



# FRASER AND COMPANY LIMITED

CIN – L51100MH1917PLC272418

GSTIN - 27AAACF3592R1ZZ

**100** YEARS  
Incorporated Since 1917

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

**Tuesday 06<sup>th</sup> Day of August, 2024**

To,

**Mr. Omkar Rajkumar Shivhare  
Mr. Vinod Gopaldas Gulrajani  
Mrs. Yogeeta Rajkumar Shivhare  
Mr. Durgaprasad Dattaram Prabhu  
Mr. Raj Kumar Rajpurohit  
Mr. Vijay Ramesh Solanki**

**(Whole-time Director)  
(Independent Director)  
(Executive Director)  
(Independent Director)  
(Independent Director)  
(Executive Director)**

**Subject: Notice of the Board Meeting (2024-2025):**

Dear Sir(s)/ Madam,

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

**Date: August 13<sup>th</sup>, 2024  
Day: Tuesday  
Time: 04:00 P.M  
Venue: Ground Floor - Sneh Plot No 6a, , Road No.2, Abhinav  
Nagar, Borivali (E), Opp CTRC Training Centre,  
Mumbai- 400066**

The Agenda for this Meeting is attached to this Notice.  
You are requested to make it convenient to attend the Meeting.

Thanking you,

Yours sincerely,

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

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



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## **AGENDA ITEMS FOR MEETING NO. 04/2024-2025 OF FRASER AND COMPANY LIMITED**

ITEM NO	PARTICULARS
1	To grant Leave of Absence if any, to any Member of the Board of Directors of the Company.
2	To confirm presence of Quorum for transacting business under Section 174 of the Companies Act, 2013.
3	To Elect a Chairperson of the Meeting.
4	To read and take note of the Minutes of previous Board Meeting.
5	To approve Un-Audited Standalone Financial Results for the Quarter ended June 30th, 2024.
6	To take note of the Listing Compliances for the Quarter ended June 30th, 2024.
7	To adopt the Secretarial Auditors' Report for the financial year 2023-2024.
8	To appoint M/s. AAS & Associates as the Scrutinizers for the upcoming Annual General Meeting.
9	To issue Notice and Call for the 'Annual General Meeting' of the Company.
10	Any other Business with the permission of the Chair.

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

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



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

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

**ITEM NO. 02: TO CONFIRM PRESENCE OF QUORUM:**

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

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

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

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

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

The Minutes of the previous Meeting of the Board of Directors held on July 09<sup>th</sup>, 2024 will be tabled at the Meeting as Annexure I before the Board of Directors.

The Directors may read and note the same.

**ITEM NO. 05: TO APPROVE UN-AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30<sup>th</sup>, 2024:**

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

**“RESOLVED THAT** the Un-Audited Standalone Financial Results for the Quarter ended June 30<sup>th</sup>, 2024 along with the Limited Review Report of the Statutory Auditor, placed before the Meeting, be and are hereby approved.”

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



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**ITEM NO. 06: TO TAKE NOTE OF THE LISTING COMPLIANCES FOR THE QUARTER ENDED JUNE 30<sup>th</sup>, 2024:**

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

**a) To take on record, the Statement of Investor Complaints pursuant to Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the Quarter ended June 30<sup>th</sup>, 2024:**

As required under Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has filed the Statement of Investor Grievance Report for the Quarter ended June 30<sup>th</sup>, 2024 with the Bombay Stock Exchange Limited.

The Board is requested to take note of the same.

**b) To take on record, the Certificate received from M/s, Purva Shareregistry India Private Limited, the Registrar and Share Transfer Agents pursuant to Regulation 74(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the Quarter ended June 30<sup>th</sup>, 2024:**

As required under Regulation 74(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has filed the Certificate received from the Registrar and Share Transfer Agents of the Company, for the Quarter ended June 30<sup>th</sup>, 2024 with the Bombay Stock Exchange Limited.

The Board is requested to take note of the same.

**c) To take on record, the Reconciliation of Share Capital Audit Report as per Regulation 76 of SEBI (Depositories and Participants) Regulation, 2018 for the Quarter ended June 30<sup>th</sup>, 2024:**

As required under Regulation 76 of SEBI (Depositories and Participants) Regulation, 2018, the Company has filed the Reconciliation of Share Capital Audit Report dated July 17<sup>th</sup>, 2024 in compliance with regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 for the Quarter ended June 30<sup>th</sup>, 2024, with the Bombay Stock Exchange Limited.

The Board is requested to take note of the same.

**d) To take on record, the Share Holding Pattern of the Company pursuant to Regulation 31 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 for the Quarter ended June 30<sup>th</sup>, 2024:**

As required under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has filed the Statement showing holding of securities for the



quarter ended June 30<sup>th</sup>, 2024, with the Bombay Stock Exchange Limited in the prescribed format as specified by the SEBI.

The Board is requested to take note of the same.

**e) To take on record, the Non-Applicability Letter submitted in pursuance of Regulation 27(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 for the Quarter ended June 30<sup>th</sup>, 2024:**

The Company has filed a Non-Applicability Letter with regards to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the quarter ended June 30<sup>th</sup>, 2024, with the Bombay Stock Exchange Limited in the prescribed format as specified by the SEBI.

The Board is requested to take note of the same.

**f) To take on record, the Non-Applicability Letter submitted in pursuance of Regulation 32(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 for the Quarter ended June 30<sup>th</sup>, 2024:**

The Company has not made any Public Issue, Rights Issue, Preferential Issue, etc. The Company has filed a Non-Applicability Letter with regards to Regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the quarter ended June 30<sup>th</sup>, 2023, with the Bombay Stock Exchange Limited in the prescribed format as specified by the SEBI.

The Board is requested to take note of the same.

**ITEM NO. 07: TO ADOPT THE SECRETARIAL AUDITORS' REPORT FOR THE FINANCIAL YEAR 2023-2024:**

The Chairman shall apprise the Board on the Secretarial Audit Report for the year ended March 31<sup>st</sup>, 2024, as furnished by the Secretarial Auditors of the Company, M/s. AAS & Associates, Practicing Company Secretaries.

The Copies of the Report were already circulated to the Directors and the same shall again be laid before the Meeting for perusal and consideration of the Board.

The Board shall take note of the contents of the Report and also note that there were no qualifications or observations or other remarks made in the Report.

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

**“RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report of the Company for the Financial Year ended March 31<sup>st</sup>, 2024



as given by M/s. AAS & Associates, Practicing Company Secretaries and tabled before the Meeting, be and is hereby adopted.

**ITEM NO. 08: TO APPOINT M/S. AAS & ASSOCIATES AS THE SCRUTINIZERS FOR THE UPCOMING ANNUAL GENERAL MEETING:**

The Chairman informed the board that in accordance with the provisions of Rule 22(5) of the companies (Management and Administration) Rules, 2014, as a scrutinizer needs to be appointed who can conduct the postal ballot voting process in a fair and transparent manner.

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

**“RESOLVED THAT** Ms. Prerna Gupta Practicing Company Secretary, Partner of M/s. AAS and Associates (Membership No.8612) be and hereby appointed as the Scrutinizer for the period and conduct the postal ballot voting process in a fair and transparent manner.

**ITEM NO. 09: TO ISSUE NOTICE AND CALL FOR THE 'ANNUAL GENERAL MEETING' OF THE COMPANY:**

The Board approve the date issue notice and call for the Annual General Meeting.

**ITEM NO. 10: ANY OTHER BUSINESS WITH THE PERMISSION OF THE CHAIR:**

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