

FRASER AND COMPANY LIMITED

2024-2025

ANNUAL REPORT

CORPORATE IDENTITY NUMBER
(CIN) - L51100MH1917PLC272418

CORPORATE INFORMATION
BOARD OF DIRECTORS

Mr. Omkar Rajkumar Shivhare
Managing Director

Ms. Yogeeta Rajkumar Shivhare
Executive Director

Mr. Vijay Solanki
Executive Director and Chief
Financial Officer

Mr. Raj Kumar Rajpurohit
Independent Director

Mr. Vinod Gopaldas Gulrajani
Independent Director

Ms. Anjana Jagger
Company Secretary and
Compliance Officer

STATUTORY AUDITORS

A M S & Co. LLP, Chartered Accountants
302, Rainbow Chamber, Near MTNL Tel.
Exchange, S.V Road,
Kandivali (West), Mumbai- 400067 Tel: +91
22280 21301

REGISTRARS & SHARE TRANSFER AGENTS

**M/s. Purva Sharegistry (India) Private
Limited**

9, Shiv Shakti Industrial Estate, J.R. Boricha
Marg Lower Parel (East) Mumbai MH
400011 IN

Tel: 022-23016761 • Fax: 02223012517

SECRETARIAL AUDITORS

M/s. AAS & Associates

Practicing Company Secretaries
Flat No. 1702, 17th Floor, B Wing, Octacrest
CTS No.171/1A/49, Lokhandwala Township
Akurli Road, Kandivali East Mumbai,
Maharashtra – 400101

Mobile No.: +91 99296 50300

REGISTERED OFFICE OF THE COMPANY

HOUSE NO 12, PLOT 6A, GROUND FLOOR
SNEH, ROAD NO 2, ABHINAV NAGAR,
OPPOSITE CTRE TRAINING CENTER, Borivali
East, Mumbai, Borivali East, Maharashtra,
India, 400066" IN

Email: Fraseracp@gmail.com

Mobile No.: 9324089432

Website: <https://www.fraserindia.co.in>

**Important Communication to
Members**

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update their email address with the Company or M/s. Purva Sharegistry (India) Pvt. Ltd. (RTA), to enable us to send all the documents through electronic mode in future.



FRASER AND COMPANY LIMITED

CIN – L51100MH1917PLC272418

GSTIN - 27AAACF3592R1ZZ



Address – House No. 12, Plot 6A, Ground Floor – Sneha, Road No. 2, Abhinav Nagar, Opposite CTRC Training Center, Borivali (East), Mumbai – 400066. Contact No. 02265075394. Email – fraseracp@gmail.com

NOTICE

Notice is hereby given that the **Annual General Meeting** of the Members of **Fraser and Company Limited** will be held on **Friday, September 26th, 2025** at **11:30 A.M. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”)** to transact the following businesses:

The proceedings of the AGM shall be **deemed to be conducted at the Registered Office of the Company at HOUSE NO 12, PLOT 6A, GROUND FLOOR SNEHA, ROAD NO 2, ABHINAV NAGAR, OPPOSITE CTRC TRAINING CENTER, BORIVALI EAST, MUMBAI - 400066** IN which shall be the Deemed Venue of the AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt, the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31st, 2025 together with the Reports of the Board of Directors and Auditors thereon:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as **ORDINARY RESOLUTION:**

“RESOLVED THAT the Audited Balance Sheet as at March 31st, 2025 and the Statement of Profit and Loss for the year ended March 31st, 2025 and the Cash Flow Statement along with the Directors’ Report and the Auditors’ report thereon, be and are hereby received and adopted.”

2.To re-appoint Ms. Yogeeta Rajkumar Shivhare (DIN: 08436055) as the Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment:

Based on the terms of appointment, Executive Directors and the Non-Executive and Non-Independent Chairman are subject to retirement by rotation. Ms. Yogeeta Rajkumar Shivhare, who was initially appointed at the Board Meeting held on December 28th, 2022 and regularized on March 14th, 2023 at the Extra-Ordinary General Meeting of the Members and whose office is liable to retire at the ensuing AGM, being eligible, seeks re-appointment. Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends her re-appointment.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as **ORDINARY RESOLUTION:**

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Ms. Yogeeta Rajkumar Shivhare (DIN: 08436055) as a director, who is liable to retire by rotation.”



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For and on behalf of

**FRASER AND COMPANY LIMITED
(CIN: L51100MH1917PLC272418)**

Sd/-

**OMKAR RAJKUMAR SHIVHARE
MANAGING DIRECTOR
DIN: 08374673**

**PLACE: MUMBAI
DATE: 28TH August, 2025**



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NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.fraserindia.co.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.



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7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 23 September, 2025 at 09:00 A.M. and ends on 25 September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19 September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Rs. 8,12,03,000 in 2025.

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 and joining virtual meeting 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 CDSL	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.



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	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 with NSDL	1. For OTP based login you can click on https://eservices.nsdl.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.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful
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	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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL



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Login type	Helpdesk details
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
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.com or call at 022 - 4886 7000

B) Login Method for e-Voting and joining virtual meeting 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*****.



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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.com 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.



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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 and join General Meeting 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 and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aasmumbai17@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go



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through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Apeksha Gojamgunde 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:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to fraseracp@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to fraseracp@gmail.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.**
3. Alternatively shareholder/members may send a request to for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**For and on behalf of the Board of Directors Of
FRASER AND COMPANY LIMITED
(CIN: L51100MH1917PLC272418)**

Sd/-

**OMKAR RAJKUMAR SHIVHARE
MANAGING DIRECTOR
DIN: 08374673**

**PLACE: MUMBAI
DATE: 28TH August, 2025**

DIRECTORS' REPORT

To
The Members,

FRASER AND COMPANY LIMITED

Your Directors are pleased to present the Annual Report of your Company together with the Audited Financial Statements and the Auditors' Report of your Company for the Financial Year ended March 31st, 2025. The summarized financial results for the year under review are as under:

1. FINANCIAL PERFORMANCE:

The Financial performance of the Company for the Year ended March 31st, 2025 is as summarized below:

(In INR Million)		
Particulars	(24-25)	(23-24)
Turnover (Net of GST) & Other Income	3.09	0.27
Profit / (Loss) before Interest, Depreciation & Taxation	(15.36)	(6.5)
Less – Interest	0.10	0.41
Profit / (Loss) before Depreciation & Taxation	(15.46)	(6.91)
Less – Depreciation	0.33	0.75
Profit / (Loss) before tax	(15.79)	(7.66)
Less– Provision for Taxation (Incl. Deferred Tax)	(0.02)	(2.88)
Net Profit / (Loss) for the year	(15.77)	(10.54)

2. PERFORMANCE REVIEW:

For the Financial Year 2024-25, the Turnover of the Company stood at Rs. 3.09 /- (Million) and Net Profit for the year was Rs. (15.77)/- (Million).

In accordance with the provisions contained in Section 136 of the Companies Act, 2013 ("the Act"), the Annual Report of the Company, containing Notice of the Annual General Meeting, Standalone Financial Statements, Report of the Auditors and Board of Directors thereon are available on the website of the Company at <https://www.fraserindia.co.in>. Further, a detailed analysis of Company's performance is included in the Management Discussion and Analysis Report ("MDAR"), which forms part of this Annual Report.

3. DIVIDEND:

Your Directors have not recommended any Dividend for the year under review.

4. RESERVES:

The Company has transferred current year's Loss of Rs. (15.77)/- (Million) to the Reserves & Surplus and the same is in compliance with the applicable provisions prescribed under the Companies Act, 2013.

5. INDIAN ACCOUNTING STANDARDS:

The Ministry of Corporate Affairs (MCA) notified its phase-wise roadmap for the adoption of Indian Accounting Standards (Ind AS), converged with the International Financial Reporting Standards (IFRS) vide its notification dated February 16th, 2015, announcing the Companies (Indian Accounting Standards) Rules, 2015, for the application of Ind AS. Accordingly, your Company has adopted Ind AS with effect from April 01st, 2018.

Your Company believes in highest standards of Corporate Governance and recognizes that Financial Statements are an important source of information to the Shareholders and other Stakeholders.

6. MSME REGISTRATION:

Your Company has obtained MSME Registration with Micro category under Major Activity Services with UAM No (Udyog Aadhaar Memorandum) with effect from May 26th, 2020.

7. SHARE CAPITAL:

The Authorized Capital of the company as at March 31st, 2025 stood at Rs. 12,00,00,000/- (Rupees Twelve Crores Only) and Paid-Up Equity Share Capital as at March 31st, 2025 stood at Rs. 8,12,03,000/- (Rupees Eight Crores Twelve Lakhs and Three Thousand Only). During the year under review, the Company has neither issued any Shares with Differential Voting Rights nor had granted any Stock Options or Sweat Equity Shares.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Your Company's Board comprises of mix of Executive and Non-Executive Directors with considerable experience and expertise in various fields and business strategy.

The list of Directors and Key Managerial Person of the Company as on March 31st, 2025 are as follows:

Sr. No.	Name	Designation	DIN / PAN NO.
1.	Omkar Rajkumar Shivhare	Managing Director	08374673
2.	Yogeeta Rajkumar Shivhare	Executive Director	08436055
3.	Mr. Vijay Ramesh Solanki	Executive Director	10683186
4.	Raj Kumar Rajpurohit	Independent Director	09838042
5.	Durgaprasad Dattaram Prabhu	Independent Director	09838212
5.	Vinod Gopaldas Gulrajani	Independent Director	03447191
6.	Anjana Jagger	Company Secretary and Compliance Officer	AHPPJ3854M

There is Material Changes in Management after 31st March,2025 till date.

At the Meeting of the Board of Directors of the Company held on August, 13th, 2025, **Mr. Durgaprasad Dattaram Prabhuhas** resigned as **Independent Director** of the company (w.e.f: July 22th 2025)

9. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year under review, the entire Management of the Company changed as follows:

At the Meeting of the Board of Directors of the Company held on May 30th, 2024, **M/s AAS & Associates, Company Secretaries** was appointed as the **as Secretarial Auditor** of the company to conduct Secretarial Audit for the financial year 2023-24

At the Meeting of the Board of Directors of the Company held on July, 09th, 2024, **Ms. Kanchan Sadanand Gupta** has resigned from the **Chief Financial Officer** of the company (w.e.f: August 8th 2023)

At the Board Meeting, **Mr. Kaustubh Ravindra Shetye**, has resign from **Managing Director**, and **Mr. Omkar Rajkumar Shivhare** has re-designated as a **Managing Director** of the company.

At the Meeting of the Board of Directors of the Company held on February 13th, 2025, **Mr. Vijay Ramesh Solanki** was appointed as the **Chief Financial Officer** of the company.

10. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

6 (Six) Board Meetings were held during the Financial Year ended March 31st, 2025. The details of the Board Meeting with regards to their dates is as below:

Sr. No.	Dates
1.	Friday, May 3 rd , 2024
2.	Thursday, May 30 th , 2024
3.	Tuesday, July 09 th ,2024
4.	Tuesday, August 13 th , 2024
5.	Wednesday, November 13 th , 2024
6.	Thursday, February 13 th , 2025

11. STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS AND STATEMENT ON COMPLIANCE OF CODE OF CONDUCT:

The necessary declaration with respect to the independence of the Independent Directors of the Company has been received from all the Independent Directors. The said Directors are in

compliance with the code of Independent Directors prescribed in Schedule IV to the Companies Act, 2013.

The Independent Directors have all registered themselves with the IICA but all the three Independent Directors are yet to clear their proficiency test as prescribed by the IICA.

The Code of Conduct for Directors and Senior Management Personnel as prescribed, is available on the website of the Company the link to which is <http://www.fraserindia.co.in/policies.php>.

12. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

Independent Directors are familiarized with their Roles, Rights and Responsibilities in the Company as well as with the nature of industry and business model of the company through various Internal Programmer and through presentations on economy & industry overview, key regulatory developments, strategy and performance which are made to the Directors from time to time.

13. AUDIT COMMITTEE:

In accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has constituted the Audit Committee as follows:

Sr. No.	Name of the Director	Designation
1	Mr. Vijay Ramesh Solanki	Executive Director
2	Mr. Vinod Gopaldas Gulrajani	Non-Executive Independent Director Chairman
3	Mr. Kaustubh Ravindra Shetye	Executive Director

The Audit Committee acts in accordance with the terms of reference specified from time to time by the Board. There is no such incidence where Board has not accepted the recommendation of the Audit Committee during the year under review.

During the year under review, (4) four Audit Committee meetings were held on

Wednesday, May 30th, 2024,

Saturday, August 12th, 2024,

Friday, September 30th, 2024

Tuesday, November 13th, 2024

Friday, January 10th, 2025

14. VIGIL MECHANISM:

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the Employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co-employees and the Company.

All Protected Disclosures reported under the Policy are to be thoroughly investigated by the Committee concerned or by a person designated by such committee. As per the requirement of Listing Regulations, details of Vigil Mechanism is provided on the Website of the Company i.e

15. NOMINATION AND REMUNERATION COMMITTEE:

In accordance with the provisions of Section 178(1) of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted the Nomination and Remuneration Committee as follows:

Sr. No.	Name of the Director	Designation
1	Mr. Vinod Gopaldas Gulrajani	Non-Executive Independent Director (Chairman)
2	Ms. Yogeeta Rajkumar Shivhare	Executive Director
3	Mr. Raj Kumar Rajpurohit	Non-Executive Independent Director

The Nomination and Remuneration Committee acts in accordance with the terms of reference specified from time to time by the Board.

During the year under review, 1 (One) Nomination and Remuneration Committee Meeting were held on Monday, July 02nd, 2024,

16. STAKEHOLDERS RELATIONSHIP COMMITTEE:

In accordance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted Stakeholders Relationship Committee as follows:

Sr. No.	Name of the Director	Designation
1	Mr. Vinod Gopaldas Gulrajani	Non-Executive Independent Director (Chairman)
2	Mr. Omkar Rajkumar Shivhare	Managing Director
3	Mr. Yogeeta Rajkumar Shivhare	Executive Director

Stakeholders Relationship Committee acts in accordance with the terms of reference specified from time to time by the Board.

During the year under review, 1 (One) SRC meeting were held on Saturday, September 30th, 2024.

17. CORPORATE SOCIAL RESPONSIBILITY (CSR):

During the Financial year ended March 31st, 2025, no Contribution towards the Corporate Social Responsibility under Section 135 of the Companies Act, 2013 was made by the Company.

18. FORMAL ANNUAL EVALUATION:

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of directors on various parameters such as:

- Board dynamics and relationships
- Information flows
- Decision-making
- Relationship with stakeholders
- Company performance and strategy

- Tracking Board and committees' effectiveness
- Peer evaluation

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Directors being evaluated.

The review concluded by affirming that the Board as a whole as well as all of its Members, individually and the Committees of the Board continued to display commitment to good governance, ensuring a constant improvement of processes and procedures.

19. DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, the directors would like to state that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the Financial year and of the Profit or loss of the company for the year under review.
- The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The directors have prepared the annual accounts on a going concern basis.
- The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system was adequate and operating effectively.

20. PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

21. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT:

Internal Control Systems has been designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance's with management's authorization and properly recorded and accounting records are adequate for preparation of Financial statements and other Financial information. Internal check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems.

In the opinion of the Board, the existing internal control framework is adequate and commensurate

to the size and nature of the business of the Company.

22. SUBSIDIARY, ASSOCIATES OR JOINT VENTURE:

The company does not have any Subsidiary, Associate Company or Joint Ventures at the end of the Financial Year 2024-2025.

23. FIXED DEPOSITS:

The Company has not accepted any deposits from the public in terms of Section 73,74, 75 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

24. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS BY COMPANY:

During the Financial Year ended March 31st, 2025, no Loan, Guarantee and Investment under Section 186 of the Companies Act, 2013 was made by the Company.

25. RELATED PARTY TRANSACTIONS:

During the Financial Year 2024-25, your Company has entered into transactions with Related Parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, which were in the Ordinary Course of Business and on Arms' Length basis and in accordance with the provisions section 188 of the Companies Act, 2013, and Rules made thereunder read with Regulation 23 of the SEBI Listing Regulations, 2015.

During the Financial Year ended March 31st, 2025, the Company has entered into contracts or arrangements with Related Parties referred to in sub-Section (1) of Section 188 of the Companies Act, 2013. The Company has adopted a Policy on Related Party transactions as approved by the Board, which is uploaded on the Company's website i.e. www.fraserindia.co.in.

The particulars of contracts or arrangements with Related Parties referred to in Section 188(1) and applicable rules of the Companies Act, 2013 has been provided in Form AOC-2 as Annexure-I to this Report.

Details of transaction(s) of your Company with entity(ies) belonging to the promoter/promoter group which hold(s) more than 10% shareholding in the Company as required under para A of Schedule V of the Listing Regulations are provided as part of the financial statements.

26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT:

During the year under review, there are no Significant and Material orders passed by the regulators or Courts that would impact the going concern status of the Company and its future operations.

27. POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (hereinafter referred to as "Prevention of Sexual Harassment Act"), the Company has formulated a Policy on Prevention of Sexual Harassment at Workplace for prevention, prohibition and redressal of sexual harassment at workplace and an Internal Complaints Committees has also been set up to redress any such complaints received. The Company is committed to providing a safe and conducive work environment to all of its employees and associates. No complaints of sexual harassment were received during the Financial Year 2024-25 by the Company.

28. STATUTORY AUDITOR AND AUDIT REPORT:

The Resolution Passed in the Board Meeting to Appoint **M/s. AMS & CO.**, Chartered Accountants (Firm Reg. No.: 130878W), as a Statutory Auditors of the company hold office from the conclusion of that Annual General meeting for a term of consecutive five years (i.e.) till conclusion of Annual General Meeting of the Financial Year 2027-2028.

The Independent Auditors' Report of M/s. AMS & Co., on the Financial Statements of the Company for the Financial Year 2024-25 is a part of the Annual Report. There are such qualifications, reservations or adverse remarks or disclaimers made by M/s. AMS & Co., in their Report dated May 30th, 2024.

29. INTERNAL CONTROL SYSTEM

The Company has an internal control system that is adequate and commensurate with the size, scale and complexity of its operations. The internal control systems (including Internal Financial Controls over Financial Reporting) are reviewed on an ongoing basis and necessary changes are carried out to align with the changing business / statutory requirements.

Internal audit is carried out by an independent firm on concurrent basis. The Internal Audit examine, evaluate and report on the adequacy and effectiveness of the internal control systems in the company, its compliance with the laid down policies and procedures and ensure compliance with applicable laws and regulations. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are reviewed, deliberated and presented to the Audit Committee of the Board.

30. SECRETARIAL AUDITOR AND AUDIT REPORT:

As per the provisions of Section 204 of the Companies Act, 2013, the Board of Directors of the Company has appointed M/s. AAS & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company to conduct Secretarial audit for the financial year ended on March 31st, 2025.

The Secretarial Audit Report issued by M/s. AAS & Associates, Practicing Company Secretaries in Form MR-3 is enclosed as Annexure - II to this Report.

31. COMPLIANCE WITH SECRETARIAL STANDARDS:

Your Company is in compliance with Secretarial Standards applicable to the Company.

32. TAX PROVISIONS:

The Company has made adequate provisions as required under the provisions of Income Tax Act, 1961 as well as other relevant laws governing taxation on the company.

33. ANNUAL RETURN:

A copy of the Annual Return shall be placed on the website of the company along with MGT-9 at www.fraserindia.co.in

34. CORPORATE GOVERNANCE REPORT:

During the year under review, the Paid-Up Capital and Net Worth of the Company were less than

Rs.10,00,00,000/- (Rupees Ten Crores Only) and Rs. 25,00,00,000 (Rupees Twenty-Five Crores Only) respectively as on March 31st, 2024, therefore Corporate Governance provisions as specified in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26 27, and clause (b) to (i) of sub regulation (2) of regulation 46 and para C, D and E of the Schedule V of SEBI (Listing Obligations and Disclosure Requirement), Regulation 2015 is not applicable to the Company.

Whenever this regulation becomes applicable to the Company at a later date, we will comply with requirements those regulations within six months from the date on which the provisions became applicable to our Company.

35. PREVENTION OF INSIDER TRADING:

Your Company has adopted the:

- a) Code of conduct for prohibition of insider trading the web link to which is <http://www.fraserindia.co.in/policies.php>.
- b) Code of practices and procedures for fair disclosure of unpublished price sensitive information.
- c) Policies and procedures for inquiry in case of leak of or suspected leak of unpublished price sensitive information for regulating the dissemination of Unpublished Price Sensitive Information and trading in securities by Insiders.

36. GENERAL DISCLOSURES:

Your Directors state that no disclosure or reporting is required in respect of the following matters as there is no transaction on these items during the year under review:

- a) The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.
- b) No fraud has been reported by the Auditors to the Audit Committee or the Board.

37. ACKNOWLEDGEMENT:

The Board wishes to place on record its sincere appreciation for the assistance and co-operation received from Bankers, Government Departments and other Business Associates for their continued support towards the conduct of operations of the Company efficiently.

The Directors express their gratitude to the shareholders for their continuing confidence in the Company. The Directors also acknowledge the hard work and persuasive efforts put in by the employees of the Company in carrying forward Company's vision and mission.

**For and on behalf of the Board of Directors of
FRASER AND COMPANY LIMITED
(CIN: L51100MH1917PLC272418)**

**Sd/-
OMKAR RAJKUMAR SHIVHARE
MANAGING DIRECTOR
DIN: 08374673**

**REGISTERED OFFICE: GROUND FL RAM RATAN SNEH PLOT NO 6A, HISSA NO.1, ROAD NO.12,
ABHINAV NGR, BORIVALI (E), OPP BMC TRAINING CENTRE, MUMBAI- 400066 IN**

Annexure I
Form No. AOC – 2
As on the Financial Year ended March 31st, 2025
(Pursuant to Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of Contracts/Arrangements entered into by the Company with Related Parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain Arm's Length Transactions under third proviso thereto:

1. Details of Contracts or Arrangements or Transactions not at Arm's Length Basis:

There were no contracts or arrangements or transactions entered into during the year ended March 31st, 2025 which were not at arm's length basis.

2. Details of material Contracts or Arrangement or Transactions at Arm's Length Basis:

There were no material contracts or arrangements or transactions entered into during the year ended March 31st, 2025 crossing the materiality threshold of 10% of the annual consolidated turnover of the Company. The details of contracts or arrangements or transactions at arm's length basis for the year ended March 31st, 2025 are as follows:

Sr. No	Related Party Name	Relation	Amount (in Words)
1.	Mr. Omkar Rajkumar Shivhare	Whole Time Director	₹28,06,000/- (Rupees Twenty-Eight Lakhs Six Thousand Only),
2.	Ms. Yogeeta Rajkumar Shivhare	Director	₹52,25,000/- (Rupees Fifty Two Lakhs and Twenty Five Thousand Only)
3.	M/s Ekadanta Genex Private Limited	Common Director	NIL

For and on behalf of the Board of Directors of
FRASER AND COMPANY LIMITED
(CIN: L51100MH1917PLC272418)

Sd/-
OMKAR RAJKUMAR SHIVHARE
MANAGING DIRECTOR
DIN: 08374673

Annexure II
Form MR-3

[Pursuant to Section 204(1) of the
Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Secretarial Audit Report
For the Financial year ended 31st March, 2025

To,
The Members,
FRASER AND COMPANY LIMITED
(CIN: L51100MH1917PLC272418)
GROUND FL RAM RATAN SNEH PLOT NO 6A,
HISSA NO.1, ROAD NO.12, ABHINAV NGR,
BORIVALI (E), OPP BMC TRAINING CENTRE,
MUMBAI- 400066 IN

We have conducted the Secretarial Audit of the compliance of applicable Statutory Provisions and the adherence to good corporate practices by FRASER AND COMPANY LIMITED (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period and the financial year ended on 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the period ended on 31st March, 2025 according to the provisions of:

- i. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; if any, the same (not applicable upon the Company during the period covered under audit);

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), to the extent applicable:
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- vi. Employees Provident Fund and Miscellaneous Provisions Act, 1952
- vii. Employees State Insurance Act, 1948
- viii. Indian Contract Act, 1872
- ix. Income Tax Act, 1961 (our checking to the extent of Tax Deducted at Source under various Sections, payments made and T.D.S. Returns filed).
- x. Indirect Tax Laws relating to collections, deductions, wherever applicable, payments made and returns filed (our checking to the extent of GST payments made and Returns filed).
- xi. Indian Stamp Act, 1899
- xii. Maharashtra Stamp Act, 1958
- xiii. Maternity Benefits Act, 1961
- xiv. Negotiable Instruments Act, 1881
- xv. The Apprentices Act, 1961
- xvi. Payment of Wages Act, 1936
- xvii. The Sexual Harassment of women at work place (Prevention, Prohibition and Redressal) Act, 2013
- xviii. Shops and establishments Act
- xix. Environment Protection Act, 1986 and other environmental laws
- xx. Electricity Act, 2003
- xxi. The Companies (Indian Accounting Standards) Rules, 2015

We have also examined compliance with the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above subject to the observations stated in the Annexure which is integral to this report.

We further report that:

During the period under review the Board of Directors and the Senior Management of the Company has changed as follows: A

Previous Management			
Name	Designation	Appointment	Cessation
Kaustubh Ravindra Shetye	Managing Director	13/02/2023	09/07/2024
Vinod Gopaldas Gulrajani	Independent Director	26/12/2022	-
Yogeeta Rajkumar Shivhare	Director	28/12/2022	-
Durgaprasad Dattaram Prabhu	Independent Director	28/12/2022	-
Rajkumar Raj Purohit	Independent Director	28/12/2022	-
Omkar Rajkumar Shivhare	Whole Time Director	12/02/2021	09/07/2024
Kanchan Gupta	Chief Financial Officer	20/06/2023	08/08/2024

New Management			
Name	Designation	Appointment	Cessation
Omkar Rajkumar Shivhare	Managing Director	09/07/2024	-
Vinod Gopaldas Gulrajani	Independent Director	26/12/2022	-
Yogeeta Rajkumar Shivhare	Director	28/12/2022	-
Rajkumar Raj Purohit	Independent Director	28/12/2022	-
Durgaprasad Dattaram Prabhu	Independent Director	28/12/2022	-
Vijay Ramesh Solanki	Executive Director	09/07/2024	-
Vijay Ramesh Solanki	Chief Financial Officer	13/02/2025	-
Anjana Mahendra Jagger	Company Secretary	20/06/2023	-

The Board of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Director, Women Director and Independent Director.

Adequate Notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance. A system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes, the decisions at the Board Meetings were taken unanimously

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines



AAS & ASSOCIATES

Company Secretaries

We further report that during the Audit period there were no specific events /actions having a major bearing on the Company's affairs, except the observations/comments provided in the annexure to this report.

Date: August 28th, 2025

Place: Mumbai

**For AAS & Associates
Company Secretaries**

Sd/-

CS Prerna Gupta

PARTNER

Membership No.: FCS-8612

COP No.: 17264

UDIN: F008612G001096919

Peer Review Certificate No: 1951/2022

FRASER AND COMPANY LIMITED
Annexure to the Secretarial Audit Report
for the financial year ended on March 31st, 2025
Audit Report dated August 28th, 2025

Our report of even date is to be read along with this letter.

1. **Dematerialization of securities of the Company:**

The Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 came into effect in October 2018. As per the provisions of Rule 9A - Issue of securities in dematerialized form by unlisted public companies, every unlisted Public Company shall facilitate dematerialization of all its existing securities in accordance with provisions of the Depositories Act, 1996 and regulations made there under. Further, all fresh issue, transfer and all other transactions involving securities of the Company shall be done only in dematerialized form. Dematerialisation process for equity shareholders has been partially completed during the period under audit as few equity shareholders have not applied for dematerialisation, so they are holding physical share certificates

2. In terms of Section 138 of the Companies Act, 2023, a listed Company has to appoint an internal auditor who shall submit reports as per the provisions and as mutually agreed with the management. The Management informed that due to complete change in KMPs during the year under review, the Internal Audit could not be concluded and the final reports are not issued.
3. During the year under consideration, there has been a change in the Board of Directors, Company Secretary and other Key Managerial persons of the Company. We have conducted our audit on the basis of information, documents and explanations to the extent provided by management and we are not in a position to authenticate the genuineness and completeness of the said information as provided to them by the erstwhile management.
4. Maintenance of Secretarial Records is the responsibility of Management of the Company. Our responsibility is to express an opinion on these records based on our Audit.
5. We have followed the Audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company. Further, any modification done by the Company in the format specified by the concerned authorities was the duty of the concerned authority. Therefore, we have not taken responsibility of any such modification(s).
7. Wherever required, we have obtained the management representation about the compliances of laws, Rules and Regulations and happening of events etc.

8. Compliance of the provisions of corporate and other applicable Laws, Rules and Regulations, standards are the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
9. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Date: August 28th, 2025
Place: Mumbai

For AAS & Associates
Company Secretaries

Sd/-
CS Prerna Gupta
PARTNER
Membership No.: FCS-8612
COP No.: 17264
UDIN: F008612G001096919
Peer Review Certificate No: 1951/2022

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In compliance of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations 2015"), Please find Management Discussion and Analysis Report forming part of Annual Report.

(a) INDUSTRY STRUCTURE AND DEVELOPMENTS:

The company is developing new ways to expand its operational activities and management of the company is confident enough to increase the profits in the years to come.

(b) OPPORTUNITIES AND THREATS:

Opportunities in all the sectors are enormous. However, the company has inherent threats, risks and concerns like changes and uncertainty of regulations, rising inflation, international factors, demand supply fluctuations etc. Your company is well placed to face all of these threats, risks and concerns.

(c) SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

The Company trades in a single business segment.

(d) RISKS AND CONCERNS:

The major risk that concerns the Company is its business risk. The Company is subjected to a high business risk in terms of its high dependability on other Industries for demand of its products.

(e) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate internal controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls on regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information. During the year such controls were tested and no reportable material weakness in the design or operation was observed.

(f) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The Financial performance of the Company for the Year ended March 31st, 2025 is as summarized below:

(INR Millions)

Particulars	(24-25)	(23-24)
Turnover (Net of GST) & Other Income	3.09	0.27
Profit / (Loss) before Interest, Depreciation & Taxation	(15.36)	(6.5)

Less – Interest	0.10	0.41
Profit / (Loss) before Depreciation & Taxation	(15.46)	(6.91)
Less – Depreciation	0.33	0.75
Profit / (Loss) before tax	(15.79)	(7.66)
Less– Provision for Taxation (Incl. Deferred Tax)	0.02	2.88
Net Profit / (Loss) for the year	(15.77)	(10.54)

(g) HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS:

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The relations with staff are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner

(h) DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF:

The total Net worth of the Company for the financial year 2024-25 Rs 53,657.81/- (Million) as compared to Rs. 69,431.32/- (Million) for the financial year 2023-24.

DISCLAIMER:

Statements in the Management Discussions and Analysis describing the Company's objectives, projections, estimates, expectations are "forward-looking statements" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic market in which the Company operates, changes in the Government regulations, tax, corporate and other applicable laws together with the other incidental factors.

INDEPENDENT AUDITOR'S REPORT

To the Members **Fraser and Company Limited**

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the accompanying Ind AS financial statements of **Fraser and Company Limited** ("the Company"), which comprises of the Balance sheet as at 31st March 2025, the Statement of Profit and Loss (Including Other Comprehensive Income), Statement of cash flows and Statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except to the effects of the matters described in "Basis for Qualified Opinion" section of our report, the aforesaid Ind AS financial statements give the information required by Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025, and its loss (Financial performance including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

Basis for Qualified Opinion

1. As disclosed in note no.9 of the Financial Statements the Company is having of Trade Receivables amounting to **Rs. 96,090.39 Thousand** and which is outstanding from long time or for a period of more than 12 months and management is not able to provide the balance confirmation of the same as on the Balance sheet date and the management have filed an application with NCLT against two parties covering the receivables of **Rs. 61,240 Thousand** which is under process and order is not yet passed at NCLT and one party covering the receivables of **Rs. 11,755.69 Thousand** which is under CIRP process as per NCLT order 06.01.2025. In absence of such confirmation and reconciliation and the ongoing recovery proceeding with NCLT, we are unable to ascertain the possible effect of the same on financial statements for the year.
2. As disclosed in note no. 17 of the Financial Statements the Company is having of Trade payables amounting to **Rs. 58,676.14 Thousand** and which is outstanding from long time and management is not able to provide the balance confirmation of the same as on the Balance sheet date. In absence of such confirmation and reconciliation, we are unable to ascertain the possible effect of the same on financial statements for the year.
3. As disclosed in note no. 3 of the Financial Statements, the Company has given the Advances to certain suppliers amounting to **Rs. 28,655.73 Thousand**. The management is not able to provide any document related to such advances and neither the purpose and the commitment against such advances have been provided to us and also the confirmation of the balance as on the balance sheet

date have also not been provided accordingly in absence of the adequate details and balance confirmation we are unable to ascertain the possible effect of the same on the financial statements for the year.

4. The Company received an order from the GST department blocking an Input Tax Credit (ITC) of **Rs. 1,060 thousand**. Of this, **Rs. 150.00 thousand** was later unblocked, while the remaining **Rs.910.00 thousand** remains as blocked. However, the effect of the same has not been reflected in the financial statements, resulting in an understatement of both the reported loss and liabilities by the blocked amount of **Rs.910.00 thousand**.

We conducted our audit in accordance with the Standards on Auditing (“SAs”) specified under section 143(10) of the Companies Act, 2013 (“the Act”). Our responsibilities under those SAs are further described in the *Auditor’s Responsibilities for the Audit of the Annual Financial Results* section of our report. We are independent of the Company, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our qualified opinion on the annual financial results.

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the “*Auditor’s Responsibilities for the Audit of the Financial Statements*” section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our Qualified opinion on the financial statements.

Material Uncertainty Related to Going Concern

The company has accumulated losses of **Rs. 27,997.94 Thousand** and it has incurred net loss amounting to **Rs. 15,773.51 Thousand** during the year ended March 31, 2025. Further the Company has accounted Sales Turnover of **Rs. 2,187.59 Thousand** during the whole financial year which is negligible as compared to the previous period and also the company does not have any orders in hand. Further in absence of cash flow the company is unable to repay its liabilities meet other financial obligations/commitments in timely manner, apart from this there are litigations going on by or against the Company. All these indicate material uncertainty about the Company’s ability to continue as a Going Concern. However, the new management have represented that they are trying to get the approval of the shareholders through special resolution to change the main object clause

of the company and if they will be able to get the approval then they have certain business plans which will generate the revenue for the company and accordingly the financial statements are prepared on a going concern basis.

Key Audit Matters

1. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
2. Except for the matters described in the Basis for qualified opinion and Material Uncertainty Related to Going Concern we have determined that there are no key audit matters to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters related to the going concern and using the going concern basis of accounting unless the Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

1. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
2. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Materiality is the magnitude of misstatement in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatement in the financial statements.
3. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
 4. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
 5. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) *Except for the matter described in Basis of Qualified opinion paragraphs*, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) *Except for the matter described in Basis of Qualified opinion paragraphs*, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) *Except for the matter described in Basis of Qualified opinion paragraphs*, the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) *Except for the matter described in Basis of Qualified opinion paragraphs*, in our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e) On the basis of the written representations received from the Directors as on 31st March, 2025 taken on record by the Board of Directors, none of the Directors are disqualified as on 31st March, 2025 from being appointed as a Director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to financial statements.
- g) With respect to matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company did not have any pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. Since the Company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with the section 123 of the Companies Act, 2013 does not arise.
- vi. Based on our examination carried out in accordance with the Implementation Guide on Reporting on audit trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (Revised 2025 Edition) issued by the Institute of chartered Accountants of India, we report that the company has used an accounting software for maintaining its books of account in which feature of recording audit trail (edit log) facility have not been activated or enabled. As the feature of recording audit trail (edit log) is not activated or enabled the question of instances of audit trail feature be tempered with does not arise.

For A M S & CO LLP

Chartered Accountants

FRN. 130878W/W101034

Sd/-

Ashok Kumar Puri

Partner

Mem. No. 128996

UDIN: 25128996BMJBEO4690

Place: Mumbai

Date: 30th May, 2025

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

The Annexure referred to in Paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” in our Independent Auditor’s Report to the members of Fraser & Company Limited for the year ended 31st March, 2025.

As required by the Companies (Auditors Report) Order, 2020 and according to the information and explanations given to us during the course of the audit and on the basis of such checks of the books and records as were considered appropriate we report that:

(i)	a)	A)	The Company has not maintained up to date proper records which shows full particulars, Including Quantitative details and situation of its Property, Plant and Equipment on the basis of available information.
		B)	Since the Company does not have any intangible assets, paragraph 3 (i) (a) (B) of the said Order is not applicable to the Company.
	b)		As explanation given to us, the Property, Plant and Equipment have not been physically verified by the management and in the absence of such physical verification we are unable to comment on discrepancies.
	c)		According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
	d)		According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Accordingly, the reporting under Clause 3(i) (d) of the Order is not applicable to the Company.
	e)		According to the information and explanations given to us and on the basis of our examination of records of the Company, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii)	a)		As explained to us and on the basis of the records examined by us, in our opinion, physical verification of the inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management considering the size of the inventory holding and its movement. At the yearend there were no inventories held and its valued at Nil, it does not hold any inventories at the year end.
	b)		According to the information and explanations given to us and on the basis of our examination of the records of the Company, During any point of time of the year, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets. Hence, reporting on the quarterly returns or statements filed by the company with such banks or financial institutions is not applicable to the company.
(iii)			According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not made investments in, nor provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. Accordingly, provisions of clause 3(iii) (a), 3(iii) (b), 3(iii) (c), 3(iii) (d), 3(iii) (e) and 3(iii) (f) of the Order are not applicable to the Company.
(iv)			The Company has not granted any loans, or made any investments, or provided any guarantees or security, to any parties covered under the provisions of section 185 and 186 of the Companies Act, 2013. Therefore the provision of clause 3(iv) of the said Order are not applicable to the Company.
(v)			The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013. Accordingly, clause 3(v) of the Order is not applicable.
(vi)			As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub section (1) of section 148 of the Companies Act.

(vii)	a)		According to the information and explanations given to us and on the basis of our examination of the records of the company, the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities except in case of adjustment of fixed assets during the year. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2025 for a period of more than six months from the date they became payable.
	b)		According to the information and explanations given to us and on the basis of our examination of the records of the company, there is no statutory dues referred to in sub- clause (a) that have not been deposited on account of any dispute.
(viii)			According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year
(ix)	a)		According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
	b)		According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not been declared a willful defaulter by any bank or financial institution or other lender;
	c)		According to the information and explanations given to us by the management, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained,
	d)		According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term purposes by the company.

	e)		The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under the Act) during the year ended 31 March 2025. Accordingly, clause 3(ix) (e) is not applicable.
	f)		The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under the Act) during the year ended 31 March 2025. Accordingly, clause 3(ix) (f) is not applicable.
(x)	a)		The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
	b)		According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
(xi)	a)		Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the company or any fraud on the company has been noticed or reported during the course of audit.
	b)		According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
	c)		According to the information and explanations given to us by the management, no whistle- blower complaints had been received by the company.
(xii)			The company is not a Nidhi Company. Accordingly, clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable.

(xiii)			In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards;
(xiv)	a)		Based on information and explanations provided to us and our audit procedures, though the company is required to have an internal audit system under section 138 of the Act, it does not have the same established for the year;
	b)		The company did not have an internal audit system for the period under audit.
(xv)			In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
(xvi)	a)		In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, clause 3(xvi) (a) of the Order is not applicable.
	b)		In our Opinion and based on our examination, the Company has not conducted any Non- Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable. ,
	c)		In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
	d)		According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.

(xvii)			Based on our examination, the company has incurred cash losses in the financial year however it has not incurred cash losses in the immediately preceding financial year.
(xviii)			There has been resignation of the auditor during the year and there were no issues, objections or concerns raised by the outgoing auditors.
(xix)			According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
(xx)			Based on our examination, the provision of section 135 are not applicable on the company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
(xxi)			The company is not required to prepare Consolidated financial statement hence this clause is not applicable.

For A M S & CO LLP

Chartered Accountants

Firm's Registration No. 130878W/W101034

Sd/-

Ashok Kumar Puri

Partner

Mem. No. 128996

UDIN: 25128996BMJBEO4690

Place: Mumbai

Date: 30th May 2025

ANNEXURE “B” to the Independent Auditor’s Report of even date on the Ind AS Financial statements of Fraser and Company Limited for the year ended 31st March 2025.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Fraser and Company Limited (“the Company”) as of 31st March 2025 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial control system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of Management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company does not have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A M S & CO LLP

Chartered Accountants

Firm's Registration No. 130878W/W101034

Sd/-

Ashok Kumar Puri

Partner

Mem. No. 128996

UDIN: 25128996BMJBEO4690

Place: Mumbai

Date: 30th May, 2025

Management's Reply to Audit Observations

Serial No.	Qualified Opinion	Management Reply
1	As disclosed in note no.9 of the Financial Statements the Company is having of Trade Receivables amounting to Rs. 96,090.39 Thousand and which is outstanding from long time or for a period of more than 12 months and management is not able to provide the balance confirmation of the same as on the Balance sheet date and the management have filed an application with NCLT against two parties covering the receivables of Rs. 61,240 Thousand which is under process and order is not yet passed at NCLT and one party covering the receivables of Rs. 11,755.69 Thousand which is under CIRP process as per NCLT order 06.01.2025. In absence of such confirmation and reconciliation and the ongoing recovery proceeding with NCLT, we are unable to ascertain the possible effect of the same on financial statements for the year.	Balance confirmations were sought out from all parties, but not all balance confirmations were received. Management has obtained balance confirmations for approximately Rs. 75 million of the total Trade Receivables. The management has filed against its Corporate Debtors in the NCLT court, and based on merits of the case, the Company is hopeful of a positive outcome.
2	As disclosed in note no. 17 of the Financial Statements the Company is having of Trade payables amounting to Rs. 58,676.14 Thousand and which is outstanding from long time and management is not able to provide the balance confirmation of the same as on the Balance sheet date. In absence of such confirmation and reconciliation, we are unable to ascertain the possible effect of the same on financial statements for the year.	Balance confirmations were sought out from all parties, but only some verified balance confirmations were received in the time frame. Due to pending litigations/recovery proceedings, efficient communication with the Creditors is hindered.
3	As disclosed in note no. 3 of the Financial Statements, the Company has given the Advances to certain suppliers amounting to Rs. 28,655.73 Thousand . The management is not able to provide any document related to such advances and neither the purpose and the commitment against such advances have been provided to us and also the confirmation of the balance as on the balance sheet date have also not been provided accordingly in absence of the adequate details and balance confirmation we are unable to ascertain the possible effect of the same on the financial statements for the year.	The said advances have been given from the Company at various times prior to December 2022, all under management of erstwhile KMPs. The current management is in the process of recovering these said advances by means of legal proceedings and has been making steady progress.
4	The Company received an order from the GST department blocking an Input Tax Credit (ITC) of Rs.	The Company has complied with the requirements of the said GST notice but has not

	1,060 thousand. Of this, Rs. 150.00 thousand was later unblocked, while the remaining Rs.910.00 thousand remains as blocked. However, the effect of the same has not been reflected in the financial statements, resulting in an understatement of both the reported loss and liabilities by the blocked amount of Rs.910.00 thousand.	received any update or revision of notice from the GST department. This notice is currently being discussed between the Company and the corresponding GST authorities. GSTIN of the Company remains active and compliant.
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Fraser and Company Limited [CIN :- L51100MH1917PLC272418] Audited Standalone Statement of Assets and Liabilities as at March 31, 2025 (Rs. in 000)			
Particulars	Notes	As at March 31, 2025	As at March 31, 2024
A ASSETS			
1. Non Current Assets			
Property, Plant & Equipment	2	642.95	2,191.42
Financial Assets			
b) Loans and Advances	3	28,655.73	38,529.56
c) Others Financial Assets	4	250.00	485.66
Deferred tax Asset	5	-	-
Income Tax Asset	6	-	-
Other Non-Current Assets	7	-	7,570.19
Sub Total - Non Current Assets		29,548.67	48,776.83
2. Current Assets			
Financial Assets			
(a) Trade receivables	8	96,090.42	96,090.39
(b) Cash & Cash Equivalent	9	389.90	637.89
Other Current Assets	10	1,190.49	350.67
Sub Total - Current Assets		97,670.81	97,078.95
TOTAL ASSETS		1,27,219.49	1,45,855.78
B EQUITY & LIABILITIES			
1. Equity			
(a) Equity Share Capital	11	81,203.00	81,203.00
(b) Other Equity	12	(27,545.19)	(11,771.68)
Sub Total - Share Holders' Fund		53,657.81	69,431.32
2. Non Current Liabilities			
Financial Liabilities			
(a) Borrowings	13	663.69	810.14
Other Non Current Liabilities	14	5,568.76	5,860.06
Liabilities for Income Tax	15	-	20.42
Sub Total - Non Current Liabilities		6,232.44	6,690.62
3. Current Liabilities			
Financial Liabilities			
(a) Borrowings	16	7,631.00	2,350.00
(b) Trade Payables	17		
(i) Total outstanding dues of micro enterprises and small enterprises, and;		8.00	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		58,687.96	64,209.67
(c) Other Financial Liabilities	18	185.52	2,724.17
Provisions	19	816.75	450.00
Sub Total - Current Liabilities		67,329.23	69,733.84
TOTAL LIABILITIES		1,27,219.49	1,45,855.78
Significant Accounting Policies and Notes on Financial Statements 1 to 38 In terms of our report of even date For and On behalf of the Board For A M S & CO LLP For FRASER AND COMPANY LIMITED, Chartered Accountants Firm Registration No.: 130878W/W101034			
Sd/- Ashok Kumar Puri Partner Membership No. 128996		Sd/- Omkar Rajkumar Shivhare (Managing Director) [DIN:- 08374673]	
Place : Mumbai Date : 30th May, 2025		Sd/- Vijay Ramesh Solanki (Chief Financial Officer) PAN : CRWPS2186 Sd/- Anjana Mahendra Jagger (Company Secretary) PAN : AHPPJ3854M Place : Mumbai Date : 30th May, 2025	

Fraser and Company Limited [CIN :- L51100MH1917PLC272418] Audited Standalone Statement of Profit & Loss for the Year ended March 31, 2025 (Rs. in 000)			
Particulars	Notes	Year ended March 31,2025	Year ended March 31,2024
REVENUE			
Revenue from Operations	21	2,581.36	303.91
Less : GST Recovered		393.77	31.17
		2,187.59	272.74
Other Income	22	898.93	-
Total Revenue (I)		3,086.52	272.74
EXPENDITURE			
Purchase of Stock-in-Trade	23	2,083.96	223.59
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	24	-	-
Employees Benefits Expense	25	889.44	1,230.11
Finance Costs	26	95.06	409.51
Depreciation and Amortization Expense	26	327.94	750.01
Other Expenses	27	15,484.06	5,323.46
Total Expenses (II)		18,880.46	7,936.68
Profit / (Loss) before Tax (I - II)		(15,793.93)	(7,663.94)
Tax Expenses			
(1) Current Tax		-	-
(2) Deferred Tax Liability / (Asset)		-	220.33
(3) Earlier Year Taxation		(20.42)	2,658.53
Profit for the Year		(15,773.51)	(10,542.80)
Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss			
Remeasurement of Defined Benefit Plans		-	-
Total Comprehensive Income		(15,773.51)	(10,542.80)
Earning Per Equity Share			
(1) Basic (of ` 10/- each)	28	(1.94)	(1.30)
(2) Diluted (of ` 10/- each)	28	(1.94)	(1.30)
Significant Accounting Policies and Notes on Financial Statements	1 to 38		
In terms of our report of even date For A M S & CO LLP Chartered Accountants Firm Registration No.: 130878W/W101034 Sd/- Ashok Kumar Puri Partner Membership No. 128996 Place : Mumbai Date : 30th May, 2025		For and On behalf of the Board For FRASER AND COMPANY LIMITED, Sd/- Omkar Rajkumar Shivhare (Managing Director) [DIN:- 08374673] Sd/- Vijay Ramesh Solanki (Chief Financial Officer) PAN : CRWPS2186 Place : Mumbai Date : 30th May, 2025	
		Sd/- Anjana Mahendra Jagger (Company Secretary) PAN : AHPPJ3854M	

Fraser and Company Limited
Statement Of Changes In Equity For The Year Ended 31st March, 2025

(Rs. in 000)

A. Share Capital		Notes	No of Shares	Amounts
Equity shares of Re. 10 each issued, subscribed and fully paid:				
Balance as on March 31, 2024		11	81,20,300	81,203
Balance as on March 31, 2025		11	81,20,300	81,203

B. Other Equity				(Rs. in 000)
Particulars	Reserve for Doubtful Debts	Securities Premium Account	Retained Earnings	Total
Balance on April 1, 2023	2.02	450.73	(1,681.63)	(1,230.90)
Profits for the year 2023-24	-	-	(10,542.80)	(10,542.80)
Dividend Paid	-	-		-
Dividend Distribution Tax on above	-	-		-
Dividend Distribution Tax on Earlier Year	-	-		-
Other Comprehensive Income / (Loss) for the year	-	-	-	-
Balance at the end of the reporting period March 31, 2024 as per Ind AS	2.02	450.73	(12,224.43)	(11,771.68)
Profits for the year 2024-25	-	-	(15,773.51)	(15,773.51)
Dividend Paid	-	-	-	-
Dividend Distribution Tax on above	-	-	-	-
Other Comprehensive Income / (Loss) for the year	-	-		-
Balance at the end of the reporting period March 31, 2024 as per Ind AS	2.02	450.73	(27,997.94)	(27,545.19)

In terms of our report of even date

For A M S & CO LLP
Chartered Accountants
Firm Reg. No. 130878W

Sd/-
Ashok Kumar Puri
Partner
Membership No. 128996

Place : Mumbai
Date : 30th May, 2025

For and On behalf of the Board

For FRASER AND COMPANY LIMITED,

Sd/-
Omkar Rajkumar Shivhare
(Managing Director)
[DIN:- 08374673]

Sd/-
Vijay Ramesh Solanki
(Chief Financial Officer)
PAN : CRWPS2186

Place : Mumbai
Date : 30th May, 2025

Sd/-
Anjana Mahendra Jagger
(Company Secretary)
PAN : AHPPJ3854M



Audited Standalone Cash Flow Statement For the Year Ended 31st March, 2025

Rupees (in Millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Cash Flow From Operating Activities:		
Net Profit before Tax	(15.79)	(7.66)
Adjustments for:		
Depreciation & Amortisation Expense	0.33	0.75
Finance Cost	0.10	0.41
Profit on sale of car	(0.90)	
Earlier year taxation	0.02	(2.66)
Operating Profit Before Working Capital Changes	(16.25)	(9.16)
Adjusted for Changes in Working Capital		
Increase / (Decrease) in Other Current Liabilities	(2.54)	2.02
(Increase) / Decrease in Current Assets	(0.84)	(0.45)
(Increase) / Decrease in other non current asset	7.57	-
(Increase) / Decrease in Short Term Loans & Advances	9.87	(0.00)
(Increase) / Decrease in other financial assets	0.24	-
(Increase) / Decrease in Trade Receivables	(0.00)	15.00
Increase / (Decrease) in Trade Payable	(5.51)	(2.83)
Increase / (Decrease) in Short Term Provisions	0.37	(0.35)
Cash Generated From Operations	(7.39)	4.22
Net Income Tax Paid	(0.02)	(2.94)
Net Cash Flow from/(used in) Operating Activities:	(7.41)	1.28
Cash Flow From Investing Activities:		
Acquisition of Property, Plant & Equipment & Intangible Assets	-	(0.07)
Transfer or Sale of Property, Plant & Equipment & Intangible Assets	2.12	-
Net Cash Flow from/(used in) Investing Activities:	2.12	(0.07)
Cash Flow from Financing Activities:		
Proceeds from Borrowings (Net)	5.13	(0.60)
Interest Expenses	(0.10)	(0.41)
Net Cash Flow from/(used in) Financing Activities:	5.04	(1.01)
Net Increase/(Decrease) in Cash & Cash Equivalents	(0.25)	0.21
Cash & Cash Equivalents at the Beginning of the Year	0.64	0.43
Cash & Cash Equivalents at the End of the Year	0.39	0.64

Note :1

Cash and Cash Equivalents at the end of the year consists of cash in hand and balances with banks are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Cash on Hand	0.00	-
Balance With Banks	0.39	0.64
	0.39	0.64

Note :2

This statement is prepared as per Ind AS-7 (Indirect method)
 Previous Year's figures were re-grouped wherever necessary.

For and On behalf of the Board
For FRASER AND COMPANY LIMITED,

Sd/-
 OMKAR RAJKUMAR SHIVHARE
 (Managing Director)
 DIN:- 08374673

Fraser and Company Limited

Audited Standalone Cash Flow Statement For the Year Ended 31st March, 2025

(Rs. in 000)

Particulars	As at March 31, 2025	As at March 31, 2024
Cash Flow From Operating Activities:		
Net Profit before Tax	(15,793.93)	(7,663.94)
Adjustments for:		
Depreciation & Amortisation Expense	327.94	750.01
Finance Cost	95.06	409.51
Profit on sale of car	(898.93)	-
Earlier Year Taxation	20.42	(2,658.53)
Operating Profit Before Working Capital Changes	(16,249.44)	(9,162.95)
Adjusted for Changes in Working Capital		
Increase / (Decrease) in Other Current Liabilities	(2,538.65)	2,023.62
(Increase) / Decrease in Current Assets	(839.82)	(453.96)
(Increase) / Decrease in other non current asset	7,570.19	-
(Increase) / Decrease in Short Term Loans & Advances	9,873.83	(0.41)
(Increase) / Decrease in other financial assets	235.66	-
(Increase) / Decrease in Trade Receivables	(0.03)	15,001.50
Increase / (Decrease) in Trade Payable	(5,513.71)	(2,833.33)
Increase / (Decrease) in non current liability	(291.31)	-
Increase / (Decrease) in Short Term Provisions	366.75	(350.00)
Cash Generated From Operations	(7,386.52)	4,224.46
Net Income Tax Paid	(20.42)	(2,944.21)
Net Cash Flow from/(used in) Operating Activities:	(7,406.94)	1,280.25
Cash Flow From Investing Activities:		
Acquisition of Property, Plant & Equipment & Intangible Assets	-	(66.41)
Transfer or Sale of Property, Plant & Equipment & Intangible Assets	2,119.45	-
Net Cash Flow from/(used in) Investing Activities:	2,119.45	(66.41)
Cash Flow from Financing Activities:		
Proceeds from Borrowings (Net)	5,134.55	(598.86)
Interest Expenses	(95.06)	(409.51)
Net Cash Flow from/(used in) Financing Activities:	5,039.50	(1,008.37)
Net Increase/(Decrease) in Cash & Cash Equivalents	(247.99)	205.47
Cash & Cash Equivalents at the Beginning of the Year	637.89	432.42
Cash & Cash Equivalents at the End of the Year	389.90	637.89

Note :1

Cash and Cash Equivalents at the end of the year consists of cash in hand and balances with banks are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Cash on Hand	4.39	-
Balance With Banks	385.51	637.89
	389.90	637.89

Note :2

This statement is prepared as per Ind AS-7 (Indirect method)

Previous Year's figures were re-grouped wherever necessary.

In terms of our report of even date

For A M S & CO LLP

Chartered Accountants

Firm Registration No.: 130878W/W101034

Sd/-

Ashok Kumar Puri

Partner

Membership No. 128996

Place : Mumbai

Date : 30th May, 2025

For and On behalf of the Board

For FRASER AND COMPANY LIMITED,

Sd/-

Omkar Rajkumar Shivhare |

(Managing Director)

[DIN:- 08374673] |

Sd/-

Vijay Ramesh Solanki

(Chief Financial Officer)

PAN : CRWPS2186

Place : Mumbai

Date : 30th May, 2025

Sd/-

Anjana Mahendra Jagger

(Company Secretary)

PAN : AHPPJ3854M

Fraser and Company Limited
[CIN :- L51100MH1917PLC272418]
Notes to Financial Statements for the year ended 31st March, 2025

Note 1: Statement of Significant Accounting Policies and Other Explanatory Notes

1 Company Overview

Fraser and Company Limited ("the Company") is incorporated in India on 30th April, 1918 having its registered office situated at House no 12, Plot 6A, Ground Floor Sneh, Road no. 2, Abhinav Nagar, Opposite CTRE Training Center, Borivali East, Mumbai 400066 and its shares are listed on Bombay Stock Exchange (BSE), India and the Company is engaged in construction material to the Builders including Interiors of the Property. (i.e From Foundation Till Interior).

2 Significant Accounting Policies

A Basic for Preparations

1 Statement of Compliance

The Financial Statements have been prepared in accordance with IND AS notified under the Companies (Indian Accounting Standard) Rules, 2015. Accordingly, these financial statements have been prepared on the historical cost basis and in accordance with IND AS notified by section 133 of the Companies Act, 2013 read with relevant rules issued thereunder from time to time, to the extent applicable to the company. The Company has prepared these financial statements which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss for the year ended 31st March, 2025, the Statement of Cash Flows for the year ended 31st March, 2025 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'financial statements').

The Financial Statements are presented in Indian Rupees which is rounded off in Thousands as per requirement of Schedule III of the Act.

2 Use of Estimates

The preparation of the financial statements in conformity with IND AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Information about areas involving a higher degree of judgement or complexity or critical judgements in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities, contingent assets and liabilities, income and expenses are included in the following notes :

- a. Impairment of Financial Assets such as Trade Receivable.
- b. Impairment of Non-Financial Assets.
- c. Estimates of Tax Expenses and Liability.
- d. Revenue Resignations.

3 Current and Non-current Classification.

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the schedule III to the Act. The Company classifies all other liability as non-current. Deferred Tax Assets and Liabilities are classified as Non-Current assets and Liabilities.

4 Revenue Recognition

Revenues/Income and Cost/Expenditure are generally accounted on Accrual basis as they are earned and incurred.

Dividend Income is accounted as and when the right to receive is established.

5 Property, Plant & equipment and Intangible Assets

Property, plant and equipment are stated at cost, less accumulated depreciation /amortization and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. If significant parts of an item of Property, Plant & equipment have different useful lives, then they are accounted for as separate items (major components) of Property, Plant & equipment.

6 Depreciation and Amortisation

The company depreciates property, plant and equipment over their estimated useful lives using the written down value method at the rate in the manner prescribed under Schedule XIV of the Companies Act, 2013.. Depreciation on additions/deductions to property, plant and equipment is provided on pro-rata basis from the date of actual installation or up to the date of such sale or disposal, as the case may be.

7 Impairment of Financial Assets

At each Balance sheet date, management reviews the Carrying amount of it assets included in the Cash Generating to determine whether there is any indication that those assets were impaired. If any such indications exists, recoverable amount of the assets is estimated in order to determine the extent of impairment

8 Inventory

Inventories are measured at lower of cost and net realisable value (NRV) after providing for obsolescence, if any. Cost of finished goods and work-in-progress (WIP) includes all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. Net Realizable Value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

9 Borrowing Cost

- i) The Borrowing costs which are incurred for obtaining a assets which take substantial period to get ready for their intended use are capitalised to the respective assets to the extent the cost are directly attributable to such assets and in any other case by Weighted average cost of borrowings to the expenditure on such assets. After completion of asset, the borrowing cost shall be treated as expense for the year.
- ii) Other borrowing costs are treated as expense for the year.

10 Cash and Cash Equivalents

Cash and Cash Equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments which are readily convertible into known amount of cash and are subject to insignificant risk of change in value. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

11 Provision and Contingencies

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. There are no Contingent Assets.

12 Tax Expenses

Income Tax expense comprises Current and Deferred Income Tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in Other Comprehensive Income.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Minimum Alternative Tax [MAT] paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the company will pay normal income tax in future periods. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefits associated with it flow to the company and the asset can be measured reliably.

13 Earnings Per Share

Basic earnings per equity share is computed by dividing the Net Profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the Net Profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

14 Leases

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognized as an expense on a straight line basis in Net Profit in the Statement of Profit and Loss over the lease term.

15 Employee Benefits

i) Short Term Employee Benefits

Short - term employee benefits include performance incentive, salaries & wages, bonus and leave travel allowance. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expenses during the year when the employees render the services.

ii) Long Term Employee Benefits

The liability for gratuity & leave encashment is determined using Projected Unit Credit [PUC] Method and is accounted for on the basis of actuarial valuation in Accordance with IND AS - 19. The company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or Liability. Actuarial Gains and Losses through re-measurements of the net defined benefit liability/(asset) are recognized in Other Comprehensive Income.

Fraser and Company Limited						
Notes to Financial Statements for the year ended 31st March, 2025						
Note 11: Share Capital				(₹ In 000)		
Particulars				As at March 31, 2025		As at March 31, 2024
EQUITY SHARE CAPITAL:						
AUTHORISED:						
1,20,00,000 (P.Y. : 1,20,00,000) Equity shares of Rs.10/- each.				1,20,000.00		1,20,000.00
Total				1,20,000.00		1,20,000.00
ISSUED, SUBSCRIBED AND PAID UP						
81,20,300 (P.Y. : 81,20,300) Equity shares of Rs. 10/- each fully paid up				81,203.00		81,203.00
Total				81,203.00		81,203.00
Note 11.1: Reconciliation of Number of Shares Outstanding at the end of the Year / Period (Number of Shares not in Thousand):						
No. of equity Shares at the beginning of the year				81,20,300		81,20,300
Add: Shares issued during the year				-		-
No. of Equity Shares at the end of the year				81,20,300.00		81,20,300.00
Note 11.2: Shareholders Holding more than 5% of the Aggregate Shares of the Company (Number of Shares not in Thousand):						
Name of Shareholders	As at March 31, 2025			As at March 31, 2024		
	No. of Shares Held	% of Holding	% Change	No. of Shares Held	% of Holding	% Change
Rajendra Kumar Babani	5,00,000	6.16%	0.00%	5,00,000	6.16%	0.00%
Niruben Bhupendrabhai Sheth	4,38,118	5.40%	0.00%	4,38,118	5.40%	0.00%
Total	9,38,118	11.55%	0.00%	9,38,118	11.55%	0.00%
Note 11.3: Shareholding Of Promoters (Number of Shares not in Thousand):						
Promoter Name	As at March 31, 2025			As at March 31, 2024		
	No. of Shares Held	% of Holding	% Change	No. of Shares Held	% of Holding	% Change
Yogita R Shivhare	1,20,734	1.49%	0.80%	55,619	0.68%	0.68%
Omkar Rajkumar Shivhare	91,892	1.13%	0.64%	39,784	0.49%	0.49%
Ekdanta Genex Private Limited	-	0.00%	-0.50%	40,850	0.50%	0.50%
Total	2,12,626	2.62%	0.94%	1,36,253	1.68%	1.67%

Promoter here means promoter as defined in the Companies Act, 2013, as amended

Fraser and Company Limited
Notes to Financial Statements for the year ended 31st March, 2025

Note 3 : Loans (Non Current) (₹ In 000)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, Considered Good		
Loans & Advances others	-	9,987.02
Advances to Suppliers	28,655.73	28,542.54
Total	28,655.73	38,529.56

Note 4 : Other Financial Assets (Non Current)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, Considered Good		
Security Deposits	250.00	358.32
Staff advances	-	127.34
Total	250.00	485.66

Note 5 : Deferred Tax Assets (Non Current)

Particulars	As at March 31, 2025	As at March 31, 2024
On account of depreciation	-	-
Total	-	-

Note 6 : Income Tax Assets (Non Current)

Particulars	As at March 31, 2025	As at March 31, 2024
Income Tax Paid	-	-
Total	-	-

Note 7 : Other Non Current Tax Assets (Non Current)

Particulars	As at March 31, 2025	As at March 31, 2024
Previous Management Expenses	-	7,570.19
Total	-	7,570.19

Note 8 : Trade Receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured		
(i) Undisputed Trade Receivables – considered good	-	-
(ii) Undisputed Trade Receivables – considered doubtful	-	-
(iii) Disputed Trade Receivables - considered good	-	-
(iv) Disputed Trade Receivables - considered doubtful	96,090.42	96,090.39
Total	96,090.42	96,090.39

Trade Receivables Ageing

Particulars	As at March 31, 2025					
	Outstanding for following period from the date of payment					
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Unsecured, (considered good)						
(i) Undisputed Trade receivables – considered good	-	-	-	-	-	-
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	0.04	-	83,407.27	12,683.11	96,090.42
Total	-	0.04	-	83,407.27	12,683.11	96,090.42

Particulars		As at March 31, 2024					
		Outstanding for following period from the date of payment					
		Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Unsecured, (considered good)							
(i) Undisputed Trade receivables –		-	-	-	-	-	-
(ii) Undisputed Trade Receivables		-	-	-	-	-	-
(iii) Disputed Trade Receivables		-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful		-	-	83,407.27	1,639.98	11,043.14	96,090.39
Total		-	-	83,407.27	1,639.98	11,043.14	96,090.39
Note 9 : Cash and Cash Equivalents							
Particulars						As at March 31, 2025	As at March 31, 2024
Balances with banks							
In Current Account						385.51	637.89
Cash in hand						4.39	-
Total						389.90	637.89
Note 10 : Other Current Assets							
Particulars						As at March 31, 2025	As at March 31, 2024
Office Deposits						-	-
Other Advances						1,190.49	350.67
Total						1,190.49	350.67
Note 12 : Other Equity (Refer to the Statement of Changes in Equity)							
Particulars						As at March 31, 2025	As at March 31, 2024
(a)	Securities Premium Reserves						
	Balance as at the beginning of the year					450.73	450.73
	Add : Premium on Shares issued during the year					-	-
	Closing Balance					450.73	450.73
(b)	Surplus / (Deficit) in Statement of Profit and Loss						
	Balance as at the beginning of the year					(12,224.43)	(1,681.63)
	Add : Profit / (Loss) for the Year					(15,773.51)	(10,542.80)
	Closing Balance					(27,997.94)	(12,224.43)
(c)	Reserve for Doubtful Debts						
	Balance as at the beginning of the year					2.02	2.02
Total						(27,545.19)	(11,771.68)
Securities Premium:							
Securities Premium Reserve is used to record the premium on issue of shares and is utilised in accordance with the provisions of the							
Retained Earnings:							
The Retained earnings of the Company are kept aside out of the Company's profits to meet future (known or unknown) obligations. Retained earnings is a free reserve which can be utilised for any purpose.							
Note 13 : Long Term Borrowing							
Particulars						As at March 31, 2025	As at March 31, 2024
(a)	Secured						
	Term Loans						
	- From Banks					663.69	810.14
	- From Corporates					-	-
(b)	Unsecured						
	Term Loans						
	- From Banks					-	-
	- From Corporates					-	-
	Other loans & advances						
Total						663.69	810.14

- 13.1** Other Loans and Advances consists of Vehicle Loan secured by way of hypothecation of Car purchased under Hire Purchase Scheme.
- 13.2** There is no default in repayment of principal loan or interest thereon
- 13.3** Repayment Schedule

Years of Repayment	Secured Loans
2025-26	1,46,449
2026-27	1,61,785
2027-28	1,78,726
2028-29	1,97,441
2029-30	1,25,741

Note 14 : Other Non Current Liabilities

Particulars		As at March 31, 2025	As at March 31, 2024
Advance from Customers		5,568.76	5,568.76
Sundry advances		-	291.31
Total		5,568.76	5,860.06
Particulars		As at March 31, 2025	As at March 31, 2024
	Opening Balance	118.47	(101.86)
	Charged/(Credited)		
	- to Profit or loss (depreciation)	-	220.33
	- to Other Comprehensive Income	-	-
Total		118.47	118.47

Note 15 : Provisions (Long Term)

Particulars	As at March 31, 2025	As at March 31, 2024
Income Tax Liability	-	20.42
Total	-	20.42

Note 16 : Short Term Borrowing

Particulars	As at March 31, 2025	As at March 31, 2024
Loans repayable on demand		
From Directors	7,631.00	2,350.00
TOTAL	7,631.00	2,350.00

Note 17 : Trade Payables

Particulaars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues to micro enterprise and small enterprise	8.00	-
Total outstanding dues to creditors other than micro enterprise and small	58,687.96	64,209.67
Total	58,695.96	64,209.67

Note 17.1: Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

The Management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of amounts payable to such enterprises as at March 31, 2025 has been made based on the information available with the Company. Further, in the view of the Management, the impact of interest, if any, that may be payable in accordance with the Act is not expected to be material. The Company has not received any claim for interest from any supplier under this Act. The information has been determined to the extent such parties have been identified on the basis of information available with the Company. Auditors have placed reliance on such information provided by the Management.

Trade Payables ageing

Particulars	Outstanding for following periods from due date of payment As at 31st March, 2025				
	Less than 1 year	1-2 years	2-3 years	More than 3	Total
(i) MSME	8.00	-	-	-	8.00
(ii) Others	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	547.16	35.82	18,001.52	40,103.46	58,687.96
Total	555.16	35.82	18,001.52	40,103.46	58,695.96

Particulars	Outstanding for following periods from due date of payment As at 31st March, 2024				
	Less than 1 year	1-2 years	2-3 years	More than 3	Total
(i) MSME					
(ii) Others	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	1,365.00	22,741.52	20,084.27	20,018.88	64,209.67
Total	1,365.00	22,741.52	20,084.27	20,018.88	64,209.67
Disclosures as required under Section 22 of MSMED Act, 2006 :					
The information regarding Micro & Small Enterprises has been determined on the basis of information available with the Company which is as follows :					
Particulars				As at March 31, 2025	As at March 31, 2024
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of accounting year;				-	-
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the due date during each accounting year;*				-	
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);				-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and				-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.				-	-
Note 18 : Other Financial Liabilities (Current)					
Particulars				As at March 31, 2025	As at March 31, 2024
Current maturities of long term debt (Ref Note 18.1)				146.45	132.57
Other Liabilities				39.07	91.60
Loans & advances others				-	2,500.00
Total				185.52	2,724.17
Note 18.1					
Particulars				As at March 31, 2025	As at March 31, 2024
Secured					
Term Loans					
- From Banks				146.45	132.57
- From Corporates				-	-
Unsecured					
Term Loans					
- From Banks				-	-
- From Corporates				-	-
Total				146.45	132.57
Note 18.2 There are no amounts due for payment to the Investor Education and Protection Fund Under Section 125 of the Companies Act, 2013 as at the year end.					
Note 19 : Provision (Current)					
Particulars				As at March 31, 2025	As at March 31, 2024
Provision for Expenses				816.75	450.00
Total				816.75	450.00
Note 20: Contingent Liabilities and Commison					
Particulars				As at March 31, 2025	As at March 31, 2024
Contingent liabilities not provided for				-	-
Total				-	-

Fraser and Company Limited
Notes to Financial Statements for the year ended 31st March, 2025

(Rs. in 000)

Note 21 : Revenue From Operation

Particulars	As at March 31, 2025	As at March 31, 2024
Revenue from - Sale of products		
Domestic Sales	2,581.36	303.91
Less: GST Recovered	393.77	31.17
Total	2,187.60	272.74

Note 22 : Other Income

Particulars	As at March 31, 2025	As at March 31, 2024
Sundry Balances W/off	-	-
Profit on Sales of Car	898.93	-
Total	898.93	-

Note 23 : Purchase of Stock - In - Trade

Particulars	As at March 31, 2025	As at March 31, 2024
Trading Purchase	2,083.96	223.59
Total	2,083.96	223.59

Note 24 : Changes in Inventories of Stock -In-Trade, Work-In-Progress and Finished Goods

Particulars	As at March 31, 2025	As at March 31, 2024
Inventories (At Close)		
Stock-in-Trade	-	-
	-	-
Inventories (At Commencement)		
Stock-in-Trade	-	-
	-	-
Total	-	-

Note 25 : Employees Benefits Expenses

Particulars	As at March 31, 2025	As at March 31, 2024
Salaries	848.84	639.00
Director Remuneration	35.00	100.00
Employees Welfare Expenses	5.60	4.00
Employees Contribution to ESIC	-	487.11
Total	889.44	1,230.11

Note 26 : Finance Costs

Particulars	As at March 31, 2025	As at March 31, 2024
Interest	95.06	409.51
Total	95.06	409.51

Note 27 : Depreciation and Amortization Expenses

Particulars	As at March 31, 2025	As at March 31, 2024
Depreciation and Amortization	327.94	750.01
Total	327.94	750.01

Fraser and Company Limited
Notes to Financial Statements for the year ended 31st March, 2025

Note 28 : Other Expenses

Particulars	As at March 31, 2025	As at March 31, 2024
Selling & Distribution Expenses		
Sales Promotion Expenses	54.33	54.33
Commission	50.00	-
Sub-Total (A)	104.33	54.33
Establishment Expenses		
Legal and Professional Charges	577.30	2,638.20
Rent	420.00	470.41
Travelling Expenses	19.89	60.99
Printing, Stationary, Computer & Xerox Expenses	2.50	60.89
Postage and courier Expenses	0.80	-
Telephone Expenses	0.55	-
Repairs & Maintenance	46.33	69.24
General Expenses	1,109.19	991.11
Electricity expenses	17.05	13.19
Sundry Creditors Written Off	12,586.11	-
ESIC Expenses	-	465.10
Donations	-	0.01
Payment to Auditor (See Note 27.1)	600.00	500.00
Sub-Total (B)	15,379.72	5,269.13
Total [(A)+(B)]	15,484.06	5,323.46

Note 28.1 : Audit Fees

Particulars	As at March 31, 2025	As at March 31, 2024
As Auditor		
Audit Fee	600.00	400.00
Other Fee	-	100.00
Total	600.00	500.00

Note 29 : Earning Per Share (EPS)

Particulars	As at March 31, 2025	As at March 31, 2024
Net Profit after tax as per Statement of Profit and Loss	(15,774)	(10,543)
Weighted Average number of equity shares used as denominator for calculating EPS	81,20,300	81,20,300
Weighted Average number of equity shares used as denominator for calculating DEPS	81,20,300	81,20,300
Basic Earnings per share	(1.94)	(1.30)
Diluted Earnings per share	(1.94)	(1.30)
Face Value per equity share	10.00	10.00

Note 30 : Leases

Assets taken on Operating Lease

<u>A. Leases as lessee</u>	As at March 31, 2025	As at March 31, 2024
Assets taken on Operating Lease		
Lease Payments recognised during the year for premises taken on Operating Lease in the Statement of Profit and Loss	420.00	470.41

Fraser and Company Limited
Notes to Financial Statements for the year ended 31st March, 2025

Note 31 : Related Party Disclosure

As required under Accounting Standard 18 "Related Party Disclosure" (AS-18), following are the details of transactions during the year with the related parties of the Company as defined in AS 18 :

A. Key Management Personnel

Name of the Party	Relation
Beatrice Antony	Director [Cessation:10/12/2022]
Slesha Pradeep Ghosh	Director [Cessation:10/12/2022]
Omkar Rajkumar Shivhare	Director
Yogeeta Rajkumar Shivhare	Director
Kaustubh Ravindra Shetye	Director RESIGNATION 19/06/2024
Raj Kumar Rajpurohit	Independent Director
Durgaprasad Dattaram Prabhu	Independent Director
Vinod Gopaldas Gulrajani	Independent Director
Shanky Handa	Company Secretary [Cessation: 166/12/2022]
Kanchan Sadanand Gupta	Chief Financial Officer [Appointed : 20/06/2023]
Anjana Mahendra Jagger	Company Secretary [Appointed : 20/06/2023]
Vijay Ramesh Solanki	Director since 09/07/24 CFO since 13/02/25

C. Disclosure in respect of transactions with Related Parties

Particulars	Nature of Transaction	As at March 31, 2025	As at March 31, 2024
Beatrice Antony	Directors Remuneration	-	270.00
	Loan Received	-	-
	Loan Repaid	-	-
Slesha Pradeep Ghosh	Directors Remuneration	-	333.00
	Loan Received	-	-
	Loan Repaid	-	-
Omkar Rajkumar Shivhare	Directors Remuneration	-	-
	Reimbursement	-	-
	Loan Received	1,087.00	-
	Loan Repaid	31.00	-
Yogeeta Rajkumar Shivhare	Directors Remuneration	-	-
	Reimbursement	-	-
	Loan Received	5,825.00	-
	Loan Repaid	1,600.00	-
Raj Kumar Rajpurohit	Director Seeting Fees	-	-
Durgaprasad Dattaram Prabhu	Director Seeting Fees	-	-
Vinod Gopaldas Gulrajani	Director Seeting Fees	-	-
Shanky Handa	Salary	-	295.00
Kanchan Sadanand Gupta	Salary	85.80	-
Anjana Mahendra Jagger	Salary	217.80	-
Vijay Ramesh Solanki	Salary	145.70	-

E. Disclosure in respect of Outstanding Balances of Related Parties

Particulars	Nature of Transaction	As at March 31, 2025	As at March 31, 2024
Beatrice Antony	Remuneration Payable	-	129.80
Slesha Pradeep Ghosh	Remuneration Payable	-	136.60
Omkar Rajkumar Shivhare	Loan Payable/(Receivable)	2,406.00	750.00
Yogeeta Rajkumar Shivhare	Loan Payable/(Receivable)	5,225.00	-
Shanky Handa	Salary Payable	-	29.80
Kanchan Sadanand Gupta	Salary Payable	-	-
Anjana Mahendra Jagger	Salary Payable	11.84	-
Vijay Ramesh Solanki	Salary Payable	16.30	-

Fraser and Company Limited
Notes to Financial Statements for the year ended 31st March, 2025

Note 32 : Analytical Ratios

(₹ in 000)

Ratio	As at 31st March 2025			As at 31st March 2024			% Variances	Reason for Variance (where the change in the ratio is more than 25% as compared to the preceeding year)
	Numerator	Denominator	Current Period	Numerator	Denominator	Current Period	Ratio	
Current ratio	97,670.81	67,329.23	1.45	97,328.95	69,733.84	1.40	3.94%	NA
Debt-equity ratio	8,294.69	53,657.81	0.15	3,160.14	69,431.32	0.05	239.64%	NA
Debt Service Coverage ratio	- 15,370.93	95.06	-161.71	- 6,504.42	409.51	-15.88	918.09%	The debt service coverage ratio has been decreased due to the company has incurred loss during the year
Return on equity ratio	- 15,773.51	61,544.57	-0.26	- 10,542.80	74,702.72	-0.14	81.60%	The decrease in return on equity ratio due to the company has incurred loss during the year .
Inventory turnover ratio	2,187.59	-	-	272.74	498.54	0.55	-100.00%	The Inventory turnover ratio has been decreased due to the Decreased in Turnover. also company has no inventory at the year end
Trade receivables turnover ratio	2,187.59	96,090.41	0.02	272.74	1,03,591.14	0.00	764.68%	The ratio has been decreased due to decrease in turnover.
Trade payables turnover ratio	2,083.96	61,448.82	0.03	223.59	65,626.34	0.00	895.42%	Company Trade Payable has been increased and Turnover has been Decreased.
Net capital turnover ratio	2,187.59	28,843.35	0.08	272.74	34,986.29	0.01	872.90%	Company Turnover has been decreased.
Net profit ratio	- 15,773.51	2,187.59	-7.21	- 10,542.80	272.74	-38.65	-81.35%	The raatio has been Decreased due to the company has incurred loss during the year also Turnover has been Decreased.
Return on capital employed	- 15,698.87	61,952.51	-0.25	- 7,254.43	72,591.46	-0.10	153.57%	The decrease in return on equity ratio due to the company has incurred loss during the year .
Return on Investments	-	-	-	-	-	0.00	0.00%	NA

Ratio	As at 31st March 2024			As at 31st March 2023			% Variances	Reason for Variance (where the change in the ratio is more than 25% as compared to the preceeding year)
	Numerator	Denominator	Current Period	Numerator	Denominator	Current Period	Ratio	
Current ratio	97,328.95	69,733.84	1.40	1,11,671.02	69,293.55	1.61	-13.39%	NA
Debt-equity ratio	3,160.14	69,431.32	0.05	3,759.00	79,974.12	0.05	-3.17%	NA
Debt Service Coverage ratio	- 6,504.42	409.51	-15.88	6,612.27	769.92	8.59	-284.94%	The debt service coverage ratio has been decreased due to the company has incurred loss during the year
Return on equity ratio	- 10,542.80	74,702.72	-0.14	3,421.62	78,263.31	0.04	-422.81%	The decrease in return on equity ratio due to the company has incurred loss during the year .
Inventory turnover ratio	272.74	498.54	0.55	1,28,063.34	1,002.41	127.76	-99.57%	The Inventory turnover ratio has been decreased due to the Decreased in Turnover. also company has no inventory at the year end
Trade receivables turnover ratio	272.74	1,03,591.14	0.00	1,28,063.34	1,72,648.79	0.74	-99.65%	The ratio has been decreased due to decrease in turnover.
Trade payables turnover ratio	223.59	65,626.34	0.00	1,14,086.52	34,122.41	3.34	-99.90%	Company Trade Payable has been increased and Turnover has been Decreased.
Net capital turnover ratio	272.74	34,986.29	0.01	1,28,063.34	54,605.53	2.35	-99.67%	Company Turnover has been decreased.
Net profit ratio	- 10,542.80	272.74	-38.65	3,421.62	1,28,063.34	0.03	-144776.38%	The raatio has been Decreased due to the company has incurred loss during the year also Turnover has been Decreased.
Return on capital employed	- 7,254.43	72,591.46	-0.10	5,415.39	83,733.12	0.06	-254.52%	The decrease in return on equity ratio due to the company has incurred loss during the year .
Return on Investments	-	-	-	-	-	0.00	0.00%	NA

FRASER AND COMPANY LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED
Note 2 : PROPERTY, PLANT & EQUIPMENT (PPE)

(₹ In 000)

SR. NO.	PARTICULARS	GROSS BLOCK					DEPRECIATION/AMORTIZATION					NET BLOCK	
		As at 01-04-2024	Additions	Transfers	Adjustments/ Disposal	As at 31-03-2025	As at 01-04-2024	For the Year	Transfers	Adjustments/ Disposal	As at 31-03-2025	As at 31-03-2025	As at 31-03-2024
		Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
	TANGIBLE FIXED ASSETS												
1	Furniture & Fixtures	-	-	-	-	-	-	-	-	-	-	-	-
2	Office Equipment	55.61	-	-	-	55.61	4.71	22.94	-	-	27.65	27.96	50.89
3	Computer	10.80	-	-	-	10.80	0.95	6.22	-	-	7.17	3.63	9.85
4	Motor Car	5,562.69	-	-	4,060.21	1,502.48	3,432.01	298.79	2,839.69	-	891.11	611.37	2,130.68
	TOTAL	5,629.09	-	-	4,060.21	1,568.89	3,437.67	327.94	2,839.69	-	925.93	642.95	2,191.42
	Previous Year	5,562.69	66.41	-	-	5,629.09	2,687.67	750.01	-	-	3,437.67	2,191.42	2,875.02

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED
Note 2 : PROPERTY, PLANT & EQUIPMENT (PPE)

SR. NO.	PARTICULARS	GROSS BLOCK					DEPRECIATION/AMORTIZATION					NET BLOCK	
		As at 01-04-2023	Additions	Transfers	Adjustments/ Disposal	As at 31-03-2024	As at 01-04-2023	For the Year	Transfers	Adjustments/ Disposal	As at 31-03-2024	As at 31-03-2024	As at 31-03-2023
		Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
	TANGIBLE FIXED ASSETS												
1	Furniture & Fixtures	-	-	-	-	-	-	-	-	-	-	-	-
2	Office Equipment	-	55.61	-	-	55.61	-	4.71	-	-	4.71	50.89	-
3	Computer	-	10.80	-	-	10.80	-	0.95	-	-	0.95	9.85	-
4	Motor Car	5,562.69	-	-	-	5,562.69	2,687.67	744.34	-	-	3,432.01	2,130.68	2,875.02
	TOTAL	5,562.69	66.41	-	-	5,629.09	2,687.67	750.01	-	-	3,437.67	2,191.42	2,875.02
	Previous Year	8,450.89	165.34	-	3,053.54	5,562.69	3,161.72	1,196.88	-	1,670.93	2,687.67	2,875.02	5,289.18

Fraser and Company Limited
Notes to Financial Statements for the year ended 31st March, 2025

Note 33

Deferred Tax Asset has not been recognised since it is not probable that taxable profit will be available in future against which the deductible temporary difference can be utilised.

Note 34

The Company has not made any provisions with regards to Employee Benefits as specified under Ind AS – 19 – Employee Benefits during the year on the basis of the fact that no employees at the end of the year have completed eligible period for gratuity.

Note 35

Certain Trade receivables, Advances and Trade payables as at March 31, 2025 are subject to confirmation of balances and reconciliation with the respective parties, the impact of which is not ascertained. The financial statements do not include the impact of adjustments, if any, which may arise out of the confirmation and reconciliation process. Management is of the opinion that there will be no significant impact on the financial statements.

Note 36

In the opinion of the Board the Current Assets, Loans & Advances are realisable in the ordinary course of business atleast equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

Note 37 : Other Statutory Information

i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

ii) The company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period

iii) The Company has not been declared as wilful defaulter by any bank or financial institutions or other lenders.

iv) During the audited period, the Company has not revalued its Property, Plant and Equipments.

v) The Company have not traded or invested in Crypto currency or Virtual Currency during the audited period.

vi) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

vii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

viii) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

ix) Based on the information available with the Company, the Company do not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

Note 38

The Balance sheet, Statement of profit and loss, Statement of significant accounting policies and the other explanatory Notes form an integral part of the financial statements of the Company for period ended 31st March, 2025 & 31st March 2024.

Accompanying Notes to Financial Statements
In terms of our report of even date

For A M S & CO LLP
Chartered Accountants
Firm Reg. No. 130878W

Sd/-

Ashok Kumar Puri
Partner
Membership No. 128996

Place : Mumbai
Date : 30th May, 2025

For and On behalf of the Board
For FRASER AND COMPANY LIMITED,

Sd/-
Omkar Rajkumar Shivhare
(Managing Director)
[DIN:- 08374673]

Sd/-
Vijay Ramesh Solanki
(Chief Financial Officer)
PAN : CRWPS2186

Place : Mumbai
Date : 30th May, 2025

Sd/-
Anjana Mahendra Jagger
(Company Secretary)
PAN : AHPPJ3854M

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 and on behalf of the Board of Directors of
FRASER AND COMPANY LIMITED
(CIN: L51100MH1917PLC272418)**

SD/-

**OMKAR RAJKUMAR SHIVHARE
MANAGING DIRECTOR
DIN: 08374673**