

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To
The Chairman
FGP Limited
9- Wallace Street,
Fort
Mumbai- 400001

The Fifty Second Annual General Meeting of the Equity Shareholders of FGP Limited held on Tuesday, 30th September, 2014 in the auditorium of Textiles Committee Complex, P. Balu Road, Prabhadevi Chowk, Mumbai-400 025 at 3.30 p.m.

Dear Sir,

I, Mitesh Dhabliwala, of M/s Parikh Parekh & Associates, Practising Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Fifty Second Annual General Meeting of the Shareholders of FGP Limited, held on Tuesday, 30th September, 2014 in the auditorium of Textiles Committee Complex, P. Balu Road, Prabhadevi Chowk, Mumbai-400 025 at 3.30 p.m. submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

RESOLUTION NO. 1 (ORDINARY RESOLUTION):

Adoption of Audited Balance sheet and Statement of Profit and Loss for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	981	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
1	1,000



RESOLUTION NO. 2 (ORDINARY RESOLUTION):

Appointment of a Director in place of Mr. Kishore Shete (DIN 02495121), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	981	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
1	1,000



RESOLUTION NO. 3 (ORDINARY RESOLUTION):

Appointment of M/s. V. S. Somani & Co, Chartered Accountants (Firm Registration No. 117589W) as Statutory Auditors of the Company till the conclusion of the next Annual General Meeting and also fixing of their remuneration.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	981	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
1	1,000



RESOLUTION NO. 4 (ORDINARY RESOLUTION):

Appointment of Mr. Vimal Kejriwal(DIN. 00026981) as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed there under with effect from September30, 2014 up to September 29, 2019.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	981	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
1	1,000



RESOLUTION 5 (ORDINARY RESOLUTION):

Appointment of Mr. H. C. Dalal (DIN. 00206232) as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed there under with effect from September 30, 2014 up to September 29, 2019.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	981	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
1	1,000



RESOLUTION NO. 6 (ORDINARY RESOLUTION):

Appointment of Ms. Shruti Joshi (DIN. 05277759) as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed there under with effect from September 30, 2014 up to September 29, 2019.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	981	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
1	1,000



RESOLUTION NO. 7 (ORDINARY RESOLUTION):

Appointment of Mr. Prem Kapil (DIN. 06921601) as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed there under with effect from September 30, 2014 up to September 29, 2019.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	981	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
1	1,000



RESOLUTION NO. 8 (ORDINARY RESOLUTION):

Re-appointment of Mr. Kishore Shete (DIN. 02495121) as a Whole-time Director of the company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
8	981	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
1	1,000



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

M Dhabliwala

Scrutinizer

Name : Mr. Mitesh Dhabliwala

Parikh Parekh & Associates

Practising Company Secretary

ACS: 24539 CP: 9511

111,11th Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp Laxmi Indl Estate,

Off Link Road, Above Shabari

Restaurant, Andheri West

Mumbai - 400053

Place: Mumbai

Dated: September 30, 2014

