

**Saturday, September 30<sup>th</sup>, 2023**

To,

General Manager, Listing Department, <b>Bombay Stock Exchange Limited,</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001  <b>Scrip Code: 539032</b>	The Manager, Listing & Compliance Department <b>The CSE Limited</b> 7, Lyons Range, Kolkata-700001  <b>Scrip Code: 016052</b>
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**Subject: Proceedings of the Annual General Meeting held on Saturday, September 30<sup>th</sup>, 2023:**

Dear Sir,

Pursuant to Provision Regulation 30 read with Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the Annual General Meeting of the Members of the Company held on Saturday, September 30<sup>th</sup>, 2023, at 11:00 A.M. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”). The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Shop No. 75, Bldg No. 75, B Wing, Evershine Helio CHS LTD, EMP, Thakur Village, Kandivali (E) Mumbai MH 400101 IN which shall be the Deemed Venue of the AGM.

Kindly acknowledge the same.

Thanking You,

Yours Faithfully

**FOR FRASER AND COMPANY LIMITED**OMKAR  
RAJKUMAR  
SHIVHAREDigitally signed by OMKAR  
RAJKUMAR SHIVHARE  
DN: cn=OMKAR SHIVHARE,  
o=FRASER AND COMPANY LIMITED,  
ou=Listing Department, email=omkar.shivhare@fraseracp.com,  
c=IN**OMKAR RAJKUMAR SHIVHARE**  
**WHOLE-TIME DIRECTOR**  
**DIN: 08374673**

Encl: As above

**PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING HELD ON  
SATURDAY, SEPTEMBER 30<sup>th</sup>, 2023**

The 105<sup>th</sup> Annual General Meeting of the Members of the Company was held on Saturday, September 30<sup>th</sup>, 2023, at 11:00 A.M. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”). The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Shop No. 75, Bldg No. 75, B Wing, Evershine Helio CHS LTD, EMP, Thakur Village, Kandivali (E) Mumbai MH 400101 IN which shall be the Deemed Venue of the AGM.

Mr. Omkar Rajkumar Shivhare, Whole-time Director of the Company who was appointed as the Chairman for this Annual General Meeting, chaired the Meeting.

<b>DIRECTORS AND KMP IN ATTENDANCE</b>			
<b>S.N.</b>	<b>Name</b>	<b>Designation</b>	<b>Mode and Place of Attending</b>
1	Mr. Omkar Rajkumar Shivhare	Whole-Time Director	joined over VC from Mumbai
2	Mr. Kaustubh Ravindra Shetye	Managing Director	joined over VC from Mumbai
3	Mrs. Yogeeta Rajkumar Shivhare	Executive Director	joined over VC from Mumbai
4	Ms. Kanchan Gupta	CFO	joined over VC from Mumbai
5	Ms. Anjana Jagger	Company Secretary	joined over VC from Mumbai

Total 50 Shareholders attended the Meeting.

As the requisite quorum was present, the Chairman called the Meeting in order. The Chairman welcomed the Shareholders, Directors & other attendees. Chairman informed the Members present that:

1. Since this AGM is being held through VC/OAVM, pursuant to the applicable MCA Circulars read with Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13th, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05th, 2023, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.



2. The Notice convening the Annual General Meeting was duly provided to all Shareholders of the Company and also published in English and Marathi Newspapers. The Notice has also been hosted on Company's Website.
3. As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standards on General Meeting (SS-2) issued by Institute of Company Secretaries of India (ICSI), all the members were provided with the facility to exercise voting by electronic means through e-Voting platform of Central Depository Services (India) Limited on all the Resolutions as set out in the Notice of the Extra-Ordinary General Meeting.
4. The e-Voting period commenced on Wednesday, September 27<sup>th</sup>, 2023 at 09:00 A.M. and ended on Friday, September 29<sup>th</sup>, 2023 at 05:00 P.M.
5. M/s. AAS & Associates, Company Secretaries were appointed as Scrutinizers to Scrutinize the e-Voting process at the Annual General Meeting.

The Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for electronic inspection. Since, there was no physical attendance of Members and in compliance with the relevant circulars, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

The following items of business, as per the Notice of AGM dated September 05<sup>th</sup>, 2023, were tabled at the meeting. Thereafter Chairman then informed the Members that the Company had given an option to the shareholders of the Company to register themselves for speaking at the AGM by sending an email to the Company. At the meeting the Shareholders were provided a facility to ask questions or express their views through VC, audio and through web chat options on the tabled resolutions. Mr. Omkar Rajkumar Shivhare responded to all the queries raised and clarifications sought by the Member.

<b>Resolution Description</b>		<b>Type of Resolution</b>
<b>Ordinary Business</b>		
1	To receive, consider and adopt, the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31st, 2023 together with the Reports of the Board of Directors and Auditors	Ordinary



	thereon	
2	To re-appoint Ms. Yogeta Rajkumar Shivhare (DIN: 08436055) as the Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment	Ordinary
3	To appoint M/s. AMS & Co., Chartered Accountants (FRN.: 130878W) as the Statutory Auditors of the Company:	Ordinary

The Chairman thanked the Members for attending and participating in the 105<sup>th</sup> AGM. He also thanked the Directors for joining the Meeting virtually. Thereafter, the meeting was concluded with a vote of thanks.

**FOR FRASER AND COMPANY LIMITED****OMKAR****RAJKUMAR****SHIVHARE**

Digitally signed by OMKAR  
RAJKUMAR SHIVHARE  
DN: cn=H, o=Everston,  
postalCode=400101,  
st=Maharashtra,  
serialNumber=63277989FF52BA30  
CF9A888F589641084F7D0C0388  
39C8E623648108E652, cn=OMKAR  
RAJKUMAR SHIVHARE  
Date: 2023.09.30 16:00:50 +05'30'

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