

**NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of Fraser and Company Limited will be held on **Tuesday, 14<sup>th</sup> March, 2023**, at **Symphony, Evershine Millennium Paradise Club, Thakur Village, Kandivali East, Mumbai 400101** at **11:00 A.M.** to transact the following Business:

**SPECIAL BUSINESS:****1. TO APPROVE THE ALTERATION OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the Provisions of Section 4, Section 13 and other applicable Provisions, if any, of Companies Act, 2013, including any statutory modifications or re-enactment thereof, for the time being in force, and the Rules framed there under, as amended from time to time, subject to the approval of the Registrar of Companies, Mumbai, the consent of the Members of the Company, be and is hereby accorded to alter the Main Object Clause of the Company in entirety by inserting the following Clause under III (A):

- 1. To carry on the business as promoters, developers, engineers, contractors and builders of and to purchase, sell, resell, give or take on lease or rent, land, lay out, develop, redevelop, construct, build, erect, demolish, re-erect, alter, repair, remodel commercial, industrial and residential houses or buildings of every type, housing societies, flat schemes, apartments, town ships, commercial buildings, offices, factories, warehouses, shops, godowns, farm houses, markets, malls, schools, colleges, educational institution, hotels, resorts, motels, theatres, hospitals, recreation centers, special economic zones and to undertake all type of contracts entailing Build Operate Transfer (BOT) or Build Operate Lease Transfer (BOLT) of roadways, national highways, bridges, flyovers, sewers, canals, docks, wells, springs, dams, racecourses, watercourses, reclamation, water parks, irrigation scheme, entertainment complex, industrial complex, business parks, business corridors, harbors, power plants, reservoirs, embankments, mining and excavation for mining in any land or place or otherwise on ownership/lease/rent and minerals, excavation and/or of construction, and structural or architectural work of any nature whatsoever in India or abroad and for that purpose to acquire, purchase land, assets, liabilities, shares of any company, firm or corporation engaged into the same business and also to acquire, develop and or redevelop lands, buildings and other properties.*



2. *To do business of builders constructors and engineers, contractors, decorators, designers, planners, building experts and advisers, dealers in various kinds of stones, bricks, cement lime, sand, timbers, iron, and other building materials, paints and varnishes of all types and to employ engineers, machines, masons, carpenters, scaffold setters, painters, electricians and other technicians as may be found necessary in the efficient handling and carrying on the business of the Company and to deal in all sorts of building materials, including but not limited to marble, mosaic floor tiles, concrete hume-pipes, precast, concrete, hollow, bricks, stonequarry, aggregate metals of all sizes, pre-cast material suitable for buildings, bridges, roads.*

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, any of the Director of the Company, be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary e-Forms with the Registrar of Companies, Mumbai.”

2. **TO APPROVE THE APPOINTMENT OF MR. KAUSTUBH RAVINDRA SHETYE (DIN: 08545901) AS THE MANAGING DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** in accordance with the Provisions of Sections 152, 161 and other applicable Provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Kaustubh Ravindra Shetye (DIN: 08545901) who was appointed as an Additional (Executive) Director of the Company with effect from December 28<sup>th</sup>, 2022, and who holds office up to the date of this Extra-Ordinary General Meeting who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as the Executive Director of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Act and Companies (Appointment and Remuneration of Managing Personnel) Rules, 2014, the consent of the Members of the Company, be and is hereby accorded to appoint Mr. Kaustubh Ravindra Shetye (DIN: 08545901), as the Managing Director of the Company with effect from February 13<sup>th</sup>, 2023, on the terms and conditions as mentioned in the Agreement as may be executed between the parties from time to time in this respect.”



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

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

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

**3. REGULARIZATION OF ADDITIONAL (NON-EXECUTIVE INDEPENDENT) DIRECTOR, MR. VINOD GOPALDAS GULRAJANI (DIN: 03447191) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** in accordance with the Provisions of Sections 152, 161 and other applicable Provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Vinod Gopaldas Gulrajani (DIN: 03447191) who was appointed as an Additional (Non-Executive Independent) Director of the Company with effect from December 26<sup>th</sup>, 2022, and who holds office up to the date of this Extra-Ordinary General Meeting who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as the Non-Executive Independent Director of the Company.”

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



**4. REGULARIZATION OF ADDITIONAL (EXECUTIVE) DIRECTOR MRS. YOGEETA RAJKUMAR SHIVHARE (DIN: 08436055) AS THE EXECUTIVE DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** in accordance with the Provisions of Sections 152, 161 and other applicable Provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Yogeeta Rajkumar Shivhare (DIN: 08436055) who was appointed as an Additional (Executive) Director of the Company with effect from December 28<sup>th</sup>, 2022, and who holds office up to the date of this Extra-Ordinary General Meeting who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as the Executive Director of the Company.”

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

**5. REGULARIZATION OF ADDITIONAL (NON-EXECUTIVE INDEPENDENT) DIRECTOR MR. DURGAPRASAD DATTARAM PRABHU (DIN: 09838212) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** in accordance with the Provisions of Sections 152, 161 and other applicable Provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Durgaprasad Dattaram Prabhu (DIN: 09838212) who was appointed as an Additional (Non-Executive Independent) Director of the Company with effect from December 28<sup>th</sup>, 2022, and who holds office up to the date of this Extra-Ordinary General Meeting who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as the Non-Executive Independent Director of the Company.”

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



**6. REGULARIZATION OF ADDITIONAL (NON-EXECUTIVE INDEPENDENT) DIRECTOR MR. RAJKUMAR RAJ PUROHIT (DIN: 09838042) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** in accordance with the Provisions of Sections 152, 161 and other applicable Provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Rajkumar Raj Purohit (DIN: 09838042) who was appointed as an Additional (Non-Executive Independent) Director of the Company with effect from December 28<sup>th</sup>, 2022, and who holds office up to the date of this Extra-Ordinary General Meeting who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as the Non-Executive Independent Director of the Company.”

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

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

SD/-

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

**DATE:** 13/02/2023

**PLACE:** Mumbai



**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) and as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 setting out material facts in relation to the special business of the Notice, is annexed hereto.
2. Remote e-Voting and Voting on the date of the EGM: 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of Remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. A Member entitled to attend and vote at the General Meeting (the meeting) is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself and such proxy need not to be a Member of the company. The proxy, in order to be effective & valid, should be duly completed, stamped and signed and must be lodged at the Registered Office of the company not less than 48 hours before the commencement of the meeting. The blank proxy form is enclosed.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders.

4. In terms of the provisions of Section 112 and 113 of the Act read with the aforesaid circulars Institutional/ Corporate Shareholders (i.e. other than individuals, HUF and NRI etc.) are entitled to appoint their authorized representatives to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting the joint holders with highest, in order of names will be entitle to vote.
6. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.



7. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, March 08<sup>th</sup>, 2023 to Tuesday, March 14<sup>th</sup>, 2023 (both day inclusive) for the purpose of Book Closure.
8. The Register of Directors' and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 shall be available for inspection at the Register Office of Company during the business hours on all working days up to the date of the Meeting and will be open for inspection during the Meeting also.
9. In compliance with MCA General circular no. 20/2020 dated 5<sup>th</sup> May, 2020 and MCA General circular no. 10/2022 dated 5<sup>th</sup> May, 2022 and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 Notice of the Meeting is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website at <http://www.fraserindia.co.in/> and website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com).
10. The Scrutinizer, M/s. AAS & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting/e-voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman or any person authorized by him after completion of the scrutiny and the results of voting will be announced after the EGM of the Company. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the EGM. The result will also be displayed on the website of the Company [www.fraserindia.co.in](http://www.fraserindia.co.in) and [www.bseindia.com](http://www.bseindia.com) (where the Company is listed).
11. Members seeking any information with regard to the accounts are requested to write to the Company at an early date (i.e. not later than 7 days before Extra-Ordinary General Meeting), so as to enable the Management to keep the information ready at the Extra-Ordinary General Meeting.
12. Shareholders who have still not registered their E-mail ID are requested to get their E-mail ID registered as follows:

Shareholders holding Shares in Physical Mode: Such Shareholders are requested to register their E-mail ID with the Registrar and Share Transfer Agent ("RTA") of the Company Viz. Purva Sharegistry (India) Pvt Ltd by sending request to Company's RTA on [support@purvashare.com](mailto:support@purvashare.com) or to the Company at [fraseracp@gmail.com](mailto:fraseracp@gmail.com). The said request be accompanied with Form ISR-1 for KYC updation.

Shareholders holding Shares in Dematerialized Mode: Such Shareholders are requested to register their e-mail ID with the relevant Depository Participant(s). In case of any queries



/ difficulties in registering the e-mail address, Shareholders may write to RTA at [support@purvashare.com](mailto:support@purvashare.com) or to the Company at [fraseracp@gmail.com](mailto:fraseracp@gmail.com).

Those physical shareholders who have not yet submitted Form ISR-1, ISR-2, SH-13/SH-14 are requested to submit the same to RTA/Company at earliest. Those shareholders who are holding shares in dematerialized mode are requested to ensure that aforesaid KYC details and nomination are updated with their depository participants.

13. Members\Proxies are requested to bring duly filled Attendance Slips and their copies of the report will not be distributed at the meeting.
14. Members/Proxies/Representatives holding shares in Demat form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the meeting.
15. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address ,dematerialization of shares etc. will be attended to and processed at the office of the RTA Viz. Purva Sharegistry (India) Pvt Ltd by sending request to Company's RTA on [support@purvashare.com](mailto:support@purvashare.com)
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone /mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code etc., to their DPs in case the shares are held by them in electronic form and to LI IPL in case the shares are held by them in physical form.
17. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in Demat form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the RTA of the Company.
18. Non-Resident Indian members are requested to inform the companies' Registrar and Share Transfer Agents immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
19. The members whose names appear in the register of members/list of beneficial owners as received from Central Depository Services (India) limited (CDSL) on Wednesday, 08<sup>th</sup> March, 2023 shall be entitled to vote by ballot paper attending Meeting in person (s) on the resolutions set for in this notice and the person who are not member as on the cut-off date should treat this notice for information purpose only.





20. A person, who becomes a member of the company after send /dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Friday, February 10<sup>th</sup>, 2023 may obtain the User ID and password. A person, who is member as on Wednesday, March 08<sup>th</sup>, 2023 will be eligible to vote and attend the General Meeting.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING:**

- a) The voting period begins on Saturday, March 11<sup>th</sup>, 2023 @ 09:00 A.M. and ends on Monday, March 13<sup>th</sup>, 2023 @ 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, March 08<sup>th</sup>, 2023 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional Shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**STEP 01: ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE:**

- d) In terms of SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to



increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li data-bbox="492 541 1403 825">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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li data-bbox="492 877 1403 1287">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 e-Voting 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 meeting &amp; 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, so that the user can visit the e-Voting service providers' website directly.</li><li data-bbox="492 1339 1403 1455">3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li data-bbox="492 1507 1403 1793">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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where</li></ol>



	<p>the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>.</p>	<ol style="list-style-type: none"><li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining meeting &amp; voting during the meeting.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining meeting &amp; voting during the meeting.</li></ol>



<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	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 meeting & voting during the meeting.
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**Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CSDL.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**STEP 02: ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE:**

- e) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
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. Click on "Shareholders" module.
3. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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*****
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***

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>





- f) After entering these details appropriately, click on “SUBMIT” tab.
- g) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i) Click on the EVSN for the relevant “**FRASER AND COMPANY**” Limited on which you choose to vote.
- j) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- k) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- l) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- m) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- n) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- o) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- p) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- q) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [fraseracp@gmail.com](mailto:fraseracp@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EOGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 REGARDING SPECIAL BUSINESS:**

**ITEM NO. 01:**

The Company proposes to undertake business of promoters, developers, engineers, contractors and builders of and to undertake purchase, sell, resell, give or take on lease or rent, land, lay out, develop, redevelop, construct, build, erect, demolish, re-erect, alter, etc of every type of housing societies, apartments, town ships, commercial buildings, offices, factories, warehouses, shops, godowns, farm houses, markets, malls, schools, colleges, educational institution, hotels, resorts, motels, theatres, hospitals, recreation centers, special economic zones and to undertake all type of contracts entailing Build Operate Transfer (BOT) or Build Operate Lease Transfer (BOLT) of roadways, national highways, bridges, flyovers, sewers, canals, docks, wells, springs, dams, racecourses, watercourses, reclamation, water parks, irrigation scheme, entertainment complex, etc

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by replacing the old Clause under III (A) in entirety with a new Clause as stated in the Resolution in the annexed Notice. The above amendment would be subject to the approval of the Registrar of Companies, Maharashtra, Mumbai and any other Statutory or Regulatory Authority, as may be necessary.

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

The Board recommends the resolution under Item No. 01 for approval of the Members.

**ITEM NO. 02:**

Mr. Kaustubh Ravindra Shetye (DIN: 08545901) was appointed as an Additional (Executive) Director of the Company with effect from December 28<sup>th</sup>, 2022, who holds office up to the date of this Extra-Ordinary General Meeting is eligible for appointment and has consented to act as Executive Director of the Company.

As per the requirement of sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the prescribed rules of the Companies Rules, 2014, the Board has appointed Mr. Kaustubh Ravindra Shetye (DIN: 08545901) as the Managing Director (Whole-time Key Managerial Personnel) at the 10<sup>th</sup> Board Meeting held on the Monday, February 13<sup>th</sup>, 2023.

The details of Directorships and Committee Memberships of Mr. Kaustubh Ravindra Shetye in other companies are as under:



<b>Name of the Company</b>	<b>Board position held</b>	<b>Committee position held</b>
None	None	None

The company has received (i) the consent in writing from Mr. Kaustubh Ravindra Shetye in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014; (ii) intimation in Form DIR-8 pursuant to the Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules 2014 that he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013.

The details of Mr. Kaustubh Ravindra Shetye as required to be given, pursuant to the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, is annexed herewith. (Annexure I).

The Director shall follow the code of conduct of the company and perform the duties as prescribed by the directors from time to time subject to the provisions of section 166 of the Companies act, 2013. The terms and conditions regarding the appointment and remuneration are mentioned below: (i) Term: 5 years commencing from conclusion of this General Meeting till the General Meeting held in 2028. (ii) Basic salary: As may be decided by Board from time to time.

The company also seeks the approval of the Members by way of Ordinary Resolution as per the provisions of Sections 196, 197 and schedule V of the Companies Act, 2013 read with the Companies rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the appointment of Mr. Kaustubh Ravindra Shetye as the Managing Director of the Company. No directors, key managerial personnel, manager or their relatives is interested or concerned in the above Resolution except Mr. Kaustubh Ravindra Shetye.

The Board recommends the resolution under Item No. 02 for approval of the Members.

### **ITEM NO. 03:**

In the Extraordinary General Meeting (“EGM”) of the Company held on December 10th, 2022, Mrs. Slesha Pradeep Ghosh, Whole-time Director and Mrs. Beatrice Antony, Managing Director were removed as Directors of the Company by the Shareholders of the Company and consequentially ceased to hold their office as Whole-time Director and Managing Director, respectively.

Subsequently, on December 18<sup>th</sup>, 2022, Mr. Vikas Jayprakash Singh, Mr. Shailendra Harishchandra Yadav and Mr. Anand Kumar being Independent Directors of the Company, resigned from the Board, thereby leaving only Mr. Omkar Rajkumar Shivhare on the Board of the Company.



The Company being faced with vacuum of leadership and Board Of Directors of the Company and not having adequate Quorum of Directors to even transact day to day businesses and take appropriate business, managerial and administrative decision for operating and managing the Company, it was proposed to appoint Mr. Vinod Gopaldas Gulrajani as additional director (Independent Director) by the Board in view and in exercise of powers conferred on the Director Mr. Omkar Rajkumar Shivhare under Section 174(2) of the Companies Act, 2013.

Hence, pursuant to the provisions of Section 174(2) of the Companies Act, 2013 conferring right on the only remaining Director Mr. Omkar Rajkumar Shivhare to appoint Additional Director for the purposes of Quorum of Board Meeting, thereby enabling the Board with valid Quorum from discharging various roles, responsibilities and duties under the Act and exercising powers of the Board which only validly constituted board can exercise, it was proposed to appoint Mr. Vinod Gopaldas Gulrajani as Additional Director (Independent) on the Board of the Company ensuring valid Quorum of Board for transacting various business transactions essential for running the Company and keep alive its status as going concern.

Mr. Vinod Gopaldas Gulrajani has given his consent in Form DIR-2 to the Company. In the opinion of the Board, Mr. Vinod Gopaldas Gulrajani has all essential qualifications and satisfied requirements for his appointment as Additional Director (Independent) on the Board of Directors of the Company.

The Board of Directors appointed Mr. Vinod Gopaldas Gulrajani (DIN: 03447191) as an Additional (Non-Executive Independent) Director. Keeping in view his experience and qualifications, it is in the best interest of the Company if he is appointed as the Non-Executive Independent Director of the Company.

The details of Mr. Vinod Gopaldas Gulrajani as required to be given, pursuant to the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, is annexed herewith. (Annexure I).

The details of Directorships and Committee Memberships of Mr. Vinod Gopaldas Gulrajani in other companies are as under:

<b>Name of the Company</b>	<b>Board position held</b>	<b>Committee position held</b>
Blue Pepper Restaurants Private Limited	Director	None

Except for Mr. Vinod Gopaldas Gulrajani and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said Resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 03 for approval of the Members.



**ITEM NO. 04:**

The Board of Directors appointed Mrs. Yogeeta Rajkumar Shivhare (DIN: 08436055) as an Additional (Executive) Director. Keeping in view her experience and qualifications, it is in the best interest of the Company if she is appointed as the Executive Director of the Company.

The details of Mrs. Yogeeta Rajkumar Shivhare as required to be given, pursuant to the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, is is annexed herewith. (Annexure I).

The details of Directorships and Committee Memberships of Mrs. Yogeeta Rajkumar Shivhare in other companies are as under:

<b>Name of the Company</b>	<b>Board position held</b>	<b>Committee position held</b>
None	None	None

Except for Mrs. Yogeeta Rajkumar Shivhare, Mr. Omkar Rajukumar Shivhare, Whole-time Director of the Company and their relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 04 for approval of the Members.

**ITEM NO. 05:**

The Board of Directors appointed Mr. Durgaprasad Dattaram Prabhu (DIN: 09838212) as an Additional (Non-Executive Independent) Director. Keeping in view his experience and qualifications, it is in the best interest of the Company if he is appointed as the Non-Executive Independent Director of the Company.

The details of Mr. Durgaprasad Dattaram Prabhu as required to be given, pursuant to the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, is is annexed herewith. (Annexure I).

The details of Directorships and Committee Memberships of Mr. Durgaprasad Dattaram Prabhu in other companies are as under:

<b>Name of the Company</b>	<b>Board position held</b>	<b>Committee position held</b>
None	None	None

Except for Mr. Durgaprasad Dattaram Prabhu and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.



The Board recommends the resolution under Item No. 05 for approval of the Members.

**ITEM NO. 06:**

The Board of Directors appointed Mr. Rajkumar Raj Purohit (DIN: 09838042) as an Additional (Non-Executive Independent) Director. Keeping in view his experience and qualifications, it is in the best interest of the Company if he is appointed as the Non-Executive Independent Director of the Company.

The details of Mr. Rajkumar Raj Purohit as required to be given, pursuant to the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, is annexed herewith. (Annexure I).

The details of Directorships and Committee Memberships of Mr. Rajkumar Raj Purohit in other companies are as under:

<b>Name of the Company</b>	<b>Board position held</b>	<b>Committee position held</b>
None	None	None

Except for Mr. Rajkumar Raj Purohit and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 06 for approval of the Members.

**Annexure I****The information required to be furnished under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Details of the Directors seeking appointment at the Extra-Ordinary General Meeting (Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

<b>Name</b>	Mr. Kaustubh Ravindra Shetye	Mr. Vinod Gopaldas Gulrajani	Mrs. Yogeeta Rajkumar Shivhare	Mr. Rajkumar Raj Purohit	Mr. Durgaprasad Dattaram Prabhu
<b>Date of Birth</b>	20/05/1990	10/10/1960	11/03/1969	05/09/1976	29/01/1970
<b>DIN</b>	08545901	03447191	08436055	09838042	09838212
<b>Designation</b>	Managing Director	Non-Executive Independent Director	Executive Director	Non-Executive Independent Director	Non-Executive Independent Director
<b>Nationality</b>	Indian	Indian	India	Indian	Indian
<b>Date of Appointment</b>	February 13 <sup>th</sup> , 2023	December, 26 <sup>th</sup> , 2022	December, 28 <sup>th</sup> , 2022	December, 28 <sup>th</sup> , 2022	December, 28 <sup>th</sup> , 2022
<b>Qualification</b>	Diploma in Civil Engineering	Graduate	Graduate	Graduate	Graduate
<b>Expertise in specific function area</b>	Mr. Kaustubh Ravindra Shetye Working in Construction Industry since 2009 and having a rich Business Experience in line with the Business of the Company.	Mr. Vinod Gopaldas Gulrajani is possessing requisite qualification and skills for the said post. He has rich and varied Business Experience of 30 years.	Mrs. Yogeeta Rajkumar Shivhare is possessing requisite qualification and skills for the said post. She has rich and varied Business Experience of 15 years.	Mr. Rajkumar Raj Purohit is possessing requisite qualification and skills for the said post. He has rich and varied Business Experience of 20 years.	Mr. Durgaprasad Dattaram Prabhu is possessing requisite qualification and skills for the said post. He has rich and varied Business Experience of 25 years.
<b>No. of shares held in the Company and shareholding as Beneficiary Owner</b>	46,473	NIL	55,619	NIL	NIL
<b>No. of Board Meeting attended during the Financial Year 2021-22</b>	NA	NA	NA	NA	NA



<b>List of Directorships held in various other Companies (Listed)</b>	NIL	NIL	NIL	NIL	NIL
<b>Details of remuneration sought to be paid and remuneration last drawn</b>	NIL	NIL	NIL	NIL	NIL
<b>Relationship with Director &amp; Key Managerial Personnel</b>	Not Related	Not Related	Immediate Relative of the Whole-time Director Mr. Omkar Rajkumar Shivhare	Not Related	Not Related
<b>List of Chairmanship &amp; Membership of various Committees of the boards of other Companies (Listed)</b>	NIL	NIL	NIL	NIL	NIL
<b>Terms &amp; Conditions of appointment</b>	Managing Director Liable to Retire by rotation.	Non-Executive Independent Director	Executive Director	Non-Executive Independent Director	Non-Executive Independent Director

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

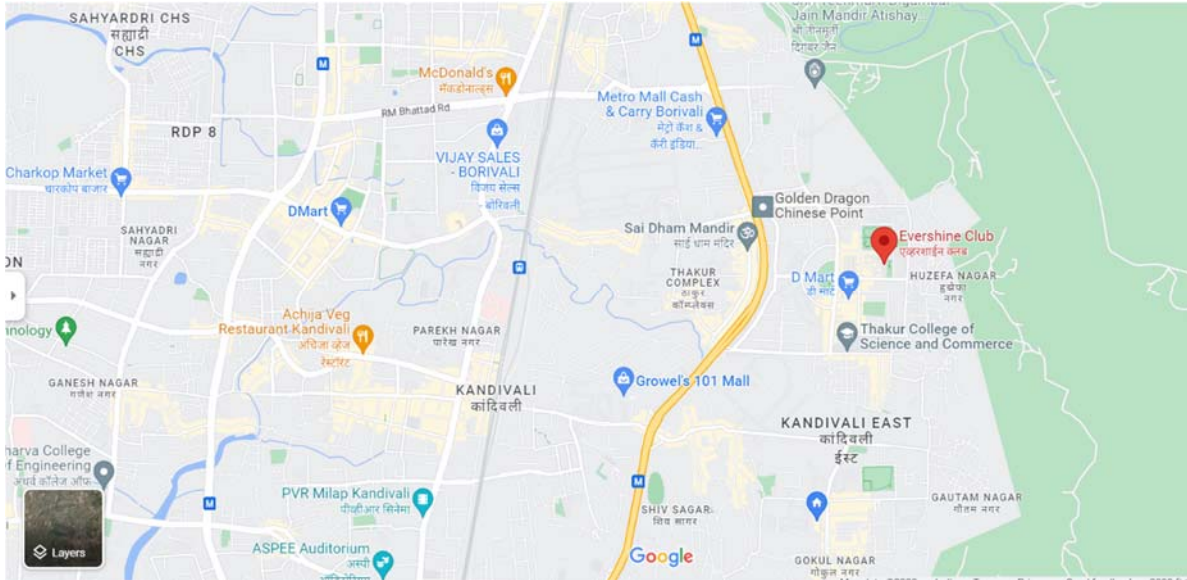
**SD/-**

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

**DATE: 13/02/2023  
PLACE: Mumbai**



## Route Map







**Proxy Form**

**FRASER AND COMPANY LIMITED**

CIN: L51100MH1917PLC272418

Shop No.75, Bldg No.75, B Wing, Evershine Helio CHS Ltd, EMP, Thakur Village, Kandivali (E) Mumbai MH 400101 IN

**FORM NO.MGT-11**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN:** L51100MH1917PLC272418

**Name of the Company:** Fraser and Company Limited

**Registered Office:** Shop No.75, Bldg No.75, B Wing, Evershine Helio CHS Ltd, EMP, Thakur Village, Kandivali (E) Mumbai MH 400101 IN

Name of the member(s)	
Registered Address	
Email ID	
Folio No/ DP ID and Client ID	

I/We, being the member(s) of ..... shares of the above named company, hereby appoint:

1.	Name:	Email ID:
	Address:	Signature:

Or falling him

2.	Name:	Email ID:
	Address:	Signature:

Or falling him

3.	Name:	Email ID:
	Address:	Signature:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at Extra-Ordinary General Meeting of the Members of Fraser and Company Limited (CIN L51100MH1917PLC272418) to be held on Tuesday, March 14<sup>th</sup>, 2023 at 11.00 A.M. at Symphony, Evershine Millennium Paradise Club, Thakur Village, Kandivali East, Mumbai 400101 and at any adjournment thereof in respect of such resolutions as are indicated below:



R.N.	Resolutions	For	Against
1.	To Approve the alteration Object Clause of the Memorandum of Association of the Company.		
2.	To Approve the appointment of Mr. Kaustubh Ravindra Shetye (DIN: 08545901) as the Managing Director of the Company.		
3.	Regularization of Additional (Non-Executive Independent) Director, Mr. Vinod Gopaldas Gulrajani (DIN: 03447191) as the non-Executive Independent Director of the Company.		
4.	Regularization of Additional (Executive) Director Mrs. Yogeeta Rajkumar Shivhare (DIN: 08436055) as the Executive Director of the Company.		
5.	Regularization of Additional (Non-Executive Independent) Director Mr. Durgaprasad Dattaram Prabhu (DIN: 09838212) as the Non-Executive Independent Director of the Company.		
6.	Regularization of Additional (Non-Executive Independent) Director Mr. Rajkumar Raj Purohit (DIN: 09838042) as the Non-Executive Independent Director of the Company		

Signed this ..... day of ..... 2023

Signature of shareholder: .....

Signature of Proxy holder(s): .....

Affix  
Revenue  
Stamp

## Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the General Meeting.
2. A proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of member.
4. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

**Attendance Slip****Registered Office:** Shop No.75, Bldg No.75, B Wing, Evershine Helio CHS Ltd, EMP, Thakur Village, Kandivali (E) Mumbai MH 400101 IN**Email:** fraseracp@gmail.com**Phone:** 9324089432**CIN:** L51100MH1917PLC272418**ATTENDANCE SLIP**Extra-Ordinary General Meeting on, Tuesday, March 14<sup>th</sup>, 2023**Serial No.: 01**

Regd. Folio / DP ID & Client ID	
Name and address of the Member(s)	
Joint Holder 1 Joint Holder 2	
No. of Shares held	

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company at Symphony, Evershine Millennium Paradise Club, Thakur Village, Kandivali East, Mumbai 400101, on Tuesday, March 14<sup>th</sup>, 2023 at 11:00 A.M.

.....

Member's Folio/  
DP ID/Client ID No.

Member's Proxy's name  
(in Block Letters)

Member's/Proxy's Signature

Note: Please complete and sign this attendance slip and hand it over at the Attendance Verification Counter at the Entrance of the Meeting Hall

**ELECTRONIC VOTING PARTICULARS**

<b>EVSN</b> <b>(Electronic Voting Sequence Number)</b>	<b>* Default PAN</b>
230218001	USE YOUR PAN

\* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

**Note:** Please read the instructions printed under the Notice of the Extra-Ordinary General Meeting to be held on Tuesday, March 14<sup>th</sup>, 2023. The voting period begins on Saturday, March 11<sup>th</sup>, 2023 @ 09:00 A.M. and ends on Monday, March 13<sup>th</sup>, 2023 @ 05:00 P.M. The Voting module shall be disabled by CDSL for voting thereafter.