

FRASER AND COMPANY LIMITED

CIN - L63090WB19177PLC002827

Registered Office : Metropolitan Co-operative Society, AP-76A Canal South Road, 3rd Floor, Kolkata - 700039, West Bengal
Corporate Office : D/24, Ground Floor, Turakhia Park Co-op. Hsg. Society Ltd., M. G. Road, Kandivli (W), Mumbai - 400 067
Tel. No. : +91 22-28660954 | Email: fraseracp@gmail.com | Website: www.fraserindia.com

Ref. No. :

Date :

NOTICE OF POSTAL BALLOT

(Pursuant to Sec. 110 of the Companies Act, 2013 read with Companies
(Management & Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given, pursuant to section 110 of the Companies Act, 2013 (the "Companies Act") read with Companies (Management and Administration) Rules, 2014 (the "Rules") that Fraser And Company Limited (the "Company") is seeking consent of its members for the Special Business to be transacted through Postal Ballot for the following purposes:

- 1) To shift the Registered Office of the Company from Kolkata, State of West Bengal to Mumbai, State of Maharashtra.

In terms of Sec. 110 of the Companies Act read with the Rules, the item of business set out in this Notice can be passed by Postal Ballot. Accordingly, the Company is seeking approval of its members in respect of the above matter through Postal Ballot. The Resolution and the relevant Explanatory Statement setting out the material facts and the reasons for the Resolution are appended along with a Postal Ballot Form for your consideration.

Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat this Notice as intimation only.

Bhuvnesh Bansal & Associates, Practicing Company Secretary firm (Membership No. FCS-6526 & COP No. 9089) has been appointed by the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot form and return the same along with Assent (FOR) OR Dissent (AGAINST) in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer before 05.00 P.M. on 30.07.2015. Please note that any Postal Ballot form(s) received after the said date will be treated as not having been received.

E-Voting:

The Company is pleased to offer e-voting facility, in terms of Sec. 108 of the Companies Act and the Rules, as an alternate for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballots. E-voting is optional. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the members to cast their votes electronically. E-voting is optional. Please read and follow the instructions on e-voting enumerated in the notes to the Notice.

The voting through Postal Ballot/e-voting will commence on Tuesday, the 30th June, 2015 and end on Thursday the 30th July, 2015.

The Scrutinizer will submit his report to the Chairman & Whole-time Director of the Company after completion of the Scrutiny. The result of Postal Ballot will be announced on Tuesday, the 4th August, 2015 at 11.00 A.M. at the Registered Office of the Company. The resolution will become effective on and from the date of announcement of result of the Postal Ballot. The result of the Postal Ballot will also be posted on the Company's website viz., www.fraserindia.com.



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SPECIAL BUSINESS:

I. Shifting of Registered Office of the Company from Kolkata, State of West Bengal to Mumbai State of Maharashtra.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to provisions of Sections 12,13,110 and other applicable provisions and relevant Rules applicable, if any, of the Companies Act, 2013 and subject to approval of the Central Government / any other authority as may be prescribed from time to time and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof, the consent of the members be and is hereby accorded for shifting of Registered Office of the Company from the State of West Bengal to the State of Maharashtra and that Clause II of the Memorandum of Association of the Company be substituted by the following Clause:

II. The Registered Office of the Company will be situated in the State of Maharashtra.

RESOLVED FURTHER THAT upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from Metropolitan Co-Operative Society, A/P-76A Canal South Road, 3rd Floor, Kolkata, West Bengal to D/24, Ground Floor, Turakhia Park Co-op Hsg Society Ltd, M.G. Road, Kandivali (W), Mumbai – 400067.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board, be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

For and on behalf of Board of Directors
FRASER AND COMPANY LIMITED


WHOLE-TIME DIRECTOR



Place: Kolkata
Dated: 20.06.2015