

# 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 25, 2015

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001

**Sub: Voting Results for the resolution passed at the Fifty-third Annual General Meeting (AGM) held on Thursday, September 24, 2015**

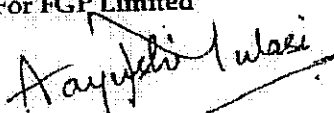
Pursuant to Clause 35A of the Listing Agreement entered into with the Stock Exchanges, we enclose herewith the voting results declared for the resolutions passed at the Fifty-third Annual General Meeting (AGM) held on Thursday, September 24, 2015.

- Date of AGM : September 24, 2015
- Total number of shareholders as on record Date : 20239
- No. of shareholders present in the meeting either in person or through Proxy:
  - Promoter & Promoter Group : 4 (through Authorised Representatives)
  - Public : 55
- No. of shareholders attended the meeting through Video Conferencing:
  - Promoter & Promoter Group : Nil
  - Public : Nil
- The details of resolutions passed in the Annual General meeting is enclosed as Annexure A.

Kindly take the above on record and acknowledge receipt

Thanking you,

Yours faithfully,  
For FGP Limited

  
Aayushi Mulasi  
Company Secretary

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## Annexure A

### Resolution No. 1

Adoption of Audited Financial Statements for the financial year ended March 31, 2015, the Report of the Auditors thereon and the Report of the Directors for the year ended on that date:

Resolution Required: Ordinary Resolution

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour of Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	4583249	4583249	100.0000	4583249	0	100.0000	0.0000
Public - Institutional holders	719420	0	0.0000	0	0	0.0000	0.0000
Public - Others	6592382	10064	0.1527	9964	100	99.0063	0.9936
Total	11895051	4593313	38.6153	4593213	100	99.9978	0.0022

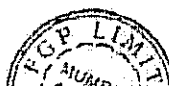
### Resolution No. 2

Appointment of a Director in place of Mr. H.N. Singh Rajpoot (DIN: 00080836), who retires by rotation and, being eligible, has offered himself for re-appointment:

Resolution Required: Ordinary Resolution

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour of Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	4583249	4583249	100.0000	4583249	0	100.0000	0.0000
Public - Institutional holders	719420	0	0.0000	0	0	0.0000	0.0000
Public - Others	6592382	10064	0.1527	9964	100	99.0063	0.9936
Total	11895051	4593313	38.6153	4593213	100	99.9978	0.0022

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## Resolution No. 3

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

**Resolution Required: Ordinary Resolution**

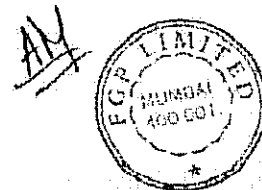
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour of Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/ (1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	4583249	4583249	100.0000	4583249	0	100.0000	0.0000
Public - Institutional holders	719420	0	0.0000	0	0	0.0000	0.0000
Public - Others	6592382	10064	0.1527	9964	100	99.0063	0.9936
<b>Total</b>	<b>11895051</b>	<b>4593313</b>	<b>38.6153</b>	<b>4593213</b>	<b>100</b>	<b>99.9978</b>	<b>0.0022</b>

## Resolution No. 4

**Adoption of the new set of Draft Articles as contained in the Articles of Association in substitution of the existing Articles of Association of the Company:**

**Resolution Required: Special Resolution**

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour of Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/ (1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	4583249	4583249	100.0000	4583249	0	100.0000	0.0000
Public - Institutional holders	719420	0	0.0000	0	0	0.0000	0.0000
Public - Others	6592382	10064	0.1527	9964	100	99.0063	0.9936
<b>Total</b>	<b>11895051</b>	<b>4593313</b>	<b>38.6153</b>	<b>4593213</b>	<b>100</b>	<b>99.9978</b>	<b>0.0022</b>



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## Resolution No. 5

Re-appointment of Mr. Kishore Shete as the Whole time Director of the Company and payment of remuneration to him:

Resolution Required: Ordinary Resolution

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour of Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	4583249	4583249	100.0000	4583249	0	100.0000	0.0000
Public - Institutional holders	719420	0	0.0000	0	0	0.0000	0.0000
Public - Others	6592382	10064	0.1527	9964	100	99.0063	0.9936
Total	11895051	4593313	38.6153	4593213	100	99.9978	0.0022

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

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

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

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms 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 at the Annual General Meeting of FGP Limited held on Thursday, September 24, 2015 at 02.30 p.m.**

I, Mitesh Dhabliwala, of M/s. Parikh Parekh & Associates, Practicing 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 by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of FGP Limited held on Thursday, September 24, 2015 at 02.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on September 24, 2015.

The Notice dated August 06, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.



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 has also provided voting by physical ballot papers to the members who do not have access to remote e-voting facility.

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

The shareholders of the company holding shares as on the "cut-off" date of September 17, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Monday, September 21, 2015 at 09:00 a.m. (IST) and ended on Wednesday, September 23, 2015 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting 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 and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. No Physical ballot forms were received.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and the ballot forms received respectively.

I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the said Resolutions.



**Resolution 1: Ordinary Resolution**

**Adoption of the Audited Financial Statements for the financial year ended March 31, 2015, the Reports of the Auditors thereon and the Report of the Directors for the year ended on that date.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	45,93,213	100.00(Rounded off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	100	0.00

(iii) Invalid votes:

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



**Resolution 2: Ordinary Resolution**

**Appointment of a Director in place of Mr. H.N. Singh Rajpoot (DIN: 00080836) who retires by rotation and is eligible for re-appointment.**

(i) Voted in favour of the resolution:


Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	45,93,213	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	100	0.00

(iii) Invalid votes:

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

*Handwritten signature*  






**Resolution 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:

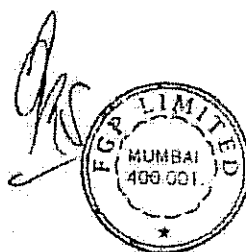
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	45,93,213	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	100	0.00

(iii) Invalid votes:

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



**Resolution 4: Special Resolution**

**Adoption of the new set of Articles of Association.**

(i) Voted in favour of the resolution:

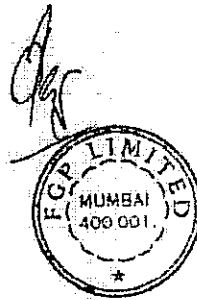
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	45,93,213	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	100	0.00

(iii) Invalid votes:

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



**Resolution 5: Ordinary Resolution**

Re-appointment of Mr. Kishore Shete (DIN. 02495121) as a Whole time Director of the Company and payment of remuneration to him.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	45,93,213	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	100	0.00

(iii) Invalid votes:

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

Thanking you,  
Yours faithfully,

*Mitesh Dhabliwala*

Mitesh Dhabliwala  
Parikh Parekh & Associates  
Practising Company Secretary  
ACS: 24539 CP: 9511  
111,11<sup>th</sup> Floor, Sai Dwar CHS Ltd,  
Sab TV Lane, Opp.Laxmi Indl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri West, Mumbai - 400053



*[Signature]*



Place: Mumbai

Dated: September 24, 2015

