

**NOTICE**

To The Members of  
**FGP LIMITED**

Notice is hereby given that the Fifty Fifth Annual General Meeting of the members of FGP Limited will be held on Monday, September 18, 2017 at 04.00 p.m. at the K Bhagat Tarachand Banquet, Plot No. 44 A, Off Hemu Kalani Marg, Behind SBI Swastik Park Branch, Behind Maruti Suzuki Showroom, Near Chagan Mitha Petrol Pump, Chembur, Mumbai 400 071 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2017, the Report of the Auditors' thereon and the Report of the Directors for the year ended on that date.
2. To appoint a Director in place of Mr. H.N. Singh Rajpoot (DIN- 00080836), who retires by rotation and, being eligible, has offered himself for reappointment.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof), the appointment of M/s. V. S. Somani & Co., Chartered Accountants (registered with the Institute of Chartered Accountants of India vide Firm Registration No 117589W), who were appointed as Statutory Auditors of the Company to hold office from the conclusion of the Fifty- fourth Annual General Meeting till the conclusion of the Fifty- Seventh Annual General Meeting be and is hereby ratified and confirmed as the Statutory Auditors of the Company to hold office from the conclusion of the Fifty- Fifth Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors."

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 2013 and in supersession of the Special Resolution passed at the Fifty- Fourth Annual General Meeting of the Company held on September 28, 2016, consent of the members of the Company be and is hereby accorded to keep the Register of members along with the indices of members and/ or any other related documents required to be kept at the Registered office of the Company at the office of **Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059** hereinafter referred to as the Registrar & Share Transfer Agent) or any other office of the said Registrar & Share Transfer Agent.

**RESOLVED FURTHER THAT** Mr. H. N. Singh Rajpoot, Director, Mr. Kishore Shete, Whole-time Director and/ or Ms. Aayushi Mulasi, the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. **THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Pursuant to Section 105 of the Companies Act, 2013 ('the Act'), a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. During the business hours of the Company, proxies are open for inspection for the period beginning before 24 (twenty four) hours from the commencement of the meeting and ending with the conclusion of the meeting, provided that an advance notice of not less than 3 (three) days is given to the Company.
4. Proxy, in prescribed Form MGT-11 is enclosed herewith. The Proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
5. Members are requested to kindly refer to the chapter on Corporate Governance Report in the Annual Report for the information in respect of Directors seeking appointment / re-appointment and their shareholding in the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and Clause 1.2.5 of Secretarial Standard - 2 (SS-2) on "General Meetings".
6. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. The Register of Members and the Share Transfer Books of the Company shall be closed from Monday, September 11, 2017 to Monday, September 18, 2017 (both days inclusive).
8. Only registered Members carrying the attendance slip and the holders of valid proxies registered with the Company will be permitted to attend the Meeting. Corporate Members intending to send their representatives are requested to send a certified true copy of the Resolution authorizing the representative to attend and vote at the Annual General Meeting.

9. Consolidation of Folios:

The members holding shares in the same name or in the same order of names, under different folios, are requested to notify the relevant details of the said holdings to Bigshare Services Pvt. Ltd. Limited at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra for consolidation of their shareholding into a single folio.

10. Change in address:

Members are requested to notify promptly any change in their addresses to the following:

- a) Their Depository Participants (DP) if shares are held in demat form.
- b) The Company's Registrar & Share Transfer Agents Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra if shares are held in physical form quoting their folio numbers.

11. Members holding shares in physical form are requested to convert their holdings into dematerialised mode to avoid loss of shares, quick credit of dividend and fraudulent transactions.

12. Green Initiative:

Pursuant to the provisions of Section 101 of the Act and Rules made thereunder, the companies are allowed to send communication to members electronically. To support the "Green Initiative", members holding shares in dematerialised form are requested to register their email address is with their Depository Participant(s) (DP) and members holding shares in physical form are requested to register their email addresses with the Company at [fgpltd03@gmail.com](mailto:fgpltd03@gmail.com) or with the Registrar and Share Transfer Agents viz. Bigshare Services Private Limited, by sending a duly signed request.

13. As per Regulation 40(7) of the Listing Regulations, submission of a copy of Permanent Account Number ('PAN') card of the transferor and transferee is mandatory for transfer of shares held in physical form. Also, the Securities and Exchange Board of India ('SEBI') has mandated the submission of PAN of their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.

14. Important notice for Members:

- For the convenience of the Members and for proper conduct of the Meeting, members are requested to duly sign at the place provided on the Attendance Slip sent alongwith the Annual Report and are required to deposit the same at the counter at the entrance of the venue of the meeting.
- Members can avail the nomination facility, under Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital

and Debentures) Rules, 2014 by filing Form No. SH-13. Blank forms will be supplied on request.

15. Electronic Copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form and the Copy of the Annual Report for 2016-17 is being sent to all the members whose email address is registered with the Company or Depository Participant unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith the Proxy Form, both forming a part of the Annual Report for 2016-2017 and the Attendance Slip is being sent in permitted mode.

16. Members may also note that the Notice of the 55<sup>th</sup> Annual General Meeting and the Annual Report for 2016-2017 will be available on the Company's Website: [www.fgpltd.in](http://www.fgpltd.in) for download and also placed on the website of CDSL.

17. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting shall be available for inspection by the Members at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Annual General Meeting.

18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.

19. E-voting:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ('AGM') by electronic means. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by Central Depository Services (India) Limited ('CDSL'). The remote e-voting period will commence at 9:00 a.m. on Friday, September 15, 2017 and will end at 5:00 p.m. on Sunday, September 17, 2017. The Company has appointed Mr. P. N. Parikh, or failing him Mr. Mitesh Dhabliwala of M/s. Parikh Parekh & Associates, Company Secretaries, to act as the Scrutinizer, to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner. The Company has made necessary arrangements

with CDSL to facilitate remote e-voting. The Members desiring to vote through remote e-voting mode may refer to the detailed procedure on e-voting given hereinafter.

Members have an option to vote either through remote e-voting or through physical Ballot Form at the AGM. If a member has opted for remote e-voting, then he/she should not vote at the AGM. However, in case Members cast their vote both via physical ballot at AGM and remote e-voting then remote e-voting shall prevail and voting done through physical ballot shall be treated as invalid. The Members who cast their vote by remote e-voting, may attend and participate at the AGM, however, shall not be entitled to cast their vote at the AGM.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 11, 2017 ("the cut-off date"). Any person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the AGM.

Any person who acquires the shares of the Company post dispatch of the Notice of this AGM but holding the shares prior to the cut-off date, may follow the same procedure as mentioned below for e-voting.

20. The Scrutinizer shall, immediately after the conclusion of voting at the Fifty-Fifth Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.
21. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.fgpltd.in](http://www.fgpltd.in) and on the website of CDSL after declaration of results by the Chairman or a person authorized by him in writing and shall also be communicated to the Bombay Stock Exchange where the shares of the Company are listed, within 48 (Forty Eight) hours after the AGM. The results shall also be displayed on the notice board at the Registered Office of the Company.

The instructions for Members for voting electronically are as under:-

- (i) The remote e-voting period begins at 9:00 a.m. on Friday, September 15, 2017 and ends on 5:00 p.m. on Sunday, September 17, 2017. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of September 11, 2017, may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the folio/demat account number in the PAN field.</li> <li>• In case the folio/demat account number is less than 8 (eight) digits enter the applicable number of 0's (Zero's) before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar and folio number is 100 then enter RA00000100 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation'

menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for “FGP Limited” on which you choose to vote.

**Electronic Voting Sequence Number (‘EVSN’):  
170818011**

- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

(xxi) The Notice of this AGM is available on the Company’s website [www.fgpltd.in](http://www.fgpltd.in) and also on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com).

Under the Authority of  
the Board of Directors

**Aayushi Mulasi**  
Company Secretary

Dated: August 07, 2017  
Place : Mumbai

**Registered Office:**  
FGP Limited  
Commercial Union House,  
9 / Wallace Street  
Fort, Mumbai - 400 001

## **ANNEXURE TO THE NOTICE**

Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”) forming part of the notice dated August 07, 2017.

### **Item No. 4:**

The Board has received an intimation from M/s. Bigshare Services Private Limited (“Bigshare”) its Registrar and Share Transfer Agent (RTA) stating that their corporate office has shifted from E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai – 400 072 to the following address: 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059 and that all records of the Company shall now be maintained at the new office address.

Pursuant to the provisions of Section 94 of the Companies Act, 2013 (the Act), all registers required to be maintained under Section 88 of the Companies Act, 2013 and annual return filed under Section 92 of the Act shall

be kept at the registered office of the Company. However, such registers or copies of return may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the company and the Registrar has been given a copy of the proposed special resolution in advance.

The members, at the Fifty-Fourth AGM of the Company held on September 28, 2016 had approved the place of keeping the register of members and including indices of members at the RTA's previous office. Accordingly, it has been decided that the statutory records of the Company viz. Register of Members and Indices of members currently maintained at E-2/3, Ansa Industrial Estate, Saki vihar Road, Saki Naka, Andheri (East), Mumbai – 400 072 be kept at the new corporate office of Bigshare at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra with immediate effect.

The Board of Directors recommend the resolution at Item No. 4 of the accompanying notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned with or interested in the above resolution.

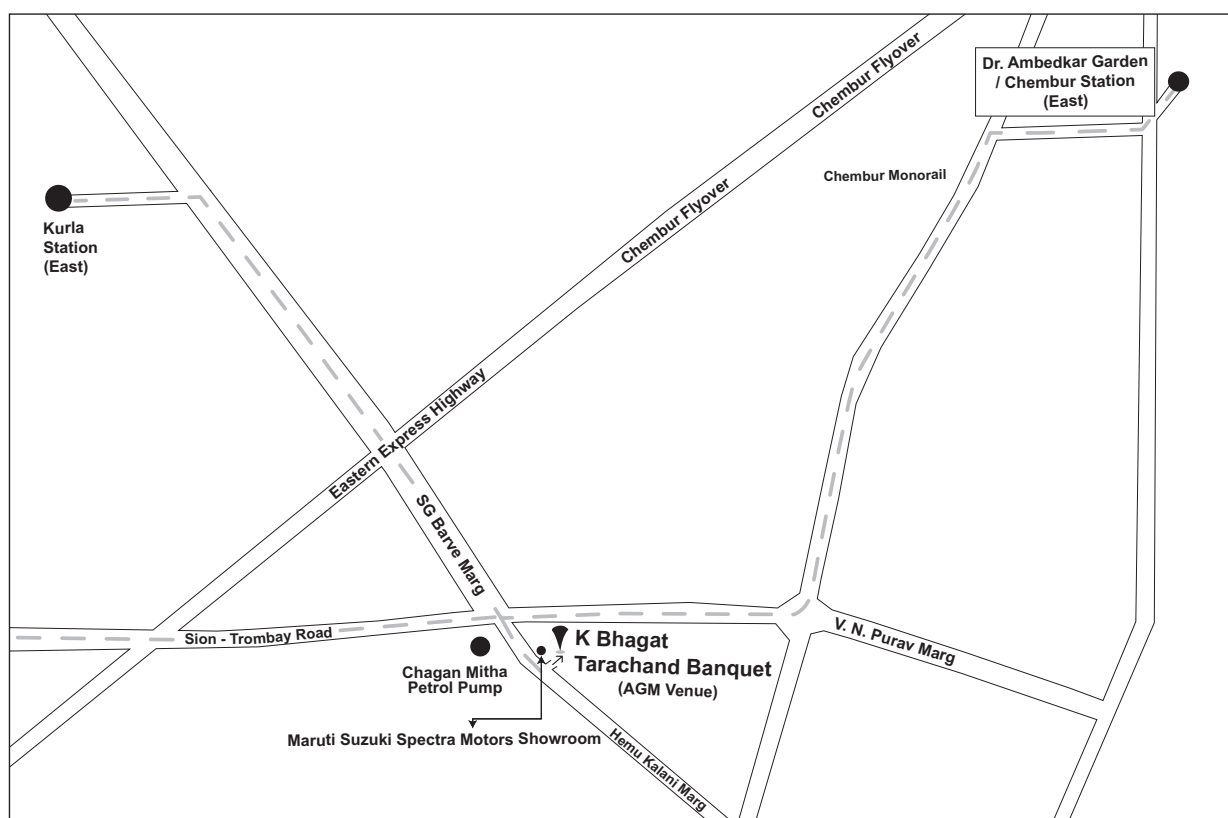
Under the Authority of the  
Board of Directors

**Aayushi Mulasi**  
Company Secretary

Dated: August 07, 2017  
Place : Mumbai

**Registered Office:**  
FGP Limited  
Commercial Union House,  
9 / Wallace Street  
Fort, Mumbai - 400 001

## ROUTE MAP FOR THE VENUE OF 55<sup>TH</sup> ANNUAL GENERAL MEETING



**Venue:** K Bhagat Tarachand Banquet, Plot No. 44 A, Off Hemu Kalani Marg, Behind SBI Swastik Park Branch, Behind Maruti Suzuki Showroom, Near Chagan Mitha Petrol Pump, Chembur, Mumbai 400 071.

**Prominent Landmark:** Chagan Mitha Petrol Pump.