FRASER AND COMPANY LIMITED
CIN – L51100MH1917PLC272418 GSTIN - 27AAACF3592R1ZZ
Address – House No. 12, Plot 6A, Ground Floor – Sneh, Road No. 2, Abhinav Nagar, Opposite CTRC Training Center, Borivali (East), Mumbai – 400066. Contact No. 02265075394. Email – fraseracp@gmail.com

100 YEARS Incorporated Since 1917

**Wednesday, 13th Day of August, 2025**

**To,**

| | |
|---|---|
| General Manager,<br>Listing Department,<br>**Bombay Stock Exchange Limited**,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai – 400 001<br><br>**Scrip Code: 539032** | The Manager,<br>Listing & Compliance Department<br>**The CSE Limited**<br>7, Lyons Range,<br>Kolkata-700001<br><br><br>**Scrip Code: 016052** |

**Subject: Outcome of Board Meeting held on August 13th, 2025 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 on August 13th, 2025 has inter-alia approved the Un-Audited Standalone Financial Results of the Company for the Quarter ended June 30th , 2025 along with the following businesses:

1. Approved the Un-Audited Standalone Financial Results for the Quarter ended June 30th, 2025 along with the Limited Review Report of the Statutory Auditor.

   Pursuant to Regulation 30 and 33 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations'), we are enclosing herewith the following:

   a) Un-Audited Standalone Financial Results of the Company for the Quarter ended June 30th, 2025

   and

   b) Limited Review Report issued by the Statutory Auditor of the Company on the Un-Audited Financial Results of the Company for the Quarter ended June 30th, 2025; ***(Annexure-A)***

2. To take note of the Listing Compliances for the Quarter ended June 30th, 2025.

3. To approve the resignation received from Mr. Durgaprasad Dattaram Prabhu, the Independent Director.

   The resignation of Mr. Durgaprasad Dattaram Prabhu, as the Independent Director of the Company has been approved with effect from 22 July, 2025 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-B. Further the resignation letter received from Mr. Durgaprasad Dattaram Prabhu is enclosed herewith Annexure C.

4. To adopt the Secretarial Auditors' Report for the financial year 2024-2025.

5. To appoint M/s. AAS & Associates, Company Secretaries as the Scrutinizers for the upcoming Annual General Meeting, 2025 pursuant to the provisions of section 108 of the companies act, 2013.

6. To issue Notice and call the Shareholders for the 'Annual General Meeting' of the Company for the financial year 2024-25 pursuant to the provisions of section 96 of the companies act, 2013.

7. Any other item with the permission of the chair

   a) To adopt the Directors Report for the Financial year 2024-2025

   b) To approve the reconstitution of Audit Committee, with immediate effect:

| Sr.No | Name of the Director | Designation |
|---|---|---|
| 1 | Mr. Vinod Gopaldas Gulrajani | Non-Executive Independent Director (Chairman) |
| 2 | Mr. Omkar Rajkumar Shivhare | Executive Director |
| 3 | Mr. Vijay Ramesh Solanki | Executive Director |

   c) To approve the reconstitution of Stakeholder Relationship Committee, with immediate effect:

| **Sr. No.** | **Name of the Director** | **Desigantion** |
|---|---|---|
| 1 | Mr. Vinod Gopaldas Gulrajani | Non-Executive Independent Director (Chairman) |

| | | |
|---|---|---|
| 2 | Mr. Omkar Rajkumar Shivhare | Managing Director |
| 3 | Mr. Yogeeta Rajkumar Shivhare | Executive Director |

d) To approve the reconstitution of Nomination and Remuneration Committee, with immediate effect:

| Sr. No. | Name of the Director | Designation |
|---|---|---|
| 1 | Mr. Vinod Gopaldas Gulrajani | Non-Executive Independent Director (Chairman) |
| 2 | Ms. Yogeeta Rajkumar Shivhare | Executive Director |
| 3 | Mr. Raj Kumar Rajpurohit | Non-Executive Independent Director |

e) To approve the reconstitution of Internal Complaints Committee, with immediate effect:

| Sr. No. | Name of the Director | Designation |
|---|---|---|
| 1 | Ms. Yogeeta Rajkumar Shivhare | Chairperson and Presiding Officer |
| 2 | Mr. Raj Kumar Rajpurohit | Internal Member |
| 3 | Mr. Vinod Gopaldas Gulrajani | Internal Member |

The Meeting of the Board of Directors commenced at 02:00 P.M. and concluded at 4:30 P.M.

Kindly acknowledge and take the same on records.

Thanking you,

Yours sincerely,

**For and on behalf of**
**FRASER AND COMPANY LIMITED**

Digitally signed by OMKAR RAJKUMAR SHIVHARE
DN: c=IN, o=Personal, postalCode=400101, st=Maharashtra, serialNumber=63C779989F155BA30CF9438B81F5896436B4F37D6C05BB39DD80A23649DBEC52, cn=OMKAR RAJKUMAR SHIVHARE

**OMKAR RAJKUMAR SHIVHARE**
**MANAGING DIRECTOR**
**DIN: 08374673**

ANNEXURE A

# FRASER AND COMPANY LIMITED

House No. 12, Plot 6A, Ground Floor - Sneh, Road No. 2, Abhinav Nagar, Opposite CTRC Training Center,Boriwali East, Mumbai - 400066

CIN :- L51100MH1917PLC272418

Tel: 022-65075394, Email: fraseracp@gmail.com, Website: www.fraserindia.co.in

## Statement of Unaudited Financial Results for the Quarter ended 30th June, 2025

Rs. In Million ( Except per share data)

| Sr. No. | Particulars | Quarter Ended | | | Year Ended |
|---|---|---|---|---|---|
| | | 30.06.2025 (Unaudited) | 31.03.2025 (Audited) | 30.06.2024 (Unaudited) | 31.03.2025 (Audited) |
| 1 | Total Income from Operations | 0.01 | 0.08 | 0.01 | 3.09 |
| 2 | Net Profit for the period (before Tax, Exceptional and / or Extra Ordinary Items) | (0.91) | (6.11) | (1.10) | (15.79) |
| 3 | Net Profit for the period before Tax (after Exceptional and / or Extra Ordinary Items) | (0.91) | (6.11) | (1.10) | (15.79) |
| 4 | Net Profit for the period after Tax (after Exceptional and / or Extra Ordinary Items) | (0.91) | (6.09) | (1.10) | (15.77) |
| 5 | Total Comprehensive Income for the period (Comprising Profit for the period (after tax) and Other Comprehensive Income (after tax) | (0.91) | (6.09) | (1.10) | (15.77) |
| 6 | Paid Up Equity Share Capital (FV of Rs. 10/- each) | 81.20 | 81.20 | 81.20 | 81.20 |
| 7 | Other Equity | - | - | - | (0.03) |
| 8 | Earnings per Share (of Rs. 10/- each ) | | | | |
| | (a) Basic-Rs | (0.11) | (0.75) | (0.14) | (1.94) |
| | (b) Diluted-Rs | (0.11) | (0.75) | (0.14) | (1.94) |

Notes :

1 The Unaudited Financial Results have been reviewed by Audit Committee and approved by the Board of Directors in its meeting held on Wednesday, 13/08/2025. The above results have been reviewed by the Statutory Auditors of the Company. The Statutory Auditors of the Company have carried out a "Limited Review" of the financial results for Quarter ended 30th June, 2025.

2 The above is an extract of the detailed format of Quarter and Annual financial result filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015. The full format of the Financial results are available on stock exchange website (www.bseindia.com) and on the Company's website (www.fraserindia.co.in).

3 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.

4 Figures for the Previous period /quarter have been rearranged/re-grouped wherever necessary, to confirm with the figures for the current year/quarter.

5 The management have filed an application with NCLT against two parties covering the receivables of Rs. 61.24 Million, which is under process and order is not yet passed at NCLT & one party covering the receivable of Rs. 11.75 Million which is under CIRP Process as per NCLT order dated 06.01.2025

6 These financial statements have been prepared on a going concern basis, despite accumulated losses and a negative net current asset position as of the balance sheet date. Management is optimistic about the company's revival in the coming years, citing the exits of residential projects and a reduction in debt. Consequently, these financial statements do not include any adjustments related to the recoverability and classification of assets or liabilities that might be necessary if the Company were unable to continue as a going concern.

FRASER AND COMPANY LIMITED MUMBAI

For and On behalf of the Board
For FRASER AND COMPANY LIMITED,

OMKAR RAJKUMAR SHIVHARE
(Managing Director)
DIN:- 08374673

Place : Mumbai
Date : 13/08/2025

Annexure - I

# FRASER AND COMPANY LIMITED

House No. 12, Plot 6A, Ground Floor - Sneh, Road No. 2, Abhinav Nagar, Opposite CTRC Training Center,Boriwali East, Mumbai - 400066
CIN :- L51100MH1917PLC272418
Tel: 022-65075394, Email: fraseracp@gmail.com, Website: www.fraserindia.co.in

**Statement of Unaudited Financial Results for the Quarter ended 30th June, 2025**

**Published pursuant to Regulation 33 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015**

PART-I — Rs. In Million ( Except per share data)

| Sr. No. | Particulars | QUARTER ENDED 30.06.2025 (Unaudited) | QUARTER ENDED 31.03.2025 (Audited) | QUARTER ENDED 30.06.2024 (Unaudited) | Year Ended 31.03.2025 (Audited) |
|---|---|---|---|---|---|
| 1 | **Income from Operations** | | | | |
| | Gross Value of Sales | - | 0.00 | - | 2.58 |
| | Less : GST Recovered | - | 0.00 | - | 0.39 |
| | **(a) Net Sales/ Income from Operations** | - | (0.00) | - | 2.19 |
| | (b) Other Income | 0.01 | 0.08 | 0.01 | 0.90 |
| | **Total Income from Operations (a+b)** | 0.01 | 0.08 | 0.01 | 3.09 |
| 2 | **Expenses** | | | | |
| | (a) Purchase of Stock-in Trade | - | 0.00 | 2.08 | 2.08 |
| | (b) Changes in inventories of finished goods, and work-in-progress and stock in trade | - | - | (2.08) | - |
| | (c) Employee Benefit Expenses | 0.20 | 0.27 | 0.20 | 0.89 |
| | (d) Fianance Costs | 0.02 | 0.03 | 0.02 | 0.10 |
| | (e) Depreciation & Amortisation Expenses | 0.04 | 0.07 | 0.14 | 0.33 |
| | (f) Other Expenses | 0.66 | 5.82 | 0.74 | 15.48 |
| | **Total Expenses** | 0.92 | 6.19 | 1.10 | 18.88 |
| 3 | **Profit / (Loss) before Exceptional and Extra ordinary items and Tax (1-2)** | (0.91) | (6.11) | (1.10) | (15.79) |
| 4 | Exceptional Items | - | - | - | - |
| 5 | **Profit/(Loss) before Extra ordinary items and Tax (3-4)** | (0.91) | (6.11) | (1.10) | (15.79) |
| 6 | Extra ordinary items | - | - | - | - |
| 7 | **Net Profit/(Loss) from Ordinary Activities before Tax(5-6)** | (0.91) | (6.11) | (1.10) | (15.79) |
| 8 | Tax Expenses | | | | |
| | I. Current Tax | - | - | - | - |
| | II. Deferred Tax | - | - | - | - |
| | II. Earlier Year Taxation | - | (0.02) | - | (0.02) |
| 9 | **Net Profit / (Loss) for the Period (7-8)** | (0.91) | (6.09) | (1.10) | (15.77) |
| 10 | **Other Comprehensive Income** | | | | |
| | Remeasurement of Defined Benefit Plans | - | - | - | - |
| | Income Tax | - | - | - | - |
| 11 | **Total Comprehensive Income/(Loss) for the period (9+10)** | (0.91) | (6.09) | (1.10) | (15.77) |
| 12 | **Paid up Equity Share Capital (F. V. of Rs. 10/- Each)** | 81.20 | 81.20 | 81.20 | 81.20 |
| 13 | Other Equity excluding Revaluation Reserve | - | - | - | (27.55) |
| 14 | Earnings per Share (of Rs. 10/- each ) : | | | | |
| | (a) Basic-Rs | (0.11) | (0.75) | (0.14) | (1.94) |
| | (b) Diluted-Rs | (0.11) | (0.75) | (0.14) | (1.94) |

Notes :

1 The Unaudited Financial Results have been reviewed by Audit Committee and approved by the Board of Directors in its meeting held on Wednesday, 13/08/2025. The above results have been reviewed by the Statutory Auditors of the Company. The Statutory Auditors of the Company have carried out a "Limited Review" of the financial results for Quarter ended 30th June, 2025.

2 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.

3 Figures for the Previous period /quarter have been rearranged/re-grouped wherever necessary, to confirm with the figures for the current year/quarter.

4 The management have filed an application with NCLT against two parties covering the receivables of Rs. 61.24 Million, which is under process and order is not yet passed at NCLT & one party covering the receivable of Rs. 11.75 Million which is under CIRP Process as per NCLT order dated 06.01.2025

5 These financial statements have been prepared on a going concern basis, despite accumulated losses and a negative net current asset position as of the balance sheet date. Management is optimistic about the company's revival in the coming years, citing the exits of residential projects and a reduction in debt. Consequently, these financial statements do not include any adjustments related to the recoverability and classification of assets or liabilities that might be necessary if the Company were unable to continue as a going concern.

FRASER AND COMPANY LIMITED MUMBAI

For and On behalf of the Board
For FRASER AND COMPANY LIMITED,

OMKAR RAJKUMAR SHIVHARE
(Managing Director)
DIN:- 08374673

Place : Mumbai
Date : 13/08/2025

**Independent Auditor's Limited Review Report on Standalone Unaudited Quarterly Financial Results and year to date results of the Company Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.**

**To,**

**The Board of Directors of**
**Fraser and Company Limited,**

1. We have reviewed the accompanying Statement of the Unaudited Financial Results of **Fraser and Company Limited** ('the Company') for the Quarter ended 30th June, 2025 ('the Statement') being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Listing Regulations").

2. The Company's management is responsible for the preparation of the statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 *"Interim Financial Reporting"* ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 as amended read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (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 Statement is free of material misstatement. A review is limited primarily to inquiries of the Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

4. Based on our review conducted and procedure performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited financial results, prepared in accordance with applicable accounting standard specified under section 133 of the Companies Act 2013 as amended, read with relevant rules issued thereunder and other recognised accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner of disclosure, or that it contains any material misstatements, except for the following matters which are subject matter of Qualified conclusion:

   a. The company has incurred the losses in the previous years and have accumulated losses as at the review date. Further the Company does not have Sales Turnover during the period and in the previous financial year also sales was very negligible and also the company does not have any orders in hand. Further in absence of cash flow the company is unable to repay its liabilities meet other financial obligations/commitments in timely manner, apart from this there are litigations going on by or against the Company. All these indicate material uncertainty about the Company's ability to continue as a Going Concern. However, the new management have represented that they are trying to get the approval of the shareholders through special resolution to change the main object clause of the company and if they will be able to get the approval then they have certain business plans which will generate the revenue for the company and accordingly the financial statements are prepared on a going concern basis.

   b. The Company is having Trade Receivables of amount **Rs. 96.09 Million** which is outstanding from long time or for a period of more than 12 months and management is not able to provide the balance confirmation of the same as on the Balance sheet date and the management have filed an application with NCLT against two parties covering the receivables of **Rs. 61.24 Million** which is under process and order is not yet passed at NCLT and one party covering the receivables of **Rs. 11.75 Million** which is under CIRP process as per NCLT order 06.01.2025. In absence of such confirmation and reconciliation and the ongoing recovery proceeding with NCLT, we are unable to ascertain the possible effect of the same on financial statements for the year.

   c. The Company is having Trade payables of amount **Rs. 58.68 Million** and which is outstanding from long time and management is not able to provide the balance confirmation of the same as on the Balance sheet date. In the absence of such confirmation and reconciliation, we are unable to ascertain the possible effect of the same on financial statements for the year. Further three creditor's parties have filed recovery suit against the company for recovery of their dues and accordingly court notices from different courts have been received by the Company covering the payable of Rs. 24.47 Million as per books of account.

   d. The Company has given the Advances to certain suppliers of amount **Rs. 28.65 Million** prior to the period ended December 2022 and the management is not able to provide any document related to such advances and neither the purpose and the commitment against such advances have been provided to us and also the confirmation of the balance as on the balance sheet date have also not been provided accordingly in absence of the adequate details and balance confirmation we are unable to ascertain the possible effect of the same on the financial statements for the year.

e. The Company received an order from the GST department blocking an Input Tax Credit (ITC) of ₹ 1.06 million. Of this, ₹ 0.15 million was later unblocked, while the remaining ₹ 0.91 million remains as blocked. However, the effect of the same has not been reflected in the financial statements, resulting in an understatement of both the reported loss and liabilities by the blocked amount of 0.91 Million.

**Other Matters**

a. The Company remains suspended from trading on the Calcutta Stock Exchange Limited (CSE).

b. The figures for the quarter ended 31 March 2025, as reported in the Statement, are the balancing figures between audited figures in respect of the full financial year ended 31 March 2025, and the published year to date figures up to the end of the third quarter of the said financial year.

Chartered Accountants
**Firm Registration No. 130878W/W101034**
**For A M S & CO LLP**

A M S & CO LLP MUMBAI FRN-130878W/ W101034 CHARTERED ACCOUNTANTS

**Ashok Kumar Puri**
Partner
**Mem. No.: 128996**
**UDIN: 25128996BMJBFL1044**
Place: Mumbai
Date: 13th August, 2025

**FRASER AND COMPANY LIMITED**

CIN – L51100MH1917PLC272418 GSTIN - 27AAACF3592R1ZZ

100 YEARS Incorporated Since 1917

Address – House No. 12, Plot 6A, Ground Floor – Sneh, Road No. 2, Abhinav Nagar, Opposite CTRC Training Center, Borivali (East), Mumbai – 400066. Contact No. 02265075394. Email – fraseracp@gmail.com

**Annexure- B**

**Resignation of Mr. Durgaprasad Dattaram Prabhu as Non-Executive Independent Director**

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

| Sr. No. | Particular | Details |
|---|---|---|
| A. | **Name** | Mr. Durgaprasad Dattaram Prabhu |
| B. | **Reason Viz. ~~Appointment,~~ resignation, ~~removal, death or otherwise~~** | Mr. Durgaprasad Dattaram Prabhu has tendered her resignation as Non-Executive Independent Director of the company due to pursue employment opportunity. |
| C. | **Date of Resignation** | Resignation letter received on 22.07.2025. Resignation accepted w.e.f. 22$^{th}$ July ,2025. |
| D. | **Brief Profile** | NA |
| F. | **Number of shares held** | NIL |
| G. | **Disclosure of relationship between the directors (in case of appointment of directors)** | NA |

# Resignation Letter

Date – 22nd July 2025

To,
The Board of Directors,
Fraser and Company Limited,
Ground Floor - Sneh, Plot No 6A
Abhinav Nagar, Borivali East
Mumbai 400066

Dear Sirs/Madam,

I would like to inform you that I intend to pursue an employment opportunity which may constrain my ability to function as an independent director of the company. Please accept my resignation as an Independent Director on the Board of your Company, with immediate effect. I further confirm that there is no material reason other than mentioned above for my resignation. I take this opportunity to convey my gratitude to the Board of Directors of the Company for their cooperation and support during the tenure of my directorship. I convey my best wishes for the future growth & success of the Company.

Thanking you,

Durgaprasad Dattaram Prabhu
DIN - 09838212