

**Monday, October 02nd, 2023**

To,

General Manager, Listing Department, Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 539032/ FRASER	The Manager, Listing & Compliance Department The CSE Limited 7, Lyons Range, Kolkata-700001 Scrip Code: 016052
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Subject: Voting Results and Consolidated Scrutinizer's Report of the Annual General Meeting of the Company under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Dear Sir/Madam,

Pursuant to provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, Voting Results and Consolidated Scrutinizer's Report of the Annual General Meeting of the Company held on Saturday, September 30th, 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 take same on record.

Thanking You,

Yours Faithfully

FOR FRASER AND COMPANY LIMITED

OMKAR
RAJKUMAR
SHIVHARE

Digitally signed by OMKAR
RAJKUMAR SHIVHARE
DN: cn=Omkar Shivhare,
o=Fraser and Company Limited,
ou=Maharashtra,
serialNumber=C79398F1551BA3
& PostalCode=400001, c=IN
c=FRASER AND COMPANY LIMITED
Date: 2023.10.02 10:14:29 +05'30'

OMKAR RAJKUMAR SHIVHARE
WHOLE-TIME DIRECTOR
DIN: 08374673

Encl: As above

**FRASER AND COMPANY LIMITED**
ANNUAL GENERAL MEETING

Date of the Annual General Meeting	September 30 th , 2023
Total number of Shareholders on record date	5,670
Number of Shareholders present in the Meeting either in person or through Proxy:	
Promoters and Promoter Group	NIL
Public	NIL
Number of Shareholders attended the Meeting through Video Conferencing	
Promoters and Promoter Group	02
Public	48

**RESOLUTION NO. 01:**

Resolution Required : (Ordinary)		To receive, consider and adopt, the Standalone Audited Financial Ordinary Statements of the Company for the Financial Year ended March 31 st , 2023 together with the Reports of the Board of Directors and Auditors thereon						
Whether Promoter/ Promoter Group are interested in the Agenda/Resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of Votes e-Voted	% of Votes e-Voted on outstanding Shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on Votes e-Voted	% of Votes against on Votes e-Voted
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	Remote e-Voting	1,61,061	1,61,061	100%	1,61,061	0	100%	0
	Voting at EGM		0	0	0	0	0	0
	Total		1,61,061	100%	1,61,061	0	100%	0
Public Institutions	Remote e-Voting	0	0	0	0	0	0	0
	Voting at EGM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	Remote e-Voting	79,59,239	11,81,021	14.84%	11,80,970	51	99.99%	0.0043%
	Voting at EGM		0	0	0	0	0	0
	Total		11,81,021	14.84%	11,80,970	51	99.99%	0.0043%
Total		81,20,300	13,42,082	16.53%	13,42,031	51	99.99%	0.0038%

**RESOLUTION NO. 02:**

Resolution Required : (Ordinary)		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						
Whether Promoter/ Promoter Group are interested in the Agenda/Resolution?		Yes						
Category	Mode of Voting	No. of Shares held	No. of Votes e-Voted	% of Votes e-Voted on outstanding Shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on Votes e-Voted	% of Votes against on Votes e-Voted
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	Remote e-Voting	1,61,061	NIL	NIL	NIL	NIL	NIL	NIL
	Voting at EGM		NIL	NIL	NIL	NIL	NIL	NIL
	Total		NIL	NIL	NIL	NIL	NIL	NIL
Public Institutions	Remote e-Voting	0	0	0	0	0	0	0
	Voting at EGM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	Remote e-Voting	79,59,239	11,81,021	14.84%	11,80,960	61	99.99%	0.0052%
	Voting at EGM		0	0	0	0	0	0
	Total		11,81,021	14.84%	11,80,960	61	99.99%	0.0052%
Total		81,20,300	11,81,021	14.84%	11,80,960	61	99.99%	0.0052%

**RESOLUTION NO. 03:**

Resolution Required : (Ordinary)		To appoint M/s. AMS & Co., Chartered Accountants (FRN.: 130878W) as the Statutory Auditors of the Company						
Whether Promoter/ Promoter Group are interested in the Agenda/Resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of Votes e-Voted	% of Votes e-Voted on outstanding Shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on Votes e-Voted	% of Votes against on Votes e-Voted
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	Remote e-Voting	1,61,061	1,61,061	100%	1,61,061	0	100%	0
	Voting at EGM		0	0	0	0	0	0
	Total		1,61,061	100%	1,61,061	0	100%	0
Public Institutions	Remote e-Voting	0	0	0	0	0	0	0
	Voting at EGM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	Remote e-Voting	79,59,239	11,81,021	14.84%	11,80,970	51	99.99%	0.0043%
	Voting at EGM		0	0	0	0	0	0
	Total		11,81,021	14.84%	11,80,970	51	99.99%	0.0043%
Total		81,20,300	13,42,082	16.53%	13,42,031	51	99.99%	0.0038%



AAS & ASSOCIATES
Company Secretaries

Date: October 01st, 2023

To,

The Whole-Time Director
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

Subject: Consolidated Scrutinizer's Report on Remote e-Voting for the AGM held on Saturday, September 30th, 2023 at 11:00 A.M. to transact the items as set out in the Notice:

Dear Sir,

We thank you for appointing us as the Scrutinizers for scrutinizing the Remote e-Voting process for the Annual General Meeting (AGM) of your Company held on Saturday, September 30th, 2023 at 11:00 A.M. IST 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.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all aspects.

For AAS & Associates
Company Secretaries

CS Prerna Gupta
Partner



Membership No.: FCS 8612
C.P. No.: 17264
UDIN: F008612E001150940
Peer Review Certificate No: 1951/2022

SCRUTINIZER'S REPORT

(Pursuant to Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)

Name of Company	Fraser and Company Limited
Meeting	Annual General Meeting ("AGM")
Day, Date & Time	Saturday, September 30 th , 2023 at 11:00 A.M. IST
Mode	Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")
Deemed Venue	Shop No. 75, Bldg No. 75, B Wing, Evershine Helio CHS LTD, EMP, Thakur Village, Kandivali (E) Mumbai MH 400101 IN

1. APPOINTMENT AS SCRUTINIZER:

I, Mrs. Purna Gupta, Company Secretary in Practice and the Partner of AAS & Associates, Company Secretaries was appointed as the Scrutinizer for scrutinizing the Remote e-Voting for the AGM of Fraser and Company Limited (hereinafter referred as the "Company") scheduled on Saturday, September 30th, 2023 at 11:00 A.M. IST 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. Our responsibility as a Scrutinizer was to ensure that the Voting process was conducted in a fair and transparent manner and submit the Scrutinizer's Report on the Voting on the Resolutions based on the reports generated from the Electronic Voting System.

The said appointment as Scrutinizer is under the Provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

(i) The process of e-Voting remotely, before the AGM, using an Electronic Voting System on the dates referred to in the Notice calling the AGM ("remote e-voting") and

Management's Responsibility:

The management of the Company is responsible to ensure compliance with the requirements of the (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("LODR") relating to e-Voting on

the Resolutions contained in the Notice calling the AGM. The Management of the Company is responsible for ensuring a secured framework and robustness of the Electronic Voting Systems.

2. DISPATCH OF NOTICE CONVENING THE EGM:

Pursuant to the General Circulars No. 14/2020, 17/2020 and 20/2020 dated 08th April, 2020, 13th April, 2020 and 05th May, 2020 respectively issued by the Ministry of Corporate Affairs, advertisement was published in The Business Standard, all India editions (English Newspaper) and Pratahkal, Mumbai edition (vernacular language newspaper), on Saturday September 09th, 2023, specifying the date and time of AGM, availability of the Notice on Company's website and website of Stock Exchanges, manner of registration of the email IDs by the Members (both physical and demat) who are yet to register their email IDs with the Company, manner of Voting through Remote e-Voting, etc.

The Company informed that on the basis of the Register of Members and the list Beneficial Owners made available by Purva Sharegistry (India) Pvt Ltd, the Registrar and Transfer Agents (RTA) of the Company and the Depositories viz NSDL and CDSL, the Company completed dispatch of Notice of AGM:

(i) On September 07th, 2023 by Email to 5291 Members who had already registered their email ids with the Company/ Depositories.

(ii) No information in regard to registration of email ids has been received by the company pursuant to aforesaid advertisement(s) published by the Company

3. CUT-OFF DATE:

Voting Rights reckoned as on September 23rd, 2023, being the cut-off date for the purpose of deciding the entitlements for Remote e-Voting.

4. REMOTE E-VOTING PROCESS:

4.1 Agency:

The Company appointed NSDL as the Agency for providing the platform for Remote e-Voting.

4.2 Remote e-Voting period:

Remote e-Voting platform was open from Wednesday, September 27th, 2023 at 09:00 A.M. IST and ended on Friday September 29th, 2023 at 05:00 P.M IST and Members were required to cast their Votes electronically conveying their assent or dissent in respect of the Resolutions.

5. COUNTING PROCESS

On completion of Voting at the AGM, we downloaded the results of the Remote e-Voting.

6. RESULTS

7.1 We observed that:

a) 88 Members had cast their Votes through remote e-Voting

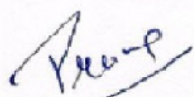
7.2 Consolidated results with respect to each item on Agenda as set out in the Notice of the AGM dated September 05th, 2023 is enclosed herewith.

7.3 Based on the results, we report that all the Ordinary Resolutions set out in Item No. 01, 02 and 03, respectively, of the Notice of the AGM dated September 05th, 2023 has been assented by the Members and accordingly, approved and passed.

7. RESTRICTION ON USE:

This report has been issued at the request of the Company for (i) Submission to Stock Exchanges, (ii) Placing on the website of the Company and (iii) Website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

**For AAS & Associates
Company Secretaries**



**CS Prerna Gupta
Partner**



Membership No.: FCS 8612

C.P. No.: 17264

UDIN: F008612E001150940

Peer Review Certificate No: 1951/2022

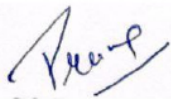
CONSOLIDATED RESULTS

ITEM NO. 01: 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 THEREON:

Particulars	Remote e-Voting		Voting at EGM		Total		Percentage
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	
Assent	86	13,42,031	0	0	86	13,42,031	99.99%
Dissent	02	51	0	0	02	51	0.0038%
Total	88	13,42,082	0	0	88	13,42,082	100%

Based on the aforesaid result, we report that the Ordinary Resolution as set in Item No. 01 of the Notice of the AGM dated September 05th, 2023 has **been approved and passed with requisite majority.**

For AAS & Associates
Company Secretaries



CS Prerna Gupta
Partner



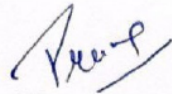
Membership No.: FCS 8612
C.P. No.: 17264
UDIN: F008612E001150940
Peer Review Certificate No: 1951/2022

ITEM NO. 02: TO RE-APPOINT MS. YOGEEETA RAJKUMAR SHIVHARE (DIN: 08436055) AS THE DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT:

Particulars	Remote e-Voting		Voting at EGM		Total		Percentage
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	
Assent	85	13,42,021	0	0	85	13,42,021	99.99%
Dissent	3	61	0	0	3	61	0.0045%
Total	88	13,42,082	0	0	88	13,42,082	100%

Based on the aforesaid result, we report that the Ordinary Resolution as set in Item No. 02 of the Notice of the AGM dated September 05th, 2023 has **been approved and passed with requisite majority.**

For AAS & Associates
Company Secretaries



CS Prerna Gupta
Partner



Membership No.: FCS 8612
C.P. No.: 17264
UDIN: F008612E001150940
Peer Review Certificate No: 1951/2022

ITEM NO. 03: TO APPOINT M/S. AMS & CO., CHARTERED ACCOUNTANTS (FRN.: 130878W) AS THE STATUTORY AUDITORS OF THE COMPANY:

Particulars	Remote e-Voting		Voting at EGM		Total		Percentage
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	
Assent	86	13,42,031	0	0	86	13,42,031	99.99%
Dissent	02	51	0	0	02	51	0.0038%
Total	88	13,42,082	0	0	88	13,42,082	100%

Based on the aforesaid result, we report that the Ordinary Resolution as set in Item No. 03 of the Notice of the AGM dated September 05th, 2023 has **been approved and passed with requisite majority.**

For AAS & Associates
Company Secretaries



CS Prerna Gupta
Partner



Membership No.: FCS 8612
C.P. No.: 17264
UDIN: F008612E001150940
Peer Review Certificate No: 1951/2022