



FRASER AND COMPANY LIMITED

CIN : L51100MH1917PLC272418



Address : Office : Shop No.75, EMP 75, Evershine Helios, Next to Evershine Crown, Thakur Village, Kandivali (E), Mumbai - 400101,
Mobile : +91 9324089432 / 9833107975 Email : fraseracp@gmail.com

Tuesday, 09th Day of July, 2024

To,

General Manager, Listing Department, Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 539032	The Manager, Listing & Compliance Department The CSE Limited 7, Lyons Range, Kolkata-700001 Scrip Code: 016052
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Subject: Outcome of Board Meeting held on July 09th, 2024 pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Dear Sir/ Ma'am,

This is to inform you that the Board of Directors of the Company at its Meeting held today i.e. July 09th, 2024 has inter-alia approved the following businesses:

1. To approve the resignation received from Mr. Kaustubh Ravindra Shetye, Managing Director.

The resignation of Mr. Kaustubh Ravindra Shetye (DIN- 08545901), as the Managing Director of the Company with effect from 09th July, 2024 on the Board of the Company. The requisite disclosure as required as per the requirement of Regulation 30 read with clause 7B of Part A of Schedule III of the Listing Regulations, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 enclosed herewith as **Annexure-A**.

Further the resignation letter received from Mr. Kaustubh Ravindra Shetye is enclosed herewith **Annexure B**.

2. To approve the resignation received from Ms. Kanchan S. Gupta, Chief Financial Officer.

The resignation of Ms. Kanchan S. Gupta, as the Chief Financial Officer of the Company with effect from 08th August, 2024 on the Board of the Company. The requisite disclosure as required as per the requirement of Regulation 30 read with clause 7B of Part A of Schedule III of the Listing Regulations, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 enclosed herewith as **Annexure-C**.



Further the resignation letter received from Ms. Kanchan S. Gupta is enclosed herewith
Annexure D.

3. To approve the appointment of Executive Director- Mr. Vijay Solanki on the Board of Directors of the Company in pursuance of provisions of Section 174(2) of the Act.

The appointment of Mr. Vijay Solanki (DIN: 10683186), as the additional Director of the Company with effect from 09th July, 2024 on the Board of the Company to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting. The brief profile as per the requirement of Regulation 30 read with clause 7B of Part A of Schedule III of the Listing Regulations, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as **Annexure –E.**

Mr. Vijay Solanki is not related to any of the Directors or Key Managerial Personnel or Promoters of the Company.

4. To change Designation of Whole Time Director Mr. Omkar Rajkumar Shivhare to Managing Director of the Company.

The change Designation of Mr. Omkar Rajkumar Shivhare (DIN- 08374673) from Whole Time Director to Managing Director of the Company with effect from 09th July, 2024 on the Board of the Company. The brief profile as per the requirement of Regulation 30 read with clause 7B of Part A of Schedule III of the Listing Regulations, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as **Annexure –F.**

5. To take note of Administrative Warning received from SEBI and discuss on the corrective steps to avoid any such error in future.

6. Any other item with the permission of the chair.

a) Approved the reconstitution of Audit Committee, with immediate effect:

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

b) Approved the reconstitution of Stakeholder Relationship Committee, with immediate effect:

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

The Meeting of the Board of Directors commenced at 11:00 A.M. and concluded at 01.15 P.M.

Kindly acknowledge and take the same on records.

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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Annexure-A**Resignation of Mr. Kaustubh Ravindra Shetye as Managing Director**

Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No.	Particular	Details
A.	Name	Mr. Kaustubh Ravindra Shetye
B.	Reason Viz. Appointment, resignation, removal, death or otherwise	Mr. Kaustubh Ravindra Shetye has tendered his resignation as Director (Executive Director) of the company due to personal and unavoidable circumstances
C.	Date of Resignation	Resignation letter received on 19.06.2024. Resignation accepted w.e.f. 09 th July, 2024.
D.	Brief Profile	NA
F.	Number of shares held	46473
G.	Disclosure of relationship between the directors (in case of appointment of directors)	NA

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Annexure-C**Resignation of Ms. Kanchan S. Gupta as Chief Financial Officer**

Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No.	Particular	Details
A.	Name	Ms. Kanchan S. Gupta
B.	Reason Viz. Appointment, resignation, removal, death or otherwise	Ms. Kanchan S. Gupta has tendered her resignation as Chief Financial Officer of the company due to new business commitments
C.	Date of Resignation	Resignation letter received on 09.07.2024. Resignation accepted w.e.f. 08 th August,2024.
D.	Brief Profile	NA
F.	Number of shares held	NIL
G.	Disclosure of relationship between the directors (in case of appointment of directors)	NA

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Annexure-E**Appointment of Mr. Vijay Ramesh Solanki as Additional Director**

Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No.	Particular	Details
A.	Name	Mr. Vijay Ramesh Solanki
B.	Reason Viz. Appointment, resignation, removal, death or otherwise	Mr. Vijay Ramesh Solanki has been appointed as Additional Director of the company.
C.	Date of Appointment	09.07.2024
D.	Term of appointment	The terms of appointment of additional Director are as approved by the Board in their meeting held on 09.07.2024. Mr. Vijay Ramesh Solanki has been appointed as an Additional Director of the company to hold the office till the date of ensuing Annual General Meeting of the company.
E.	Brief Profile	Mr. Vijay Ramesh Solanki is possessing requisite qualification and skills for the said post. Last 5 year he is work in similar industry.
F.	Number of shares held	NIL
G.	Disclosure of relationship between the directors (in case of appointment of directors)	NIL

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Annexure: F**Change in Designation of Mr. Omkar Rajkumar Shivhare from Whole Time Director to Managing Director**

Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No.	Particular	Details
A.	Name	Mr. Omkar Rajkumar Shivhare
B.	Reason Viz. Appointment, resignation, removal, death or otherwise (Re-Designation)	Mr. Omkar Rajkumar Shivhare Re-designated from Whole-Time Director to Managing Director.
C.	Date of Re-Designation	With effect from 09 th July, 2024.
D.	Brief Profile	Actively working in the industry from last 5 years.
F.	Number of shares held	91892
G.	Disclosure of relationship between the directors (in case of appointment of directors)	NA