M/s, Purva Shareregistry India Private Limited, the Registrar and Share Transfer Agents pursuant to Regulation 74(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the Quarter Ended December 31st, 2022:**

As required under Regulation 74(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has filed the Certificate received from the Registrar and Share Transfer Agents of the Company, for the Quarter Ended December 31st, 2022 with the Bombay Stock Exchange Limited.

The Board is requested to take note of the same.

c) **To take on record, the Reconciliation of Share Capital Audit Report as per Regulation 76 of SEBI (Depositories and Participants) Regulation, 2018 for the Quarter Ended December 31st, 2022:**



As required under Regulation 76 of SEBI (Depositories and Participants) Regulation, 2018, the Company has filed the Reconciliation of Share Capital Audit Report dated 20th January, 2023, in compliance with regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 for the Quarter Ended December 31st, 2022, with the Bombay Stock Exchange Limited.

The Board is requested to take note of the same.

d) To take on record, the Share Holding Pattern of the Company pursuant to Regulation 31 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 for the Quarter Ended December 31st, 2022:

As required under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has filed the Statement showing holding of securities for the quarter ended December 31st, 2022, with the Bombay Stock Exchange Limited in the prescribed format as specified by the SEBI.

The Board is requested to take note of the same.

e) To take on record, the Non-Applicability Letter submitted in pursuance of Regulation 27(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 for the Quarter Ended December 31st, 2022:

The Company has filed a Non-Applicability Letter with regards to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the quarter ended December 31st, 2022, with the Bombay Stock Exchange Limited in the prescribed format as specified by the SEBI.

The Board is requested to take note of the same.

f) To take on record, the Non-Applicability Letter submitted in pursuance of Regulation 32(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 for the Quarter Ended December 31st, 2022:

The Company has not made any Public Issue, Rights Issue, Preferential Issue, etc. The Company has filed a Non-Applicability Letter with regards to Regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the quarter ended December 31st, 2022, with the Bombay Stock Exchange Limited in the prescribed format as specified by the SEBI.

The Board is requested to take note of the same.



ITEM NO. 12: TO APPROVE THE APPOINTMENT OF THE MANAGING DIRECTOR 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 196, 197 and 203 and all 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 of the Act and Companies (Appointment and Remuneration of Managing Personnel) Rules, 2014, and subject to the approval of the Members of the Company, the consent of the Board of Directors of the Company, be and is hereby accorded to appoint Mr. Kaustubh Ravindra Shetye (DIN: 08545901), as the Managing Director of the Company with effect from February 13th, 2023 on the terms and conditions as mentioned in the Agreement as may be executed between the parties from time to time in this respect.”

“RESOLVED FURTHER THAT the Board of Directors of the Company are authorized to decide the Remuneration payable to Mr. Kaustubh Ravindra Shetye, not exceeding the prescribed limit mentioned in the Companies Act, 2013, including bonus, allowances, commission and perquisites, as may be agreed by him with the Board of Directors of the Company and that Mr. Kaustubh Ravindra Shetye, Managing Director, shall perform such duties as assigned to her by the Board from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution”

“RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution, including, but not limited to, making the requisite filings with any statutory / regulatory body, in this regard.”

ITEM NO. 13: TO APPROVE THE APPOINTMENT OF SCRUTINIZER TO PROVIDE THE E-VOTING FACILITY TO THE SHAREHOLDERS OF THE COMPANY FOR THE UPCOMING EXTRA-ORDINARY GENERAL MEETING:

The Chairman informed the Board that pursuant to the Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has to provide e-Voting Facility to the Members of the Company in respect of business to be transacted at the Extra-Ordinary General Meeting. M/s AAS &



Associates, Company Secretaries, are to be appointed as the Scrutinizers by the Board of Directors for scrutinizing the e-Voting process.

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

“RESOLVED THAT pursuant to the Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and any other applicable provisions, if any of the Companies Act, 2013, M/s AAS & Associates, Company Secretaries, be and are hereby appointed as the Scrutinizers of the Company for the purpose of scrutinizing the e-Voting process at the Extra-Ordinary General Meeting of the Company, at a remuneration to be mutually discussed and approved by Board.”

ITEM NO. 14: TO FIX THE DAY, DATE, TIME AND VENUE FOR HOLDING THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY:

“RESOLVED THAT Extra-Ordinary General Meeting of the Members of Company, be convened on Tuesday, March 14th, 2023 to consider the Resolutions given in the Notice as per draft placed before the Meeting.”

“RESOLVED FURTHER THAT Mr. Omkar Rajkumar Shivhare, Director, be and is hereby authorized to issue Notice of the Meeting and to comply with all requirements of the Companies Act, 2013, in this regard.”

ITEM NO. 15: ANY OTHER BUSINESS WITH THE PERMISSION OF THE CHAIR:

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