

# FRASER AND COMPANY LIMITED

CIN – L74110MH1917PLC272418

Reg. & Corp. Off. : D/24, Ground Floor, Turakhia Park CHS Ltd., M. G. Road, Kandivali (W), Mumbai - 400 067  
Tel. No.: +91-22-2866 0954 | Email: fraseracp@gmail.com | Website: www.fraserindia.com

Ref. No.  
September 28, 2016

Date :

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
Scrip Code: 539032

**The Calcutta Stock Exchange Limited**  
7, Lyons Range,  
Kolkata– 700 001  
Script Code - 16052

Dear Sir,

**Sub: Voting results under regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Dear Sir,

Pursuant to regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details of voting results of the Annual General Meeting (AGM) of the Company held on September 26, 2016 (Annexure 1). Further, the consolidated report of M/s. Bhuvnesh Bansal & Associates, Scrutinizer on e-voting and voting at the AGM by polling is also enclosed (Annexure 2).

The aforesaid result will be displayed on the website of the Company [www.fraserindia.com](http://www.fraserindia.com).

Kindly take the same on record.

Thanking You

Yours faithfully,  
For Fraser and Company Limited

  
Jignesh Patel  
Whole-time Director  
DIN: 03143531

Encl: a/a



# Fraser and Company Limited

(Annexure I)

Date of Annual General Meeting	September 26, 2016
Total number of shareholders on record date ( Cut-off date i.e. 20th September, 2016 )	1817
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable 27
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	NIL

**Resolution No. 1- To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2016 and statement of Profit & Loss Account for the year ended as on that date together with the reports of the Directors and Auditors thereon.**

Resolution required:

## Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? : No

Category	Mode of Voting	No. of shares held (1)	*No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll							
	Total							
Public- Institutions	E-Voting	800	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	57,19,500	1,98,870	3.48	1,98,870	0	100	0
	Poll		4	0.00	4	0	100	0
	Total	57,19,500	1,98,874	3.48	1,98,874	0	100	0
Total		57,20,300	1,98,874	3.47	1,98,874	0	100	0

\*No. of votes polled does not include 'no. of votes invalid'.



**Resolution No. 2- To appoint Mr. Hemal Arunbhai Mehta (DIN: 06424481) as Director of the Company, who retires by rotation and is eligible for re-appointment.**

Ordinary Resolution										
Resolution required:										
Whether promoter/ promoter group are interested in the agenda/resolution? : No										
Category	Mode of Voting	No. of shares held (1)	*No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil		Nil
	Poll									
	Total									
Public- Institutions	E-Voting	800	Nil	Nil	Nil	Nil	Nil	Nil		Nil
	Poll		-	Nil	Nil	Nil	Nil	Nil		Nil
	Total		-	-	-	-	-	-		-
Public- Non Institutions	E-Voting	57,19,500	1,98,870	3.48	1,98,870	0	100	0		0
	Poll		4	0.00	4	0	100	0		0
	Total	57,19,500	1,98,874	3.48	1,98,874	0	100	0		0
Total		57,20,300	1,98,874	3.47	1,98,874	0	100	0		0

\*No. of votes polled does not include 'no. of votes invalid'.



**Resolution No. 3- To appoint Ms. Amit M Shah as the Statutory Auditor of the Company**

Resolution required:

**Ordinary Resolution**

Whether promoter/ promoter group are interested in the agenda/resolution? :		No									
Category	Mode of Voting	No. of shares held (1)	*No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100			
Promoter and Promoter Group	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil			
	Poll										
Total											
Public- Institutions	E-Voting	800	Nil	Nil	Nil	Nil	Nil	Nil			
	Poll		—	Nil	Nil	Nil	Nil	Nil			
Total											
Public- Non Institutions	E-Voting	57,19,500	1,98,870	3.48	1,98,870	0	100	0			
	Poll		4	0.00	4	0	100	0			
Total		57,19,500	1,98,874	3.48	1,98,874	0	100	0			
Total		57,20,300	1,98,874	3.47	1,98,874	0	100	0			

\*No. of votes polled does not include 'no. of votes invalid'.



**Resolution No. 4-To appoint Mr. Jignesh Kumar N Patel (DIN: 03143531) as an Whole Time Director**

**Resolution required:**

**Special Resolution**

Whether promoter/ promoter group are interested in the agenda/resolution? :		No						
Category	Mode of Voting	No. of shares held (1)	*No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll							
Total								
Public- Institutions	E-Voting	800	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		—	Nil	Nil	Nil	Nil	Nil
	Total		—	—	—	—	—	—
Public- Non Institutions	E-Voting	57,19,500	1,98,870	3.48	1,98,870	0	100	0
	Poll		4	0.00	4	0	100	0
	Total	57,19,500	1,98,874	3.48	1,98,874	0	100	0
Total		57,20,300	1,98,874	3.47	1,98,874	0	100	0

\*No. of votes polled does not include 'no. of votes invalid'.



**Resolution No. 5 - To appoint Mr. Hemal Arunbhai Mehta (DIN: 06424481) as an Whole Time Director**

Special Resolution										
Resolution required:										
Whether promoter/ promoter group are interested in the agenda/resolution? : No										
Category	Mode of Voting	No. of shares held (1)	*No. of votes polled - (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100		
Promoter and Promoter Group	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil		Nil
	Poll									
	Total									
Public- Institutions	E-Voting	800	Nil	Nil	Nil	Nil	Nil	Nil		Nil
	Poll									Nil
	Total									
Public- Non Institutions	E-Voting	57,19,500	1,98,870	3.48	1,98,870	0	100	0		0
	Poll		4	0.00	4	0	100	0		0
	Total	57,19,500	1,98,874	3.48	1,98,874	0	100	0		0
Total		57,20,300	1,98,874	3.47	1,98,874	0	100	0		0

\*No. of votes polled does not include 'no. of votes invalid'.



**Resolution No. 6 - To appoint Mr. Mayur Patel (DIN: 05296515) as an Independent Non Executive Director**

**Ordinary Resolution**

Resolution required:

Whether promoter/ promoter group are interested in the agenda/resolution? : No

Category	Mode of Voting	No. of shares held	*No. of votes polled (1)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll							
	Total							
Public- Institutions	E-Voting	800	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		-	Nil	Nil	Nil	Nil	Nil
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	57,19,500	1,98,870	3.48	1,98,870	0	100	0
	Poll		4	0.00	4	0	100	0
	Total	57,19,500	1,98,874	3.48	1,98,874	0	100	0
Total		57,20,300	1,98,874	3.47	1,98,874	0	100	0

\*No. of votes polled does not include 'no. of votes invalid'.



Resolution No. 7 - To appoint Mr. Rajendra Kumar Kherala (DIN: 07567681) as an Independent Non Executive Director									
Resolution required: Ordinary Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution? : No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter	E-Voting Poll Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Institutions	E-Voting Poll Total	800	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	E-Voting Poll Total	57,19,500	1,98,870	3.48	1,98,870	0	100	0	0
Total		57,19,500	1,98,874	3.48	1,98,874	0	100	0	0
		57,20,300	1,98,874	3.47	1,98,874	0	100	0	0



\*No. of votes polled does not include 'no. of votes invalid'.



**CONSOLIDATED SCRUTINIZER REPORT  
FOR E VOTING AND POLL**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

To  
The Chairman  
Fraser and Company Limited  
D/24, Ground Floor, Turakhia Park CHS Ltd.,  
M.G. Road, Kandivali (West),  
Mumbai - 400 067

Dear Sir,

Passing of Resolutions through E-voting and Poll conducted at the Annual General Meeting of Fraser And Company Limited held on 26<sup>th</sup> September, 2016.

I, Bhuwnesh Bansal, Practicing Company Secretary (FCS - 6526/CP-9089) have been appointed as the Scrutinizer by the Board of Directors of Fraser And Company Limited for the purpose of scrutinizing the E-voting process held between 23.09.2016 (9.00 A.M) to 25.09.2016 (5.00 P.M.) and the Chairman of Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll conducted on the resolution(s) contained in the Notice of the Annual General Meeting of the Members of the Company held on Monday, 26<sup>th</sup> September, 2016 at D/24, Ground Floor, Turakhia Park CHS Ltd., M.G. Road, Kandivali (West), Mumbai - 400 067 at 11.00 A.M.

**Responsibility of the Management**

The management of the Company is responsible to ensure compliance with the requirement of Companies Act, 2013 and the rules made there under in relation to exercising of voting right through electronic means and the poll on the resolutions as set out in the notice convening the Annual General Meeting dated 1<sup>st</sup> August, 2016.

**Responsibility as a scrutinizer**

My responsibility, as the scrutinizer for the E-voting process and poll at the Annual General Meeting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions set out in the notice convening the Annual General Meeting, based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company for providing E-voting facilities and also at the time of poll at the Annual General Meeting.



I submit my report as under:-

1. On completion of E-voting period, in compliance of the provisions of Rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015, I have unblocked the votes on 26.09.2016, in the presence of two witness.
2. At the Annual General Meeting of the Company held on 26<sup>th</sup> September, 2016, the Company has also provided facility for voting by polling paper to the members attending the AGM, who have not cast their vote by E-voting.

The result of E-voting together with that of the Poll is under:-

<A> ORDINARY BUSINESS:

Resolution 1

Adopt Audited Financial Statement for the year ended 31<sup>st</sup> March, 2016, Reports of Board of Directors and Auditors.

(i) Voted in Favour of the resolution:-

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	12	198870	100.00
Poll	3	4	100.00
<b>Total</b>	<b>15</b>	<b>198874</b>	<b>100.00</b>

(ii) Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NIL
Poll	2	224648
<b>Total</b>	<b>2</b>	<b>224648</b>

**Resolution 2**

Re-appointment of Mr. Hemal Arunbhai Mehta (DIN: 06424481) who retires by rotation

(i) Voted in Favour of the resolution:-

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	12	198870	100.00
Poll	3	4	100.00
<b>Total</b>	<b>15</b>	<b>198874</b>	<b>100.00</b>

(ii) Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NIL
Poll	2	224648
<b>Total</b>	<b>2</b>	<b>224648</b>

**Resolution 3**

Appointment of auditors of the Company

(i) Voted in Favour of the resolution:-

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	12	198870	100.00
Poll	3	4	100.00
<b>Total</b>	<b>15</b>	<b>198874</b>	<b>100.00</b>

(ii) Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NIL
Poll	2	224648
<b>Total</b>	<b>2</b>	<b>224648</b>

**<B> SPECIAL BUSINESS:**

**Resolution 4**

Appointment of Mr. Jignesh Kumar N Patel as Whole Time Director

Type of Resolution: Special Resolution

(i) Voted in Favour of the resolution:-

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	12	198870	100.00
Poll	3	4	100.00
<b>Total</b>	<b>15</b>	<b>198874</b>	<b>100.00</b>

(ii) Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NIL
Poll	2	224648
<b>Total</b>	<b>2</b>	<b>224648</b>

**Resolution 5**

Appointment of Mr. Hemal Arunbhai Mehta as Whole Time Director

Type of Resolution: Special Resolution

(i) Voted in Favour of the resolution:-

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	12	198870	100.00
Poll	3	4	100.00
<b>Total</b>	<b>15</b>	<b>198874</b>	<b>100.00</b>

(ii) Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NIL
Poll	2	224648
<b>Total</b>	<b>2</b>	<b>224648</b>

**Resolution 6**

Appointment of Mr. Mayur Patel as an Independent Director

Type of Resolution: Ordinary Resolution

(i) Voted in Favour of the resolution:-

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	12	198870	100.00
Poll	3	4	100.00
<b>Total</b>	<b>15</b>	<b>198874</b>	<b>100.00</b>

(ii) Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NIL
Poll	2	224648
<b>Total</b>	<b>2</b>	<b>224648</b>

**Resolution 7**

Appointment of Mr. Rajendra Kumar Kherala as an Independent Director

Type of Resolution: Ordinary Resolution

(iv) Voted in Favour of the resolution:-

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	12	198870	100.00
Poll	3	4	100.00
<b>Total</b>	<b>15</b>	<b>198874</b>	<b>100.00</b>

(v) Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(vi) Invalid votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NIL
Poll	2	224648
<b>Total</b>	<b>2</b>	<b>224648</b>

All the resolutions stands passed under E-voting and Poll with requisite majority.

Thanking You.

Yours faithfully,

For Bhuvnesh Bansal & Associates



**Bhuvnesh Bansal**

Proprietor

FCS No. - 6526

CP No. - 9089

Place: Mumbai

Date: 27/09/2016

