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Tel.: 022-2868 6735

# FRASER AND COMPANY LIMITED

Reg. Office: B-10, Divya Smit CHS. Ltd., Gaurav Garden Complex,  
Bunder Pakhadi Road, Kandivali (W) Mumbai- 400 067.

FRASER/COM/BSE/18-19/39

February 14, 2019

To,

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001  
**Scrip Code: 539032/ FRASER**

**The CSE Limited**  
7, Lyons Range,  
Kolkata-700001  
**Scrip Code:16052**

**Sub: Outcome of Board Meeting held on Thursday, 14th of February, 2019 at the Registered Office of the Company.**

Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, we hereby inform you that the meeting of Board of Directors of the Company held on **Thursday 14th of February, 2019 at 04:00 P.M and concluded at 05:00 P.M.** at the Registered office of the Company, situated at B-10 , Divya Smit CHS Ltd, Gaurav Garden Complex , Opp. Gaurav Jamuna Building, Bunder Pakhadi Road, Kandivali West , Mumbai-400067 and approved the following item:

**a) Approved Un-Audited Financial Results:-**

Considered and approved the Un-Audited Financial Results of the Company for the quarter and nine months ended December 31st ,20 18.

*{As per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2017. the copy of Un-Audited Financial Results and Limited Review Report is enclosed and marked as 'Annexure I'}.*

**b) Approved the Limited review Report:-**

Taken on record the Limited review Report of the Company for the quarter and nine months ended 31st December, 2018. *(Enclosed as 'Annexure II')*

**c) Took note of the resignation of Mrs. Vanita Parmar from the directorship (Non executive Women director) of the Company. *(Enclosed as 'Annexure III')***



*M.P. Singh*



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- d) Took note of the resignation of Mr. Mayur Patel from the directorship (Non executive Independent Director) of the Company. (Enclosed as 'Annexure IV')
- e) Approved the appointment of Mrs. Avani Shah (DIN:0008361478) for the post of Additional Director (Non executive Independent Director) of the Company. (Enclosed as 'Annexure V')
- f) Took note of the agreement entered with Shraddha Landmark, to act as a Contractor for "Tower parking systems" installation work for Shraddha Evoque. (Enclosed as 'Annexure VI')
- g) Approved budget of Rs.20 Lacs towards expansion of business i.e manufacturing, buying, selling of Eco-friendly products including E Scooters, E bicycles, lithium batteries, Solar panel and other products with go green concept together with their marketing, sampling, branding, research and development activities being a growth prospect for the Company.
- h) Approved the re-constitution of the Committees of the Board.

Meeting Commenced at: 04:00 P.M  
Meeting Concluded at: 05:00 P.M

You are requested to take note of the same and update the same on website of the Exchange.

Thanking You.

Yours Faithfully

FOR FRASER AND COMPANY LIMITED

*mk-d*  
Mr. Vickesh kamdar  
Managing Director  
DIN:05347212



# FRASER AND COMPANY LTD. Annexure-I

CIN :- L51100MH1917PLC272418

Regd. Office: B-10, Divya Smit CHS Ltd., Gaurav Garden Complex, Bunder Pakhadi Rd, Kandivali (W), Mumbai - 400067.

Standalone Unaudited Financial Results for the Quarter and Nine months ended 31st December, 2018

(Amounts in Lakhs)

Sr. No.	Particulars	Quarter ended			Nine Months Ended		Year Ended
		31.12.2018	30.09.2018	31.12.2017	31.12.2018	31.12.2017	31.03.2018
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Revenue From Operations (Net)	120.93	85.40	16.28	225.48	59.98	73.38
2	Other Income (net)	-	-	-	-	-	-
3	Total Revenue (1+2)	120.93	85.40	16.28	225.48	59.98	73.38
4	Expenses						
	Cost of materials consumed	-	-	-	-	-	-
	Purchases of Stock-in-Trade	112.44	80.78	15.08	210.97	55.20	66.70
	Changes in inventories of finished goods, Stock-in -Trade and work-in-	(3.02)	(7.22)	-	(10.23)	-	-
	Employee benefits expense	4.54	0.54	2.74	6.41	8.58	10.70
	Finance costs	-	-	-	-	-	-
	Depreciation and amortization expense	0.27	0.07	0.05	0.39	0.15	0.21
	Other expenses	4.99	1.71	1.12	13.06	7.01	8.27
	Total Expenses	119.23	75.88	18.99	220.60	70.95	85.88
5	Profit/(loss) before exceptional items and tax (3-4)	1.70	9.52	(2.71)	4.89	(10.97)	(12.50)
6	Exceptional Items	-	-	-	-	-	-
7	Profit/(loss) before tax (5-6)	1.70	9.52	(2.71)	4.89	(10.97)	(12.50)
8	Tax expense:						
	(1) Current tax (As per MAT)	0.30	0.61	-	0.91	-	-
	(2) Deferred tax	-	-	-	-	-	-
9	Profit (Loss) for the period from continuing operations (7-8)	1.40	8.91	(2.71)	3.97	(10.97)	(12.50)
10	Other Comprehensive Income						
11	Total Comprehensive Income for the period (9+10)	1.40	8.91	(2.71)	3.97	(10.97)	(12.50)
12	Paid up Equity Share Capital (F. V. of Rs. 10/- per Equity Share)	812.03	572.03	572.03	812.03	572.03	572.03
13	Earnings per Share (of Rs. 10/- per Each) (not annualised) :						
	a) Basic	0.02	0.16	(0.05)	0.06	(0.19)	(0.22)
	b) Diluted	0.02	0.16	(0.05)	0.06	(0.19)	(0.22)

**Notes:**

- 1 The Above Standalone unaudited results for the quarter and nine months ended December, 31st 2018 have been reviewed by Audit committee and approved by the Board of Directors at their meeting held on 14th February, 2019. The Financial results for the quarter and nine months ended December, 31st 2018 have been reviewed by the Statutory Auditor of the Company.
- 2 The financial results of the Company have been prepared in accordance with Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules thereunder and in terms with Regulation 33 of SEBI (LODR) Regulations, 2015 and SEBI circular dated 5th July, 2016.
- 3 There has been no deviation as no proceeds have been utilized till 31.12.2018, raised from the Preferential Issue of 24,00,000 Equity Shares at the price of Rs.10/- each issued at premium of Rs. 0.15/- each to Non Promoters as reviewed by the members of the Audit Committee at their meeting held on the February 14th, 2019.
- 4 Effective from 01st April, 2018 the Company adopted Ind AS 115- " Revenue from Contracts with Customers". The effect of adoption of Ind AS 115 is insignificant on the financial statements.
- 5 The entire operation of the Company relate to only one segment viz. supply of construction and real estate related materials. Hence, as per the Management approach under Ind AS - 108, the company has a single operating segment.
- 6 The earning per share for the quarter and nine month ended 31.12.2018 has been calculated based upon daily weighted average outstanding shares of the Company.
- 7 The figures for the previous period have been regrouped/ reclassified wherever necessary.

By order of the Board of Directors  
For FRASER AND COMPANY LIMITED

*m/ked*  
Mr. Vickesh Kamdar  
(Managing Director)  
DIN:- 05347212



Place : Mumbai  
Date: 14th February, 2019

CA. KIRTI J. SHAH B.Com., F.C.A.

**K. J. SHAH & ASSOCIATES**

**CHARTERED ACCOUNTANTS**

Office : Shop No. D-11, Sai Darshan - 'B', Rambaug Lane,  
Opp. Mulji Nagar, Borivli (West), Mumbai - 400 092.  
☎ : 2864 6766 • Mobile : 98212 80470  
E-mail : kjshahca@yahoo.com

Independent Auditors' Limited Review Report

To,  
The Board of Directors,  
Fraser and Company Limited.,  
Mumbai.

We have reviewed the accompanying statement of Unaudited Standalone Financial Results of **FRASER AND COMPANY LIMITED** ("the Company") for the Quarter and Nine months ended 31<sup>st</sup> December, 2018 ("the statement") attached herewith, being submitted by the company to the stock exchanges viz. BSE and NSE pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement which is the responsibility of the Company's Management and has been approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards (Ind AS) 34 on 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



CA. KIRTI J. SHAH B.Com., F.C.A.

**K. J. SHAH & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

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E-mail : kjshahca@yahoo.com

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Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with aforesaid Indian Accounting Standards (Ind AS) and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

The review of unaudited financial results for the Quarter and Nine months ended 31st December, 2017 included in the Statement was carried out and reported by Statutory Auditor, M/s Amit M. Shah vide their unmodified opinion review report dated 14th February, 2018, whose review report has been furnished to us and which has been relied upon by us for the purpose of our review of the Statement. Our review report is not modified in respect of this matter.

For K. J. SHAH & ASSOCIATES  
Chartered Accountants  
FRN: 127308W



Date: 14<sup>th</sup> February, 2019.  
Place: Mumbai.

Proprietor. **KIRTI J. SHAH**  
Membership No.: 030784 **F.C.A.**



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## 'Annexure III' (Mrs. Vanita Parmar)

### Disclosure pursuant to Regulation 30 of SEBI(LODR) Regulations, 2015

Disclosure Requirements		Details
1	Reason of Change-Resignation	Resignation of Mrs. Vanita Parmar from the post of Non executive Women director (Due to personal reasons)
2	Date of Cessation	11-02-2019
3	Brief profile	N.A
4	Disclosure of relationship between directors (in case of appointment)	N.A

*mked*



## 'Annexure IV' (Mr. Mayur Patel)

### Disclosure pursuant to Regulation 30 of SEBI(LODR) Regulations, 2015

Disclosure Requirements		Details
1	Reason of Change-Resignation	Resignation of Mr. Mayur Patel from the post of Non executive Independent Director (Due to personal reasons)
2	Date of Cessation	11-02-2019
3	Brief profile	N.A
4	Disclosure of relationship between directors (in case of appointment)	N.A

*mked*





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*'Annexure V' (Mrs. Avani Shah )*

**A) Disclosure pursuant to Regulation 30 of SEBI(LODR) Regulations, 2015**

Disclosure Requirements		Details
1	Name of the Director	Avani Nitesh Shah (DIN:0008361478)
2	Father's Name	Rajnikant Chunilal Shah
3	Date of Birth	22/05/1971
4	Shareholding in the Company	NIL
5	Reason	Appointment of Mrs. Avani Shah for the post of additional Director (Non executive Women Director)
6	Date of Appointment	14-02-2019
7	Brief profile	She holds a bachelors in Commerce (B.Com year 1993) from Lala Lajpat Rai College
8	Disclosure of relationship between directors (in case of appointment)	Mrs. Avani Shah is not related to any of the Directors of the Company

**B) SEBI Instructions dated June 14, 2018 i.e Disclosure regarding Enforcement of SEBI Orders regarding appointment of Directors by listed companies.**

The NRC meeting has verified that Mrs. Avani Shah is not debarred from holding the office of director pursuant to any SEBI order or any other such authority .





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## 'Annexure VI'

### Details of the Tower parking System Agreement

<b>Name of Contractor</b>	FRASER AND COMPANY LIMITED
<b>Location of Installation</b>	Shraddha Evoque, Bhandup West Mumbai (a project of SHRADDHA LANDMARK)
<b>Name of the product</b>	TOWER PARKING SYSTEM
<b>No of Parking Lifts (per Tower parking System)</b>	Total no of Cars (100 Cars approx)
<b>Total amount receivable</b>	Rs.4,62,000/- per parking Total Rs.5,45,16,000/- (Including GST) (Five Crores Forty five lacs Sixteen Thousand only)

