

# FGP LIMITED

Regd. Off. - Commercial Union House, 9/ Wallace Street,  
Fort, Mumbai - 400 001.  
Tel : 2207 0273 / 2201 5269  
Email : fgpltd03@gmail.com ♦ Website : www.fgpltd.in  
CIN : L26100MH1962PLC012406

September 28, 2018

BSE Limited  
Phiroze Jeejabhoy Towers,  
Dalal Street, Mumbai - 400001

**Sub: Voting Results for the resolution passed at the Fifty- Sixth Annual General Meeting (AGM) held on Thursday, September 27, 2018**

Dear Sir,

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results declared for the resolutions passed at the Fifty- Sixth Annual General Meeting (AGM) held on Thursday, September 27, 2018 in the prescribed format.

We also enclose the copy of Scrutinizer Report on the remote e-voting and voting through Physical Ballot Form at the AGM.

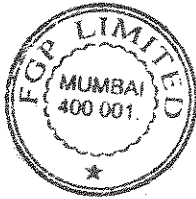
The above information will be uploaded on the website of the Company and on the website of Central Depository Services (India) Limited.

Kindly take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully,  
For FGP Limited

  
Aayushi Mulasi  
Company Secretary



FGP LIMITED								
Date of the AGM/EGM		27/09/2018						
Total number of shareholders on record date		19900						
No. of shareholders present in the meeting either in person or through proxy:		50						
Promoters and promoter Group:		9						
Public:		41						
No. of shareholders attended the meeting through Video Conferencing:		NOT ARRANGED						
Promoters and promoter Group:								
Public:								
Resolution 1 :Adoption of Audited Financial Statements for the year ended March 31, 2018, together with the Reports of the Auditors thereon and the Report of the Board of Directors for the year ended on that date								
Resolution required :(Ordinary / Special)		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 favor (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 & Promoter Group	E-VOTING		4600100	100.00	4600100	0	100.00	0.00
	POLL	4600100	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	4600100	4600100	100.00	4600100	0	100.00	0.00
Public - Institutions	E-VOTING		258302	35.67	258302	0	100.00	0.00
	POLL	724056	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	724056	258302	35.67	258302	0	100.00	0.00
Public-Non Institutions	E-VOTING		29488	0.45	5139	24349	17.43	82.57
	POLL	6570895	5127	0.08	5127	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	6570895	34615	0.53	10266	24349	29.66	70.34
TOTAL		11895051	4893017	41.14	4868668	24349	99.50	0.50



**Resolution 2 :** To appoint a Director in place of Mr. Kishore Shete, (DIN- 02495121), who retires by rotation and, being eligible, has offered himself for reappointment

Resolution required :(Ordinary / Special) **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 favor (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 & Promoter Group	E-VOTING	4600100	4600100	100.00	4600100	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		4600100	4600100	100.00	4600100	0	100.00
Public - Institutions	E-VOTING	724056	258302	35.67	258302	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		724056	258302	35.67	258302	0	100.00
Public-Non Institutions	E-VOTING	6570895	29488	0.45	4916	24572	16.67	83.33
	POLL		5127	0.08	5127	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		6570895	34615	0.53	10043	24572	29.01
<b>TOTAL</b>		<b>11895051</b>	<b>4893017</b>	<b>41.14</b>	<b>4868445</b>	<b>24572</b>	<b>99.50</b>	<b>0.50</b>

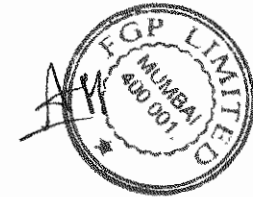


**Resolution 3** : To approve continuation of holding of office by Mr. Kishore Shete (DIN: 02495121) upon attaining 70 years of age.

Resolution required :(Ordinary / Special) **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 favor (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 & Promoter Group	E-VOTING	4600100	4600100	100.00	4600100	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		4600100	4600100	100.00	4600100	0	100.00
Public - Institutions	E-VOTING	724056	258302	35.67	258302	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		724056	258302	35.67	258302	0	100.00
Public-Non Institutions	E-VOTING	6570895	29488	0.45	4916	24572	16.67	83.33
	POLL		5127	0.08	5127	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		6570895	34615	0.53	10043	24572	29.01
<b>TOTAL</b>		<b>11895051</b>	<b>4893017</b>	<b>41.14</b>	<b>4868445</b>	<b>24572</b>	<b>99.50</b>	<b>0.50</b>



**Resolution 4** :Re-appointment of Mr. Kishore Shete (DIN- 02495121) as the Whole time Director of the Company for the period from April 1, 2017 to September 1, 2017 and for the period from February 07, 2018 upto March 31, 2019.

Resolution required :(Ordinary / Special) 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 favor (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 & Promoter Group	E-VOTING	4600100	4600100	100.00	4600100	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		4600100	4600100	100.00	4600100	0	100.00
Public - Institutions	E-VOTING	724056	258302	35.67	258302	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		724056	258302	35.67	258302	0	100.00
Public-Non Institutions	E-VOTING	6570895	29488	0.45	4916	24572	16.67	83.33
	POLL		5127	0.08	5127	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		6570895	34615	0.53	10043	24572	29.01
<b>TOTAL</b>		<b>11895051</b>	<b>4893017</b>	<b>41.14</b>	<b>4868445</b>	<b>24572</b>	<b>99.50</b>	<b>0.50</b>



**PARIKH PAREKH & ASSOCIATES** (Regd.)  
**COMPANY SECRETARIES**

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
**FGP Limited**  
Commercial Union House,  
9/Wallace Street, Fort,  
Mumbai- 400001

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of 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 and voting through ballot paper at the 56<sup>th</sup> Annual General Meeting of FGP Limited held at the Auditorium of Textiles Committee Complex, P. Balu Road, Prabhadevi Chowk, Mumbai - 400 025 on Thursday, September 27, 2018 at 02.00 p.m.**

I, Mitesh Dhaliwala, of M/s. Parikh Parekh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of FGP Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 56<sup>th</sup> Annual General Meeting ("AGM") of FGP Limited held on Thursday, September 27, 2018 at 02.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on September 27, 2018.

The notice dated August 06, 2018 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the Shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.

1



The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting through ballot paper to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date of September 20, 2018 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Monday, September 24, 2018 (9:00 a.m.) and ended on Wednesday, September 26, 2018 (5:00 p.m.) (IST) and the CDSL e-voting platform was blocked thereafter.

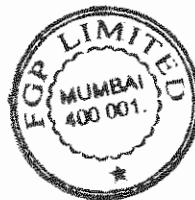
After the closure of the voting at the AGM, the report on voting done through ballot paper at the meeting was generated in my presence and the same was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through ballot paper at the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through ballot paper at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the AGM in respect of the said resolutions.



**Resolution 1: Ordinary Resolution**

Adoption of Audited Financial Statements for the year ended March 31, 2018, together with the Reports of the Auditors thereon and the Report of the Board of Directors for the year ended on that date.

(i) Voted in favour of the resolution:

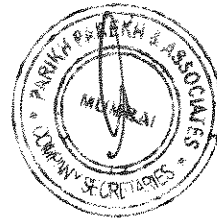
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
33	48,68,668	99.50

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	24,349	0.50

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL





**Resolution 2: Ordinary Resolution**

**Re-appointment of Mr. Kishore Shete (DIN: 02495121) as a Director of the Company**

(i) Voted in favour of the resolution:

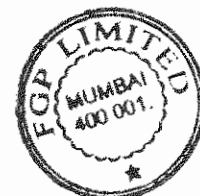
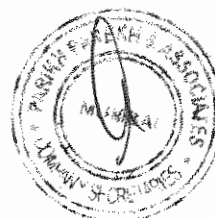
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
31	48,68,445	99.50

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	24,572	0.50

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 3: Special Resolution**

**Approval to the continuation of holding of office by Mr. Kishore Shete (DIN: 02495121) upon attaining 70 years of age.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
31	48,68,445	99.50

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	24,572	0.50

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 4: Special Resolution**

**Re-appointment of Mr. Kishore Shete (DIN: 02495121) as the Whole-time Director of the Company for the period from April 1, 2017 to September 1, 2017 and for the period from February 07, 2018 upto March 31, 2019.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
31	48,68,445	99.50

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	24,572	0.50

(iii) Invalid votes:

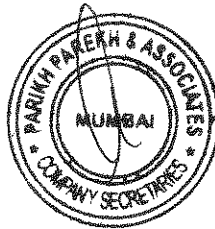
Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,

Yours faithfully,

*Mitlesh Dhabliwala*

Mitlesh Dhabliwala  
 Parikh Parekh & Associates  
 Practising Company Secretaries  
 FCS: 8331 CP No.: 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 27, 2018



for FGP LIMITED

*H.N. Singh Rajpoot*  
 H.N. Singh Rajpoot  
 Chairman