

FGP LIMITED

**58TH ANNUAL REPORT
2019-20**

CORPORATE INFORMATION

Corporate Identification Number (CIN): L26100MH1962PLC012406

Directors

Mr. H.N.Singh Rajpoot
(Chairman)

Mr. Kishore Shete
(Wholetime Director)

Mr. H.C. Dalal

Mr. Prem Kapil

Ms. Shruti Joshi
(retired w.e.f. September 30, 2019)

Ms. Dhanshree Gandhi
(w.e.f. May 15, 2019)

Mr. Rajesh Shirambekar
(w.e.f. August 2, 2019)

Chief Financial Officer

Mr. Rajesh Desai

Company Secretary and Compliance Officer

Ms. Jaya Verma
(upto August 12, 2019)

Mr. Manish Tiwary
(w.e.f. August 12, 2019)

Statutory Auditors

M/s. MVK Associates, Chartered Accountants

Bankers

ICICI Bank Ltd.

Registrars & Transfer Agents

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri East, Mumbai - 400 059

Registered Office

Commercial Union House
9, Wallace Street,
Fort, Mumbai 400 001
Phone: 022 2207 0273/ 2201 5269
E-mail: investors@fgpltd.in
Website: www.fgpltd.in

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NOTICE

NOTICE is hereby given that the Fifty Eighth Annual General Meeting of the members of FGP Limited will be held on Friday, September 25, 2020 at 12.30 p.m. Indian Standard Time (“IST”) through two-way Video Conferencing (‘VC’) facility or other audio visual means (‘OAVM’) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kishore Shete (DIN: 02495121), who retires by rotation and being eligible, offers himself for re-appointment.

NOTES:

1. In view of the continuing COVID-19 pandemic, to ensure social distancing as a norm to be followed, and in accordance with the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 (collectively referred to as ‘MCA Circulars’) and Circular dated May 12, 2020 issued by the Securities and Exchange Board of India (‘SEBI’) and in compliance with the provisions of the Companies Act, 2013 (‘the Act’), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the Fifty Eighth Annual General Meeting (‘AGM’) of the members of the Company is being held through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. National Securities and Depository Limited (NSDL) shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained herein and is also available at the Company’s website (www.fgpltd.in).
2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (‘ICSI’) read with Clarification/Guidance on applicability of Secretarial Standards 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered office of the Company located at 9, Wallace Street, Fort, Mumbai 400001.
3. Pursuant to the General Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the Proxy Form,

Attendance Slip and route map are not annexed to this Notice.

4. Brief details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standards on General Meetings (‘SS-2’) issued by ICSI, in respect of a Director seeking re-appointment at this AGM is annexed hereto.
5. Pursuant to provisions of Section 91 of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 19, 2020 upto Friday, September 25, 2020 (both days inclusive).
6. Pursuant to Regulation 40 of the Listing Regulations, as amended, with effect from April 1, 2019, transfer of securities of the Company would be carried out in dematerialized form only, except in case of transmission or transposition of securities Members holding shares in physical form are therefore requested to convert their holdings into the dematerialised eliminate risks associated with physical shares and to avail various benefits of dematerialisation.
7. 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 the Company’s Registrar & Share Transfer Agents M/s. Bigshare Services Private Limited at Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri - East, Mumbai - 400059 for consolidation of their shareholding into a single folio.
8. Change in address:
Members are requested to notify immediately any change in their address:
 - a) If the shares are held in physical form to:
 - (i) The Company at its Registered Office at:
F G P Limited
9-Wallace Street, Fort, Mumbai -400001
E-mail: investors@fgpltd.in
 - OR
 - (ii) The Registrar and Share Transfer Agents of the Company at the following address:
Bigshare Services Private Limited
Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri – East, Mumbai – 400059
E-mail: investor@bigshareonline.com
- b) If the shares are held in demat form: to the respective Depository Participants.
9. SEBI has mandated the submission of Permanent Account Number (‘PAN’) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit

the PAN to 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 Agent.

10. Pursuant to Section 72 of the Act, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic form, the Members may please contact their respective DP.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act, and all other documents referred to in the accompanying Notice will be available through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to agm.fgp@gmail.com.

12. ELECTRONIC DISPATCH OF ANNUAL REPORT:

In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Notice of the AGM alongwith the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report of FY 2019-20 will also be available on the website of the Company at www.fgpltd.in under 'Financials' tab and may also be accessed on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the Notice is also available on the website of NSDL at www.evoting.nsdl.com.

13. REGISTRATION OF EMAIL ID:

a. FOR MEMBERS HOLDING PHYSICAL SHARES:

The members holding shares in physical form may get their email addresses registered with RTA by sending duly signed request letter at investor@bigshareonline.com by providing the details such as Name of shareholder, Folio No., scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card), mobile number and e-mail ID.

b. FOR MEMBERS HOLDING SHARES IN DEMAT MODE:

The members holding shares in demat form may get their email address permanently registered with their respective Depository Participant(s).

However, for receiving soft copy of Annual Report of FY 2019-20 and Notice of 58th AGM, such members may send an email to

investors@fgpltd.in alongwith their details such as Name of shareholder, DPID/ Client ID, PAN and mobile number.

14. PARTICIPATION AT THE AGM AND VOTING

A. Process and manner for participating in the Annual General Meeting ('AGM') through VC / OAVM is explained herein below:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the National Securities Depositories Limited ('NSDL') e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- ii. The Members can join the AGM in the VC / OAVM mode 30 (thirty) minutes before the scheduled time of the commencement of the Meeting and window for joining the Meeting shall be kept open throughout the proceedings of the AGM.
- iii. Members are encouraged to join the Meeting through Laptops / iPads connected through broadband for a better experience. Please note that Participants connecting from mobile devices or tablets or through Laptop via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network connections. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- iv. Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, DP ID and Client ID/ folio number, email id, PAN, mobile number at agm.fgp@gmail.com between 9.00 a.m. (IST) on Saturday, September 19, 2020 and 5.00 p.m. (IST) on Monday, September 21, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- v. The Members who do not wish to speak during the AGM but have queries on accounts or any

matter to be placed at the AGM may send the same latest by Tuesday, September 22, 2020 mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at agm.fgp@gmail.com. These queries will be replied suitably either at the AGM or by an e-mail.

- vi. Corporate/ Institutional Members intending to appoint their authorised representatives to attend and vote at the AGM through VC/OAVM or through remote e-Voting are requested to send a scanned copy (PDF/JPEG format) of their Board/Corporate Resolution authorizing its representative(s) to attend and vote on their behalf as such, pursuant to Section 113 of the Act, to the Scrutinizer by e-mail at fgp.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in and to the Company at agm.fgp@gmail.com.
- vii. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

B. Remote e-Voting and Voting at AGM:

- i. Pursuant to Section 108 of the Act, 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 ICSI, the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting facility. The facility of casting the votes by the Members using an electronic voting system before the meeting as well as during the AGM will be provided by National Securities Depository Limited ("NSDL").
- ii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, September 18, 2020 ("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 before the AGM and during 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.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the

AGM by way of VC / OAVM facility only but shall not be entitled to cast their vote again at the AGM.

- iv. Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) or failing him Ms. Sarvari Shah (Membership No. FCS 9697) of Parikh Parekh & Associates, Company Secretaries, has been appointed to act as the Scrutinizer, to scrutinize the remote e-voting process before and e-voting process during the AGM in a fair and transparent manner.
- v. The Scrutinizer shall, immediately after the conclusion of the e-voting at the AGM, first count the votes cast during the Meeting and thereafter, unblock the votes cast through remote e-voting before the meeting and prepare and provide, not later than 48 hours 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.
- vi. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website (www.fgpltd.in) and also be displayed on the website of NSDL (www.evoting.nsdl.com) immediately after the results are declared and simultaneously communicated to the Stock Exchanges.

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

The remote e-voting period will commence at **09:00 a.m. (I.S.T.) on Tuesday, September 22, 2020 and will end at 5:00 p.m. (I.S.T.) on Thursday, September 24, 2020**. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Remote e-Voting prior to AGM

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step-1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholder/Member section”.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 113586 then user ID is 113586001***

5. Your password details are given below:

- i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- iii) Steps to retrieve your ‘initial password’:
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. You will be required to trace the email sent to you from NSDL from your mailbox. Open the email and open the

attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- ii. If your email ID is not registered, please follow steps mentioned below for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

Member may send an email request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be:

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card)
- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card)

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- i. Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com under the tab “Shareholders/Members Login”.
 - ii. “Physical User Reset Password” (If you are holding shares in physical mode) option available on www.evoting.nSDL.com under the tab “Shareholders/Members Login”.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon 5 (five) unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘**Forgot User Details / Password**’ or ‘**Physical User Reset Password**’ option available on www.evoting.nSDL.com to reset the password.

Step-2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select ‘**EVEN**’ of **FGP Limited** which is **113586**.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

E-VOTING AT THE AGM: -

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- ii. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

For Guidance and Assistance to Members: -

In case of any queries relating to e-voting, with respect to remote e-voting or e-voting at the AGM, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990 or can contact NSDL on evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number + 91 22 2499 4545 or Ms. Sarita Mote, Assistant Manager, NSDL at the designated email ID: evoting@nsdl.co.in or SaritaM@nsdl.co.in or at telephone number + 91 22 2499 4890.

By the order of Board of Directors

Manish Tiwary
Company Secretary
Kolkata

Date : June 23, 2020

FGP Limited

CIN: L26100MH1962PLC012406

Registered Office:

Commercial Union House

9, Wallace Street,

Fort, Mumbai 400 001

Phone: 022 2207 0273/ 2201 5269

E-mail: investors@fgpltd.in

Website: www.fgpltd.in

Annexure-A

Details of the Director seeking re-appointment in the Fifty Eighth Annual General Meeting to be held on September 25, 2020 pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings are as follows:

Name of the Director	Mr. Kishore Shete (DIN: 02495121)
Age	72 Years
Date of first Appointment on the Board	September 25, 2012
Qualification	B.Tech in Electrical Engineering
Expertise	Mr. Kishore Shete has over 46 years of experience in the field of Manufacturing, Heavy duty Engineering, Factory Administration, Industrial Relations & Commercial functions of medium & large-scale Industries
Shareholding in the Company	10 shares
Relationship with other Directors/ KMP of the Company	None
Other Directorships	<ul style="list-style-type: none"> • Ceat Specialty Tyres Limited • Samudra Securities Limited • Mantle Advisors Private Limited • Carniwal Investments Ltd
Membership/ Chairmanship of Committees of other Boards	<ul style="list-style-type: none"> • Member of Nomination & Remuneration Committee and Audit Committee of CEAT Specialty Tyres Ltd • Member of Audit Committee, Nomination and Remuneration Committee, Asset Liability Management Committee, Risk Management Committee and IT Committee of Carniwal Investments Limited

Note: For other details such as number of meetings of the Board attended during the year, remuneration drawn etc., please refer to the Corporate Governance Report section of the Annual Report

BOARD'S REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT

To
The Members,
FGP LIMITED

Your Directors are pleased to present their Fifty Eighth Report together with Audited Financial Statements for the financial year ended March 31, 2020.

1. FINANCIAL HIGHLIGHTS:

The summary of financial performance of the Company for the year under review is as given below:

Particulars	March 31, 2020 (₹)	March 31, 2019 (₹)
Revenue from operations	26,10,000	12,60,000
Other Income	912,176	1,32,65,306
Profit before Depreciation & Tax	(1,22,32,346)	25,08,180
(-) Depreciation	1,92,400	1,46,605
Profit/(Loss) before Tax	(1,24,24,746)	23,61,575
(-) Tax for Current Year	-	(17,94,360)
Profit/(Loss) after Tax	(1,24,24,746)	41,55,935

2. FINANCIAL PERFORMANCE:

Revenue:

The total income for FY 2019-20 at ₹ 35,22,176/- has been lower as compared to ₹ 1,45,25,306/- for previous year. Increase in income in previous year attributed to increased income on account of write back of doubtful advance provision.

Expenses:

The total expenses for FY 2019-20 at ₹ 1,59,46,922/- are marginally higher as compared to expenses of ₹ 1,21,63,731/- in previous year. Higher expenses in the year under review were mainly on account of net loss on changes in fair value of investments.

Profit After Tax:

Loss for FY 2019-20 was ₹ 1,24,24,746/- in comparison to profit of ₹ 41,55,935/- during the previous year. The loss in current year is mainly on account of net loss on changes in fair value of investments.

3. DIVIDEND:

Due to loss during the year, your Directors do not recommend any dividend for the year under review.

4. TRANSFER TO RESERVES

The Company has not transferred any sum to any Reserves during the financial year ended March 31, 2020.

5. MANAGEMENT DISCUSSION AND ANALYSIS

a. Industry Structure and Developments:

The financial year 2019-20 has been another difficult year for the real estate sector, which continues to struggle with a liquidity.

Residential spaces and commercial real estate that were already struggling to overcome major policy reforms, structural changes and the

liquidity crisis, faced another setback on account of COVID-19 pandemic. It is set to heavily impact real estate sector and is likely to see more liquidity pressure, as demand could take a hit because of the pandemic.

On account of the prevalent pandemic situation and the global health crisis, the demand for office space might suffer significant contraction mainly and the demand for commercial space may be slow due to sluggish business environment, consequently putting rental income under pressure.

The income of the Company from its operations increased to ₹ 26,10,000/- as compared to ₹ 12,60,000/- in previous year. The Company strives to attract new tenants to increase the occupancy rate in its office properties and is exploring other related avenues.

b. Opportunities and Threats:

The Company's Business Centre is strategically located in Fort area of Mumbai. However, there is a limitation for expansion of the office space by the corporate in this area, as large number of corporates now prefer to shift their base to suburbs where there is greater scope to have a larger area. This trend has adversely impacted the Company's business. Nevertheless, some of them would prefer to maintain their establishments in the Fort Area, Mumbai, which may prove to be an opportunity to our Company.

Further, the Company is exposed to a number of risks such as regulatory, counterparty risk, but it has implemented risk management policies and guidelines that set out the tolerance for Company's general risk philosophy. It has established a framework and process to monitor the exposures to implement appropriate measures in a timely and effective manner.

c. Outlook:

Looking at the above-mentioned facts, the future prospects for the business centre activity are not very promising. However, the management is looking out for alternative sources of generating revenue of the Company and by introducing new occupants in the existing business centres.

d. Risks and Concerns:

Risk management can be construed as the identification, assessment, and prioritization of risks followed by coordinated and economical application of resources to minimize, monitor, and control the probability and/or impact of unfortunate events or to maximize the realization of opportunities.

The Company has a well-defined risk management framework in place that functions

through its Audit Committee. The Company periodically places before the Audit Committee and the Board, the key risks and the risk assessment and mitigation procedures followed by the Company.

e. Internal Control Systems and Adequacy

The Company has established a well-defined internal control system to monitor the occupancy rate and operating cost, which are very critical factors from Company's performance point of view. Any kind of adverse factors are immediately reported to Board for their analysis and necessary action.

f. Financial Performance with respect to Operational Performance:

The Company has by and large been able to maintain its operations.

g. Human Resources:

Employee relations continued to remain cordial during the year under review. As on March 31, 2020, there were Four (4) employees including Key Managerial Personnel of the Company.

h. Significant Changes in Key Financial Ratios (i.e. change of 25% or more as compared to immediately previous financial year) and Change in Return on Net Worth as compared to the immediately previous financial year, along with a detailed explanation thereof:

Return on Net Worth for FY 2019-20: (41.87%)

Return on Net Worth for FY 2018-19: 9.87%

Return on Net Worth as compared to immediately preceding financial year decreased due to net loss in current year as compared to net profit in previous year.

As compared to previous year, Change in Current Ratio was (30.16%) mainly on account of diminution in the value of current asset. Change in Operating Profit Margin was 754.25% due to increase in revenue from operations and decrease in total income. Due to Net Loss during the current year Net Profit Margin was not comparable with respect to previous year. Since the Company had no debtors in previous year hence Debtor's Turnover Ratio was not comparable. And further, since the Company does not have any interest expense in current year, Interest Coverage Ratio was not comparable.

Except these, there was no significant change (i.e. change of more than 25%) in any other key financial ratio during the current financial year as compared to immediately preceding financial year.

i. Cautionary statement:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may

constitute forward looking statements within the meaning of applicable laws and regulations. Actual might differ materially from those either expressed or implied.

6. MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year on March 31, 2020 to which the financial statements relate and the date of this report.

7. SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANIES

The Company does not have any subsidiary/joint venture/associate.

There were no companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year.

8. RISK MANAGEMENT

As stated above, the Company has laid down a well-defined risk management mechanism covering the risk mapping and trend analysis of both business and non-business risks, risk exposure, potential impact and risk mitigation process. The Audit Committee of the Board is designated to review and monitor the risks associated with the Company. Accordingly, it periodically reviews the risks and suggests steps to be taken to manage/ mitigate the same through a properly defined framework.

9. RELATED PARTY TRANSACTIONS

The Company has formulated a Policy on related party transactions. The Policy on Related

Party Transactions as approved by the Board is uploaded on the Company's website under the link:

<https://fgpltd.in/files/Docs/Corporate%20Governance/Policies%20and%20Codes%20adopted%20by%20the%20Company/4.%20Related%20Party%20Transactions%20Policy.pdf>

The Company has not entered into any transaction with related parties during the year under review which requires reporting in Form AOC-2 in terms of the Section 134(3) and 188(1) of the Companies Act, 2013 ("the Act") read with Rule 8(1) of the Companies (Accounts) Rules, 2014. Suitable disclosure as required by the Indian Accounting Standard (Ind AS 24) has been made in the notes to the Financial Statements.

There is no relationship between the Directors inter-se or with the Key Managerial Personnels (KMP).

None of the Directors or KMP had any pecuniary relationships or transactions vis-a-vis the Company except the sitting fees paid to Directors and remuneration paid to KMPs.

10. EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in Form MGT-9 as per provisions of the Act and Rules thereto,

is annexed to this report marked as **Annexure A**. The same is available on the company's website at www.fgpltd.in.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loan neither provided any guarantee under Section 186 of the Act.

Details of investments made during the year are stated in the notes to Financial Statements.

12. DEPOSITS

The Company has not accepted any deposits within the meaning of sub-section (31) of Section 2 and Section 73 of the Act and the rules framed thereunder. As on March 31, 2020, the Company has no deposits outstanding.

13. DIRECTOR AND KEY MANAGERIAL PERSONNEL

a. Directors:

Ms. Dhanshree Gandhi (DIN: 08451503) and Mr. Rajesh Shirambekar (DIN: 08436009) were appointed as Independent Directors of the Company for a period of five years with effect from May 15, 2019 and August 2, 2019 respectively, at the 57th Annual General Meeting of the Company held on September 25, 2019.

Mr. H. C. Dalal (DIN: 00206232) and Mr. Prem Kapil (DIN: 06921601) were re-appointed as Independent Directors for a second term of five years with effect from September 30, 2019.

In the opinion of the Board, Directors who were appointed/re-appointed during the year, are persons of integrity and have the relevant expertise and experience in accordance with the Nomination and Remuneration Policy of the Company.

Ms. Shruti Joshi (DIN: 05277759), who was appointed as an Independent Director of the Company for a term of five years with effect from September 30, 2014 upto September 29, 2019, retired upon expiry of her term.

In accordance with the provisions of Section 152(6) of the Act and Articles of Association of the Company, Mr. Kishore Shete, Whole time Director (DIN: 02495121) of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

b. Key Managerial Personnel:

Pursuant to Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company as on March 31, 2020 were:

- i. Mr. Kishore Shete, Whole-time Director
- ii. Mr. Rajesh Desai, Chief Financial Officer
- iii. Mr. Manish Tiwary, Company Secretary

In accordance with the provisions of Sections 196, 203 and other applicable provisions of

the Companies Act, 2013 and the rules framed thereunder read with Schedule V to the Companies Act, 2013, Mr. Kishore Shete had been re-appointed as whole time director of the Company from April 1, 2019 to September 21, 2021.

During the year, Ms. Jaya Verma resigned as Company Secretary of the Company with effect from August 12, 2019 and Mr. Manish Tiwary was appointed as Company Secretary of the Company w.e.f. August 12, 2019.

c. Declarations from Independent Directors:

The Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Companies Act, 2013 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") that he/she meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulations 16(1) (b) and 25(8) of the Listing Regulations.

The Independent Directors have confirmed that they have registered their names in the data bank maintained with the Indian Institute of Corporate Affairs ('IICA'). In terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors are required to undertake online proficiency self-assessment test conducted by the IICA within the time prescribed therein. The Independent Directors to whom the provisions of proficiency test are applicable, will take the said online proficiency self-assessment test in due course.

d. Familiarisation Programme for Independent Directors

Pursuant to the Code of Conduct for Independent Directors specified under the Act and Regulation 25(7) of the Listing Regulations, the Company familiarises its Independent Directors on their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates and business model of the Company, etc.

14. MEETINGS OF THE BOARD OF DIRECTORS

The Board of directors met four times during the year ended March 31, 2020. The details of the same are mentioned in the Corporate Governance Report, which forms part of this Report.

15. BOARD COMMITTEES

The Board Committees comprise of mandatory committees as per the Act and Listing Regulations viz., Audit Committee, Nomination and Remuneration Committee and the Stakeholders Relationship Committee. Details of composition of these committees alongwith number of meetings held

during the year and other related details are set out in the Corporate Governance Report which forms part of this Report.

16. ANNUAL PERFORMANCE EVALUATION OF BOARD, ITS COMMITTEES AND DIRECTORS

The Annual Evaluation as required under the Act and the Listing Regulations has been carried out by the Board of its own performance, the performance of each individual Director (including chairperson of Board) and its Committees. For this purpose, an Evaluation Questionnaire was prepared considering the criteria for evaluation in accordance with the Company's "Nomination and Remuneration Policy", approved by the Board on recommendation of the Nomination and Remuneration Committee, taking into account the applicable provisions under the Act and the rules made thereunder, the Listing Regulations read with the Circulars issued by SEBI in this regard, which inter-alia covered various aspects such as participation in meetings, core governance and compliance, etc. The aforesaid Evaluation Questionnaire was circulated to all the Directors and their responses were received in a sealed envelope addressed to the Chairman of the Board of Directors and results thereof were then discussed in the next meeting of the Board of Directors.

17. NOMINATION AND REMUNERATION POLICY

The Board of Directors had on the recommendation of the Nomination and Remuneration Committee formulated "Nomination and Remuneration Policy". The Policy inter-alia covers the requirements specified under Section 178(3) of the Act comprising of criteria for determining qualifications, positive attributes and independence of a director, etc. The detailed Policy duly modified in terms of the Listing Regulations, as amended during the year is given as **Annexure B** and is also posted on the Company's website under the link <https://www.fgpltd.in/files/Docs/Corporate%20Governance/Policies%20and%20Codes%20adopted%20by%20the%20Company/8.%20Nomination%20&%20Remuneration%20Policy.pdf>

18. DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134 OF THE COMPANIES ACT, 2013

Pursuant to Section 134(3)(c) of the Act, your Directors to the best of their knowledge and belief confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any;
- such accounting policies have been selected and applied consistently and such judgements and estimates have been made that are reasonable and prudent to give a true and fair view of the state of affairs of the Company in the Balance Sheet as at March 31, 2020 and of the Statement of loss of the Company for the year ended on that date;

- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual accounts have been prepared on a going concern basis;
- the proper internal financial controls were in place and that such internal financial controls were adequate and were operating effectively;
- the systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

19. WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Audit Committee's terms of reference inter alia include vigil mechanism which has been formulated in terms of Section 177 (10) of the Companies Act, 2013 and in compliance with Chapter II read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Whistle Blower Policy/ Vigil Mechanism provides for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Governance and Ethics. The Whistle Blower Policy is uploaded on the Company's website www.fgpltd.in.

20. PARTICULARS OF EMPLOYEES

Particulars of employees pursuant to Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached with this report as **Annexure C**.

The particulars of employees in compliance with the provisions of Section 134 (3) (q) of the Act read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided to the members on request. Any member desirous of receiving the same may write to the Company.

21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information to be furnished under Section 134(3) (m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished below.

Conservation of Energy: The Company is engaged in the Business Centre activity under which its operations do not account for substantial energy consumption. However, the Company has taken all necessary steps to conserve energy. The management has ensured that all these measures are complied with.

Technology Absorption: The provisions relating to technology absorption are not applicable to the Company.

Foreign exchange Earnings & Outgo: NIL

22. CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Act are not applicable to the Company as the Company does not fall into the criteria specified in sub-section (1) of Section 135 of the Act.

23. STATUTORY AUDITORS:

M/s. V.S.Somani & Co., Chartered Accountants (FRN: 117589W) were appointed as the Statutory Auditors of the Company at the Fifty Fourth Annual General Meeting (AGM) of the Company held on September 28, 2016 from the conclusion of the Fifty Fourth AGM till the conclusion of the Fifty Seventh AGM. Accordingly, their term ended at the conclusion of Fifty Seventh AGM.

The members approved the appointment of M/s. MVK Associates, Chartered Accountants (FRN: 120222W) as the Statutory Auditors of the Company, at the Fifty Seventh AGM of the Company held on September 25, 2019 for a period of five years from the conclusion of the Fifty Seventh AGM until the conclusion of the Sixty Second AGM.

M/s MVK Associates, Chartered Accountants have confirmed that they are eligible to act as the Statutory Auditors of the Company for FY 2020-21.

24. INTERNAL AUDITORS

As per section 138 of the Act, the Board of Directors had appointed M/s. Vivek M. Tamhane & Co., Chartered Accountants to carry out Internal Audit of the Company for FY 2019-20.

25. SECRETARIAL AUDITORS

M/s. Parikh Parekh & Associates, Company Secretaries were appointed as the Secretarial Auditors for conducting the Secretarial Audit in accordance with Section 204 of the Act for the year ended March 31, 2020. The Secretarial Audit Report prepared in accordance with Section 204(1) of the Act in prescribed Form MR-3 by M/s. Parikh Parekh & Associates, Company Secretaries is attached as **Annexure D** to this Report.

26. EXPLANATION AND COMMENTS ON AUDITORS' REPORT AND SECRETARIAL AUDIT REPORT

There are no qualification, reservations or adverse remark made either by the Statutory Auditor in Auditors Report or by the Company Secretary in Practice (Secretarial Auditor) in Secretarial Audit Report.

The Statutory Auditors have not reported any instances of fraud to the Central Government and Audit Committee as per the provisions of Section 143(12) of the Act read with Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

27. CORPORATE GOVERNANCE

A report on Corporate Governance along with a certificate from the Auditors of the Company stipulated pursuant to Regulation 34 of the Listing Regulations is annexed as **Annexure E** to this Report.

28. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations.

The Company had received eviction notices from the National Insurance Company Limited (NIC), owner of Commercial Union House, property occupied by the Company as its registered office. The status of the matter is dormant since February 2015.

29. CHANGE IN THE NATURE OF BUSINESS

The Company has been engaged in the business of providing Business Centre facilities. During the year under review, there was no change in the nature of the business.

30. COST RECORDS

The Company is not required to maintain cost records as required pursuant to section 148(1) of the Act.

31. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) RULES, 2014

The Board of Directors at their Meeting held on February 2, 2015, constituted Internal Complaints Committee pursuant to Section 4 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the Act").

As per section 6 of the Act, those organisations which have less than ten employees can refer the complaints to Local Complaints Committee instead of constituting Internal Complaints Committee.

Considering, the Company has less than ten employees, the Board at its meeting held on February 13, 2020, dissolved the Internal Complaints Committee.

However, the Company has not received any complaint of sexual harassment during the financial year 2019-20.

32. SECRETARIAL STANDARDS:

The Institute of Company Secretaries of India has currently mandated compliance with the Secretarial Standards on board meetings and general meetings. The Company complies with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

33. APPRECIATION

The Board of Directors place on record its appreciation towards all its employees for their services rendered and the members for their constant support and for the faith reposed by them in the Company.

For and on behalf of the Board

H.N. Singh Rajpoot

Chairman

Place : Mumbai

Date : June 23, 2020

DIN: 00080836

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS

i	CIN	L26100MH1962PLC012406
ii	Registration Date	June 27, 1962
iii	Name of the Company	FGP Limited
iv	Category/Sub-category of the Company	Public Limited Company
v	Address of the Registered office & contact details	9, Wallace Street, Fort, Mumbai - 400 001, Maharashtra Tel. : 022-22070273, 22015269 E-mail : investors@fgpltd.in Website: www.fgpltd.in
vi	Whether listed company	Yes. The equity shares of FGP Limited are listed on BSE Limited
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/s Bigshare Services Private Limited Ltd., Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road Marol, Andheri – East, Mumbai – 400059 Ph. No.: 022 4043 0200/4043 0294; Fax No.: 022 2847 5207 Email: investor@bigshareonline.com ; Website: www.bigshareonline.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
Business Centre Activity	681	100

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
NIL				

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt.or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	4,599,950	0	4,599,950	38.67	4,929,950	0	4,929,950	41.45	2.77
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other (Trusts)	150	0	150	0.00	150	0	150	0.00	0.00
SUB TOTAL:(A) (1)	4,600,100	0	4,600,100	38.67	4,930,100	0	4,930,100	41.45	2.77
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A) (2)	0	0	0	0.00	0	0	0	0.00	0.0000
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	4,600,100	0	4,600,100	38.67	4,930,100	0	4,930,100	41.45	2.77
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	1,554	23,856	25,410	0.21	1,554	23,856	25,410	0.21	0.00
c) Central govt/State Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
e) Insurance Companies	685,381	750	686,131	5.77	685,381	750	686,131	5.77	0.00
f) FIIs	530	11,524	12,054	0.10	530	11,524	12,054	0.10	0.00
g) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
h) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B)(1):	687,465	36,130	723,595	6.08	687,465	36,130	723,595	6.08	0.00
(2) Non Institutions									
a) Bodies corporates									
i) Indian	156,306	20,366	176,672	1.49	106,061	20,366	126,427	1.06	-0.42
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	3,055,120	1,085,411	4,140,531	34.81	3,071,569	1,069,284	4,140,853	34.81	0.00
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	1,914,366	0	1,914,366	16.09	1,664,644	0	1,664,644	13.99	-2.10
c) Others (specify)									
(i) Hindu Undivided Family (HUF)	164,949	0	164,949	1.39	165,392	0	165,392	1.39	0.00
(i) Trusts	3,650	0	3,650	0.03	3,650	0	3,650	0.03	0.00
(ii) Clearing Members	49,969	0	49,969	0.42	18,784	0	18,784	0.16	-0.26
(iii) Non resident Indians (NRI)	0	6049	6,049	0.05	0	6,049	6,049	0.05	0.00

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(iv) Non resident Indians (NRI-Repat)	8,148	0	8,148	0.07	8,123	0	8,123	0.07	0.00
(v) Non resident Indians (NRI- Non Repat)	9,351	0	9,351	0.08	9,763	0	9,763	0.08	0.02
(vi) Directors and Relatives	0	10	10	0.00	0	10	10	0.00	0.00
(vii) Employees	0	0	0	0.00	0	0	0	0.00	0.00
(viii) Overseas Bodies Corporate	0	97,200	97,200	0.82	0	97,200	97,200	0.82	0.00
(ix) Unclaimed Suspense Account	0	0	0	0.00	0	0	0	0.00	0.00
(x) IEPF	0	0	0	0.00	0	0	0	0.00	0.00
(d) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e) Foreign Portfolio Investor	0	361	361	0.00	0	361	361	0.00	0.00
(i) NBFCs registered with RBI	100	0	100	0.00	100	0	100	0.00	0.00
SUB TOTAL (B)(2):	5,361,959	1,209,397	6,571,356	55.25	5,048,086	1,193,270	6,241,356	52.47	-2.78
Total Public Shareholding (B)= (B)(1)+(B)(2)	6,049,424	1,245,527	7,294,951	61.33	5,735,551	1,229,400	6,964,951	58.55	-2.77
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	10,649,524	1,245,527	11,895,051	100.00	10,665,651	1,229,400	11,895,051	100.00	0.00

(ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	
1	Swallow Associates LLP	2,886,046	24.26	0.00	2,886,046	24.26	0.00	0.00
2	Instant Holdings Limited	1,713,898	14.41	0.00	1,713,898	14.41	0.00	0.00
3	Carnival Investments Limited	6	0.00	0.00	330,006	2.77	0.00	2.77
4	Harsh Vardhan Goenka (Trustee Of Crystal India Tech Trust)	20	0.00	0.00	20	0.00	0.00	0.00
5	Harsh Vardhan Goenka (Trustee Of Nucleus Life Trust)	20	0.00	0.00	20	0.00	0.00	0.00
6	Harsh Vardhan Goenka (Trustee Of Prism Estates Trust)	50	0.00	0.00	50	0.00	0.00	0.00
7	Harsh Vardhan Goenka (Trustee Of Monitor Portfolio Trust)	20	0.00	0.00	20	0.00	0.00	0.00
8	Harsh Vardhan Goenka (Trustee Of Secura India Trust)	20	0.00	0.00	20	0.00	0.00	0.00
9	Harsh Vardhan Goenka (Trustee Of Stellar Energy Trust)	20	0.00	0.00	20	0.00	0.00	0.00
	Total	4,600,100	38.67	0.00	4,930,100	41.45	0.00	2.77

(iii) **CHANGE IN PROMOTERS' SHAREHOLDING:**

Particulars of change including the change of increase/decrease	Share holding at the beginning of the Year		Cumulative Share holding during the year	
	No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
Carniwal Investments Limited				
At the beginning of the year	6	0.00	6	0.00
Changes during the year	Buy- 07.06.2019	330,000	330,006	2.77
At the end of the year		330,006	330,006	2.77

(iv) **SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS AS ON MARCH 31, 2020 (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS) (REFER NOTE 1)**

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No.of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Life Insurance Corporation of India	426,479	3.59	426,479	3.59
2	Dipak Kanayalal Shah	258,586	2.17	258,992	2.18
3	The Oriental Insurance Company Limited	258,302	2.17	258,302	2.17
4	Sangeetha S	-	0.00	140,520	1.18
5	Shivang Sanjay Seth	109,461	0.92	109,461	0.92
6	Jainex International Limited	97,200	0.82	97,200	0.82
7	Balram Bharwani	85,300	0.72	85,300	0.72
8	Sambasivam SM	29,827	0.25	84,999	0.71
9	Satyanarayan Khandelwal	75,288	0.63	75,288	0.63
10	Amratbhai Dhanabhai Parmar	49,666	0.42	49,666	0.42

Note 1: The shares of the Company are traded on daily basis. Hence the date wise increase/ decrease in the shareholding of the above shareholders is Consolidated based on the Permanent Account Number (PAN) of the Shareholder.

(v) **Shareholding of Directors & KMP**

Name : Mr. Kishore Shete

For Each of the Directors & KMP	No.of shares	% of total shares of the Company	No of shares	% of total shares of the Company
At the beginning of the year	10	0	10	0
Date wise increase/decrease in Directors Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	0	0	0	0
At the end of the year	10	0	10	0

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid		NIL		
iii) Interest accrued but not due				
Total (i+ii+iii)				

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
Additions		NIL		
Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount		NIL		
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager

₹

Sl. No	Particulars of Remuneration	Mr. Kishore Shete, Whole-time director
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	782,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-
2	Stock option	-
3	Sweat Equity	-
4	Commission	-
5	as % of profit	
	Others, please specify	-
	(a) Telephone Reimbursement	-
	(b) Medical insurance premium	-
	Total (A)	782,000
	Ceiling as per the Act	As per Section 197 of Companies Act, 2013

B. Remuneration to other directors:

₹

Sl. No	Particulars of Remuneration	Name of the Directors						Total Amount
		Mr. H. N. Singh Rajpoot	Mr. Prem Kapil	Mr. H.C. Dalal	Ms. Dhanshree Gandhi*	Mr. Rajesh Shirambekar#	Ms. Shruti Joshi @	
1	Independent Directors							
	(a) Fee for attending board/ committee meetings	-	18,000	22,000	13,000	6,000	-	59,000
	(b) Commission	-	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-	-
	Total (1)	-	18,000	22,000	13,000	6,000	-	59,000
2	Other Non Executive Directors							
	(a) Fee for attending board committee meetings	22,000	-	-	-	-	-	22,000
	(b) Commission	-	-	-	-	-	-	-

Sl. No	Particulars of Remuneration	Name of the Directors						Total Amount
	(c) Others, please specify.	-	-	-	-	-	-	
	Total (2)	22,000	-	-	-	-	22,000	
	Total (B)=(1+2)	22,000	18,000	22,000	13,000	6,000	81,000	
	Total Managerial Remuneration							81,000
	Overall Ceiling as per the Act.	₹ 1,00,000/- for each meeting						

*Ms. Dhanshree Gandhi was appointed as Director w.e.f. May 15, 2019

#Mr. Rajesh Shirambekar was appointed as Director w.e.f. August 2, 2019

@ Ms. Shruti Joshi retired as Director w.e.f. September 30, 2019

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

₹

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Mr. Rajesh Desai, CFO	Ms. Jaya Verma, CS*	Mr. Manish Tiwary, CS #	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	1,032,750	171,109	573,387	1,777,246
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Telephone Reimbursement	-	-	-	-
	Total	1,032,750	171,109	573,387	1,777,246

*Ms. Jaya Verma resigned w.e.f. August 12, 2019

#Mr. Manish Tiwary was appointed w.e.f. August 12, 2019

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

For and on behalf of the Board of Directors

H.N. Singh Rajpoot
Chairman
DIN: 00080836

Place: Mumbai

Date: June 23, 2020

Nomination and Remuneration Policy

1. Introduction:

This policy has been formulated in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the appointment and remuneration of the Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP) and other employees and Board diversity.

2. Objective:

This Policy sets out the guiding principles on:

- (i) appointment and remuneration of the Directors, KMP and SMP;
- (ii) qualifications, positive attributes and independence for appointment of a Director and assessment of independence
- (iii) performance of all the directors
- (iv) core skills/expertise/competencies required of the Board of Directors of the Company
- (v) Board Diversity

3. Definitions:

- (i) **“Applicable Laws”** means the Companies Act, 2013 and Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time.
- (ii) **“Board”** means Board of Directors of the Company.
- (iii) **“Company”** means F G P Limited.
- (iv) **“Directors”** means Directors of the Company.
- (v) **“Independent Director”** (ID) shall have the same meaning as defined under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- (vi) **“Key Managerial Personnel” (KMP)** means:
 - a. the Chief Executive Officer (CEO) or the Managing Director (MD) or the Manager;
 - b. the Company Secretary (CS);
 - c. the Whole-time Director (WTD);
 - d. the Chief Financial Officer (CFO); and
 - e. Such other officer, not more than one level below the directors who is in whole time employment and designated as KMP by the Board
- (v) **“Non-Executive Directors”** (NED) means a member of a Company’s Board of Directors who is not in whole time employment of the Company.
- (vi) **“Senior Management Personnel” (SMP)** mean persons working one level below CEO/ MD/ WTD/ Manager including Company Secretary and Chief Financial Officer or persons as may be

defined as SMP in the Applicable Laws from time to time.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Applicable Laws as may be amended from time to time, shall have the meaning respectively assigned to them therein.

4. Diversity in the Board of Directors:

Diversity refers to the variety of attributes of diverse nature between people and encompasses acceptance, respect and an understanding that each individual is unique. These aspects can include age, gender, ethnicity, physical abilities, marital status, ideologies, background, knowledge and skills with a view to achieving a sustainable development, the Company shall aim to increase diversity at the Board level, as an essential element in terms of:

- Experience of diverse nature
- Gender in having the right representation of female members to ensure compliance with applicable laws.
- Qualifications, Knowledge and core skills/expertise/competencies required of the Board of Directors in context of company’s business/ sector.

5. Requirements Relating to Directors:

A. Appointment of Directors:

The Company shall appoint those persons who possess requisite qualifications & experience and positive attributes within overall framework of diversity as described in this Policy.

B. Qualifications & Experience:

- (i) Any person to be appointed as a Director on the Board of Directors of the Company, including Independent Director shall, in addition to a formal professional qualification, possess appropriate skills, experience and knowledge in one or more fields viz. sciences, actuarial sciences, banking, finance, economics, law, management, sales, marketing, administration, research, corporate governance or technical operations.
- (ii) Any person to be appointed as a Director on the Board of the Company shall be such person who shall be able to provide policy directions to the Company, including directions on good corporate governance.

C. Positive attributes:

The person to be appointed as a Director of the Company shall, in addition to the formal qualifications and relevant experience described in this Policy, shall also possess the attributes such as integrity, leadership, business orientation, commitment, proven track record and such other attributes, which in the opinion of the NRC, are in the interest of the Company.

D. Disqualification:

Any person to be appointed as Director shall not possess the disqualifications prescribed in under the Applicable Laws.

E. Evaluation:

- (i) The NRC shall facilitate the Board to undertake evaluation of performance of all Directors on yearly basis including making recommendations to the Board on appropriate performance criteria for the Directors and formulating criteria and framework for evaluation of every Director's performance.
- (ii) The Board shall evaluate, every year, the performance of the individual directors including Chairman, IDs, independence of IDs, its own performance and of its Committees.

F. Familiarization Programme:

The Company shall familiarise the independent directors of the company with their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company through various programmes.

6. Requirement Relating to Senior Management Personnel including Key Managerial Personnel

A. Appointment of KMP and SMP including KMP:

- (i) Based on the recommendation of NRC, the appointment of the MD, CEO, WTD, Manager, CFO and the CS shall be approved by the Board of Directors by means of a resolution.
- (ii) KMP shall not hold office in more than one company except in its subsidiary company at the same time.
- (iii) The appointments of SMP shall be approved by MD, if any or the Department Head on recommendation of the Human Resources Department (HRD). Remuneration payable to SMP shall be recommended by the NRC and approved by the Board.

B. Qualifications & experience:

- (i) Any person to be appointed as KMP or as SMP shall possess relevant educational or professional qualifications, experience and domain knowledge required for performing the job for which they are appointed.
- (ii) There shall be no discrimination on account of gender, race and religion in terms of appointment as KMP or SMP.
- (iii) While considering appointment of any KMP or SMP, the following additional criteria may be considered by NRC.

C. Positive Attributes:

- (i) KMP and the SMP shall also possess attributes like decision making skills, leadership skills, integrity and proven track record and shall demonstrate commitment to the organisation.

- (ii) KMP and SMP shall meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision making.

D. Performance Evaluation:

- (i) Evaluation of all the SMPs and KMPs shall be carried out by the Departmental Head, excluding himself/herself and the MD/CEO/WTD, if any.
- (ii) The evaluation process adopted by the Company shall always consider the appropriate benchmarks set as per industry standards, performance of the Industry, the Company and of the individual KMP/SMP.
- (iii) Evaluation of performance shall be carried out at least once in a year, in accordance with the existing evaluation process of the Company.

7. REMUNERATION:

Guiding Principles:

- (i) The terms of employment and remuneration of MD, WTD, KMPs and SMPs shall be competitive in order to ensure that the Company can attract and retain competent talent
- (ii) This Policy shall ensure that:
 - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors/KMPs and SMPs of the quality required to run the Company successfully.
 - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
 - c. Remuneration to directors, KMP and SMP involves a balance between fixed and variable pay reflecting short and long term performance objectives and goals set by the Company.
 - d. Remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders
- (iii) While determining the remuneration and incentives for the MD/ WTD and KMP's, the following shall be considered:
 - a. Pay and employment conditions with peers / elsewhere in the competitive market
 - b. Benchmarking with the industry practices
 - c. Performance of the individual
 - d. Company Performance
- (iv) For the benchmarking with Industry practice, criteria of size, complexity, data transparency and geographical area shall also be given due consideration.
- (v) The pay structures shall be appropriately aligned across levels in the Company.

8. Remuneration Policy:**A. MD/WTD/CEO/Manager:**

- (i) The remuneration to the MD/CEO/Manager/WTD at the time of his/her appointment shall be recommended by the NRC and subsequently approved by the Board of Directors. Such remuneration shall be subject to approval of the shareholders of the Company or the Central Government wherever required and shall not exceed the limits mentioned under applicable laws.
- (ii) Annual increment/ subsequent variation in remuneration to the MD/CEO/Manager/WTD shall be approved by the NRC/ Board of Directors, within the overall limits approved by the shareholders of the Company or the Central Government, as the case may be.

B. NEDs:

- (i) NEDs shall be entitled to such sitting fees as may be decided by the Board of Directors from time to time for attending the meeting of the Board and of the Committee thereof.
- (ii) NEDs shall also be entitled for payment of commission as recommended by NRC and approved by the Board of Directors and wherever required approval of the shareholders shall be obtained.
- (iii) IDs shall not be eligible for any Stock Options, pursuant to any Stock Option Plan adopted by the Company.
- (iv) The NEDs shall be eligible for remuneration of such professional services rendered if in the opinion of the NRC, the NED possesses the requisite qualification for rendering such professional services.

C. SMPs & KMPs (other than MD/WTD/ CEO / Manager):

- (i) Remuneration packages shall be designed in such manner that:
 - a. Motivates delivery of key business strategies, creates a strong performance-orientated environment and rewards achievement of the Company's objectives & goals over the short and long-term.
 - b. Attracts high-flier executives in a competitive global market and remunerate executives fairly and responsibly.
- (ii) Remuneration shall be competitive and shall include salary comprising of both fixed and variable components, performance incentives and other benefits as per the Policy of the Company, considering relevant qualification, experience and performance of the individual as well as the prevailing market conditions.
- (iii) The remuneration to the KMPs and SMPs, at the time of his/her appointment, shall be recommended by the NRC and approved by

the Board considering relevant qualification, experience and performance of the individual as well as the prevailing market conditions. The remuneration may be a combination of fixed and variable pay;

- (iv) Remuneration shall be evaluated annually and annual increase shall be decided considering the performance of the individual and also of the Company. Industry practices/ trends shall also be given due consideration. Annual increment /subsequent variation in remuneration to the KMPs/SMPs shall be approved by the NRC/Board of Directors.
- (v) Remuneration can be reset at any time considering the benchmark of international and domestic companies, which are similar in size and complexity to the Company. Benchmark information shall be obtained from internationally recognized compensation service consultancies.
- (vi) NRC may consider grant of Stock Options to KMPs & SMPs pursuant to any Stock Option Plan adopted by the Company, if any.

9. DIRECTOR AND OFFICER LIABILITY INSURANCE:

- (i) The Company may provide an insurance cover to Directors, KMPs & SMPs for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust and the premium paid on the same shall not be treated as a part of remuneration paid to them.
- (ii) (The premium paid by the Company for such insurance cover, called for Directors and Officers Liability Insurance Policy, taken for the above purpose shall be paid by the Company without any charge to the Directors, KMPs and SMPs.

10. AMENDMENTS TO THE POLICY:

The Board of Directors may amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail notwithstanding the provisions hereunder from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

11. EFFECTIVE DATE:

This revised policy will be deemed to be effective from February 6, 2019 and supersedes the original policy approved by the Board of Directors at its meeting held on August 13, 2014 and revised on February 02, 2015 and November 9, 2016 respectively.

Statement containing the disclosures pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Based on the remuneration received and sitting fees for attending the meetings held during the FY 2019-20 attended by each Director, the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year is as under:

Sr. No.	Name of Director	Ratio of remuneration of each director to the median remuneration of employees of the Company
1.	Mr. H. N. Singh Rajpoot	0.03
2.	Mr. H. C. Dalal	0.03
3.	Mr. Prem Kapil	0.03
4.	Mr. Rajesh Shirambekar	0.01
5.	Ms. Dhanshree Gandhi	0.02
6.	Mr. Kishore Shete	1.16

(ii) The percentage increase/(decrease) in remuneration of each Director, Chief Financial Officer (CFO), Whole-time Director (WTD), Company Secretary (CS) or Manager, if any in the financial year:

There has been no increase in the amount of sitting fee paid per meeting for attending the meetings during the year under review as compared to the financial year 2018-19.

The percentage increase in remuneration of CFO during the year under review as compared to the previous year is 15.52%

The percentage increase in remuneration of CS during the year under review as compared to the previous year is: Since CS had been appointed during the year, the increase is not comparable between previous year and current financial year.

The percentage increase in remuneration of WTD during the year under review as compared to the previous year is (4.68%)

(iii) The percentage increase in the median remuneration of the employees in the financial year: 2.17%.

(iv) The number of permanent employees on the rolls of the Company:

As on March 31, 2020, the Company had four employees on its rolls, including Key Managerial Personnel(s) of the Company.

(v) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentage increase made in the salaries of employees other than the managerial personnel during the previous FY 2019-20 – Not Applicable.

The increment given to each employee is based on criteria as such as performance of the company and of the individual employee during the financial year.

(vi) Affirmation that the remuneration is as per the remuneration policy of the company:

Remuneration paid during the year ended March 31, 2020 was as per Nomination and Remuneration Policy of the Company.

On behalf of the Board of Directors

Place : Mumbai
Date : June 23, 2020

H.N. Singh Rajpoot
Chairman
DIN : 00080836

FORM No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

(Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
FGP LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by FGP Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information to the extent provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by The Ministry of Corporate Affairs and The Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2020, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
- (vi) Other laws specifically applicable to the Company namely-
 1. Bombay Municipal Corporation Act, 1888;
 2. The Maharashtra Ownership of Flats Act, 1963/ The Maharashtra Apartments Ownership Act, 1970; The Registration Act, 1908;
 3. The Maharashtra Rent Control Act, 1999/ Bombay Rent, Hotel & Lodging House Rates Control Act, 1947
 4. The Bombay Stamp Act, 1958;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

(ii) The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For Parikh Parekh & Associates
Company Secretaries

Shalini Bhat
Partner

FCS No : 6484

CP No : 6994

Place: Mumbai

Date : June 23, 2020

UDIN : F006484B000369022

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

'Annexure A'

To,

The Members

FGP LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Parikh Parekh & Associates
Company Secretaries

Shalini Bhat
Partner

FCS No : 6484

CP No : 6994

Place: Mumbai

Date : June 23, 2020

UDIN : F006484B000369022

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The principles of Corporate Governance are based on transparency, accountability and focus on sustainable success of the Company over the long-term. Corporate Governance provides the framework for attaining a company's objectives while balancing the interest of all stakeholders. It is not mere compliance of laws, rules and regulations, but also the application of best management practices and adherence to the highest ethical principles in all its dealings, to achieve the objects of the Company, strive to enhance stakeholder value and discharge its social responsibility. Your Company recognizes that strong Corporate Governance is indispensable to resilient and vibrant capital markets and is, therefore, an important instrument of investor protection. It, therefore, would continue to develop practices to ensure best standards of governance.

A Report on compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") is given below:

1. BOARD OF DIRECTORS

In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information including information mentioned in Regulation 17 read with Schedule II of the Listing Regulations are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company with due compliance of applicable laws and as trustees of stakeholders.

Composition of Board

As on March 31, 2020, the Board of Directors comprised of Six (6) Directors comprising of one

Whole-time Director and five Non-Executive Directors including four independent directors.

The Directors are eminent professionals with experience in industry/business/finance/law and bring with them the reputation of independent judgment and experience, which they exercise.

All the Independent Directors of the Company have confirmed that they meet with the criteria of independence laid down under the Companies Act, 2013 ('the Act') and the Listing Regulations. All such declarations are placed before the Board. Further, pursuant to Section 164(2) of the Act, all the Directors have also provided annual declarations that he/she has not been disqualified to act as a Director.

None of the Directors on the Board is a member of more than Ten (10) committees or Chairman of more than Five (5) committees across all listed entities in which he/she is a Director as stipulated in Regulation 26(1) of the Listing Regulations. Further, none of the Independent Directors on the Board is serving as an Independent Director in more than seven (7) listed companies and none of the Directors on the Board is a Director in more than Seven (7) listed companies. Whole time Director of the Company do not serve as Independent Director in any Company. The necessary declarations regarding Committee positions have been made by all the Directors.

None of the Directors is related to any other Director on the Board in terms of definition of 'relative' given under the Act.

Board Meetings held during the year and attendance thereat:

During the year under review, Four (4) meetings of the Board were held on May 15, 2019, August 2, 2019, November 11, 2019 and February 13, 2020. Details of Directors and their attendance at the said Board Meetings and also at the Fifty Seventh Annual General Meeting is, as given below:

Name of Director	DIN	Category of Directorship	Particulars of Attendance			Directorship in other Companies excluding private companies in India & Foreign Companies	No. of Committees in which Chairman or Member [other than FGP Limited] *	
			No. of Board meetings held during the tenure	No. of Board meetings attended	Previous AGM held on September 25, 2019		Member	Chairperson
Mr. H.N. Singh Rajpoot	00080836	Chairman, Non- Executive Director	4	4	Yes	5	1	2
Mr. Kishore Shete	02495121	Wholetime Director	4	4	Yes	3	1	0

Name of Director	DIN	Category of Directorship	Particulars of Attendance			Directorship in other Companies excluding private companies in India & Foreign Companies	No. of Committees in which Chairman or Member [other than FGP Limited] *	
			No. of Board meetings held during the tenure	No. of Board meetings attended	Previous AGM held on September 25, 2019		Member	Chairperson
Mr. H. C. Dalal	00206232	Independent Director	4	4	Yes	2	2	0
Mr. Prem Kapil	06921601	Independent Director	4	4	Yes	2	1	0
Ms. Shruti Joshi#	05277759	Independent Director	2	0	No	0	0	0
Ms. Dhanshree Gandhi@	08451503	Independent Director	4	3	Yes	0	0	0
Mr. Rajesh Shirambekar§	08436009	Independent Director	3	3	Yes	0	0	0

*Only Audit committee and Stakeholders Relationship Committee memberships in other public limited companies are reckoned for this purpose.

Ms. Shruti Joshi ceased to be Director of the Company w.e.f September 30, 2019, upon completion of her term of five years as an Independent Director.

@Ms. Dhanshree Gandhi was appointed as an Independent Director of the Company w.e.f. May 15, 2019.

§ Mr. Rajesh Shirambekar was appointed as an Independent Director of the Company w.e.f. August 02, 2019.

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2, particulars of Directors seeking re-appointment at this AGM are given in the Notice of the AGM which forms part of this Annual Report.

List of other listed entities where the Director of the Company is a Director and the category of such directorship:

Sr. no.	Name of the Director	Name of other Listed entity in which serving as Director	Category of Directorship
1	Mr. H. N. Singh Rajpoot	1. Summit Securities Limited	Non-Executive Director
2	Mr. H. C. Dalal	1. Summit Securities Limited 2. STEL Holdings Limited	Independent Director
3	Mr. Prem Kapil	1. Summit Securities Limited 2. STEL Holdings Limited	Independent Director
4	Mr. Kishore Shete	-	N.A.
5	Ms. Dhanshree Gandhi	-	N.A.
6	Mr. Rajesh Shirambekar	-	N.A.

DETAILS OF SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS:

The Directors on the Board are eminent industrialists/professionals and have expertise in their respective functional areas, which bring with them the reputation of independent judgement and experience which adds value to the Company's business. Directors are inducted on the Board basis the possession of the skills identified by the Board as below and their special skills with regards to the industries/fields they come from.

























The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company, which are currently available with the Board.

Global Business: Understanding of global business dynamics across various geographies, industries and regulatory jurisdictions.

Strategy and Planning: Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.

Governance: Experience in developing governance framework, serving the best interests of all stakeholders, driving board and management accountability, building long-term effective stakeholder engagements and sustaining corporate ethics and values.

The skills/expertise/ competencies have been further elaborated as under:

Name of Director	Skills / Expertise / Competence			
Mr. HNS Rajpoot	 General Management	 Senior Management Experience	 Accounting, Finance, Legal	 Risk Management
	 Human Resources Management	 Strategy, M&A	 Corporate Governance	
Mr. Kishore Shete	 General Management	 Accounting, Finance, Legal	 Strategy, M&A	
Mr. HC Dalal	 General Management	 Accounting, Finance, Legal	 Corporate Governance	
Mr. Prem Kapil	 General Management	 Public Policy	 Human Resources Management	 Business Development
Ms. Dhanshree Gandhi	 General Management	 Accounting, Finance, Legal		
Mr. Rajesh Shirambekar	 Senior Management Experience	 Accounting, Finance, Legal	 Risk Management	 Strategy, M&A
	 Corporate Governance			

2. COMMITTEES OF THE BOARD:

i. AUDIT COMMITTEE

Composition, Meetings and Attendance:

The Company has complied with the requirements of Regulation 18 of the Listing Regulations and Section 177 of the Act in respect of the composition of the Audit Committee.

During the year under review, Ms. Shruti Joshi was a member of Audit Committee till August 2, 2019 and Ms. Dhanshree Gandhi was appointed as member of Audit Committee w.e.f. May 15, 2019. As on March 31, 2020, the Audit Committee of Board of Directors of the Company comprised of 4 members, Mr. H. N. Singh Rajpoot, Mr. H.C. Dalal, Mr. Prem Kapil and Ms. Dhanshree Gandhi. All the members of the Audit Committee are Non-Executive Directors and have sound knowledge of finance, accounts, company law and general management. 3 out of 4 members are

Independent Directors. Mr. HC Dalal is the Chairman of the Committee.

During the year under review, Four (4) meetings of the Audit Committee were held on May 15, 2019, August 2, 2019, November 11, 2019 and February 13, 2020.

The Company Secretary functions as the Secretary to the Audit Committee.

Attendance at the Audit Committee Meetings during the year ended March 31, 2020:

Name of Director	No. of Meetings Attended
Mr. H.C. Dalal	4
Mr. H.N. Singh Rajpoot	4
Mr. Prem Kapil	4
Ms. Dhanshree Gandhi	2
Ms. Shruti Joshi	0

The Audit Committee Meetings are also generally attended by the representatives of Statutory Auditors, Internal Auditors and the Chief Financial Officer.

As per Regulation 18(1)(d) of the listing regulations, the Chairman of the Audit Committee had attended the Fifty Seventh Annual General Meeting of the Company held on September 25, 2019.

Terms of Reference:

The role, powers, functions and the terms of reference of the Audit Committee specified by the Board are in conformity with the requirements of the Listing Regulations and Section 177 of the Act.

The terms of reference of Audit Committee interalia include the following:

- a. To recommend the appointment/re-appointment/re-placement, remuneration and terms of appointment of the Statutory Auditors and the Internal Auditors of the Company.
- b. To review and monitor independence and performance of the Statutory and Internal auditors and reviewing, with the management adequacy of the internal control systems;
- c. To approve or ratify transactions of the Company with Related Parties, including any subsequent modifications.
- d. To examine Financial Statements and Auditor's report thereon and for this purpose, to call, if necessary, the comments of the Auditors about the following:
 - i. Internal Control systems
 - ii. Scope of audit, including observations of Auditors
- e. To scrutinize inter-corporate loans and investments made by the Company.
- f. To carry out valuation of undertakings and the assets of the Company as and when necessary.
- g. To evaluate the internal financial control systems.
- h. To evaluate the Risk Management Systems.
- i. To monitor, end use of funds raised through public offers (including public issue, rights issue, preferential issue, qualified institutional placement etc.) and related matters.
- j. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- k. To review effectiveness of the audit process and adequacy of the internal audit function including structure/staffing and reporting process and frequency of the internal audit.
- l. To recommend the Financial Statement to the Board for approval, after carrying out the procedure mentioned at (d) above.
- m. To give personal hearing to the Auditors and key managerial personnel when, if necessary, while reviewing the Auditor's Report.
- n. To oversee the Company's financial reporting process and disclosure of the financial information to ensure that the financial statements are correct, sufficient and creditable.
- o. To review the Annual Financial Statements and auditor's report with the Management before submitting the same to the Board particularly the following:
 - i. Matters required to be included in the Director Responsibility Statement to be included in the Board's Report in terms of Clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - ii. Changes, if any, in accounting policies and practices and reasons for the same.
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management.
 - iv. Significant adjustments made in the financial statements arising out of audit findings
 - v. Compliance with listing and other legal requirements relating to financial statements.
 - vi. Disclosure of any related party transactions.
 - vii. Qualifications/ modified opinions in draft Audit Report.
- p. To review with the Management the quarterly financial statements before submitting the same to the Board.
- q. To discuss with the Internal Auditors any significant findings and follow-up thereof.
- r. To review findings of the internal investigation, including the matters of suspected frauds or irregularities or failure of internal control systems of material nature and reporting the matter to the board.
- s. To discuss with the Statutory Auditors the nature and scope of audit before commencement of the audit and also after completion of audit, to ascertain any internal area of concern.
- t. To look into the reasons for substantial defaults for payment to the deposit holders, debenture holders and creditors.
- u. Review the functioning of the Vigil Mechanism/ Whistle Blower Mechanism for the Directors and employees to report their genuine concerns or grievances and provide mechanism for adequate safeguards against victimization.
- v. Approval of appointment of CFO (i.e. the whole-time Finance Director or any other persons heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

- w. Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries.
- x. Reviewing of the utilization of loans and / or advances existing loans and/ or advances from/investment made by the Company in its subsidiary exceeding ₹ 100 crore or 10% of the total gross assets of the subsidiary, whichever is lower including existing loans/ advances / investment or such other limit as may be prescribed from time to time.
- y. Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- z. Carrying out any other function, as may be assigned to Audit Committee pursuant to any amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 as amended or re-enacted from time to time.
- aa. Reviewing the following information/document:
 - i. Management discussion and analysis of financial condition and results of operation;
 - ii. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - iii. Management letter of internal control weakness issued by the statutory auditors;
 - iv. Internal audit reports relating to internal control weakness; and
 - v. The appointment, removal and terms of remuneration of the internal auditor.
 - vi. statement of deviations:
 - a. Review the quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b. Review the annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7).
- bb. Investigating into any matter specified under serial nos. a. to aa. above and for this purpose to obtain advise of external professionals, if necessary, and accord them full access to the information contained in the records of the Company.

ii. NOMINATION AND REMUNERATION COMMITTEE

Composition and attendance:

The Company has complied with the requirements of Regulation 19 of the Listing Regulations and Section 178 of the Act in respect of the composition of the Nomination and Remuneration Committee ('NRC').

The Nomination and Remuneration Committee deals with the matters specified in Regulation 19 read with Part D of Schedule II of Listing Regulations and also reviews the overall compensation structure and policies of the company.

During the year under review, the Nomination and Remuneration Committee of Board of Directors of the Company consisted of 4 members, Mr. H. N. Singh Rajpoot, Mr. H.C. Dalal, Mr. Prem Kapil and Ms. Dhanshree Gandhi. All the members of the NRC are Non-Executive Directors including three independent directors. Mr. Prem Kapil is the Chairman of NRC.

During the year under review, two meetings of NRC were held on May 15, 2019 and August 2, 2019.

These meetings were attended by all the members of the NRC.

Nomination and Remuneration Policy:

The NRC has formulated a Policy on Appointment, Training, Evaluation and Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel. The said policy has also been approved by the Board of Directors.

Terms of Reference:

The terms of reference of Nomination and Remuneration Committee include the requirements as per Regulation 19 of the Listing Regulations read with Part D of Schedule II thereto as well as Section 178 of the Act and, interalia include the following matters:

- a. To ensure that the general character of the management or the proposed management of the Company shall not be prejudicial to the interest of its present and/or future depositors, if any.
- b. To ensure fit and proper criteria status of existing/proposed directors.
- c. To lay down criteria such as qualification, positive attributes and independence for appointment persons as directors or in the senior management.
- d. To identify persons who are qualified to become directors and who may be appointed in senior management positions, as per the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- e. To recommend to the Board the appointment and removal of the Directors, including Independent Directors;

- f. To formulate the criteria for effective evaluation of performance of Board of Directors, its Committees, Chairperson and individual Directors to be carried out either by the Board or by NRC or through an independent external agency and review its implementation and compliance;
- g. To recommend to the Board a policy relating to the remuneration for directors, including Managing Director(s) and Whole-time Director(s), Senior Management Personnel (SMP), Key Managerial Personnel (KMP) and other employees. While formulating the policy, the NRC shall ensure that:
- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
 - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
 - Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- h. To recommend to the Board, remuneration payable to Directors, KMPs and SMPs in accordance with the Nomination and Remuneration Policy;
- i. To devise and recommend to the Board for approval a policy on diversity of board of directors;
- j. To opine as per Section 197(4)(b) whether the Director possess the requisite qualification.
- k. Recommending to the Board, appointment and removal of KMPs and SMPs in accordance with the criteria laid down.
- l. To determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- m. To Carry out any other function, as may be assigned or delegated to Nomination and Remuneration Committee by (i) the Board of Directors (ii) the virtue of the applicable provisions of the Companies Act, 2013 (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (iv) any other applicable provisions of Laws, as amended or re-enacted from time to time.

Performance evaluation criteria for independent directors:

The Annual Performance Evaluation as required under the Companies Act, 2013 read with relevant

rules made thereunder and Regulation 17(10) and other applicable regulations of the Listing Regulations has been carried out by the Board of its own performance, of each individual Director and its Committees.

For this purpose, an Evaluation Questionnaire was prepared considering the criteria for evaluation in accordance with the Company's "Nomination and Remuneration Policy", approved by the Board on recommendation of the Nomination and Remuneration Committee, taking into account the applicable provisions under the Act and the rules made thereunder, the Listing Regulations read with the circulars issued by SEBI in this regard, which interalia covered various aspects such as participation in meetings, contribution to strategic decision making, core governance and compliance, etc. The aforesaid Evaluation Questionnaire was circulated to all Directors and their responses were received in sealed envelopes addressed to the Chairman of the Board and results thereof were discussed at the next meeting of the Board of Directors.

iii STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition, Meetings and Attendance:

The Company has complied with the requirements of Regulation 20 of the Listing Regulations and Section 178 of the Act in respect of the composition of the Stakeholders Relationship Committee ('SRC').

During the year under review, Ms. Shruti Joshi was a member of the Committee till August 2, 2019 and Ms. Dhanshree Gandhi was appointed as member of the Committee w.e.f. May 15, 2019. As on March 31, 2020, the Stakeholders Relationship Committee of Board of Directors of the Company comprised of 4 (four) members Mr. H. N. Singh Rajpoot, Mr. H.C. Dalal, Ms. Dhanshree Gandhi and Mr. Kishore Shete. Mr. H. N. Singh Rajpoot, Non-Executive Director is the Chairman of the SRC.

During the year 2019-20, four meetings of the Committee were held on May 15, 2019, August 2, 2019, November 11, 2019 and February 13, 2020.

The composition and the particulars of meetings attended by the members were as follows:

Name of Director	No. of Meetings Attended
Mr. H.N.Singh Rajpoot	4
Mr. H.C. Dalal	4
Mr. Kishore Shete	4
Ms. Dhanshree Gandhi	2
Ms. Shruti Joshi	0

Chairman of the Stakeholders Relationship Committee had attended the Fifty Seventh Annual General Meeting of the Company held on September 25, 2019.

Terms of Reference:

The terms of reference of the Stakeholders Relationship Committee envisage the following:

- a. To consider the various aspects of stakeholder's interests including resolving the grievances of all the security holders.
- b. To review and deal with complaints and queries received from the shareholders, debenture holders, deposit holders and other investors including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- c. To review and deal with responses to the letters received from the Ministry of Corporate Affairs, the Stock Exchanges, the Depositories and Securities and Exchange Board of India (SEBI) and other regulatory authorities.
- d. To review the transfer and transmission of securities.
- e. To approve issue of duplicate share certificates.
- f. Reviewing of:
 - measures taken for effective exercise of voting rights by shareholders
 - Reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
 - Reviewing of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- g. To carry out any other function as may be entrusted by: (i) the Board of Directors; (ii) by virtue of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 or any other applicable laws, as amended from time to time.
- h. The status of the Complaints received from investors is as follows:

Shareholders/ Investors Complaints:

Statement of Investor Complaints in Financial Year ('FY') 2019-20	
Number of complaints pending at the beginning of the FY 2019-20	Nil
Number of complaints received during the FY 2019-20	Nil
Number of complaints resolved to the satisfaction of the shareholders during the FY 2019-20	Nil
Number of complaints pending to be resolved at the end of the FY 2019-20	Nil

- i. Details of Compliance Officers during the period under review is as under:

Name	Designation	Tenure
Ms. Jaya Verma	Company Secretary and Compliance Officer	upto August 11, 2019
Mr. Manish Tiwary	Company Secretary and Compliance Officer	w.e.f. August 12, 2019

iv. INDEPENDENT DIRECTORS MEETING:

As per sub-regulation (3) and (4) of Regulation 25 of the Listing Regulations as well as pursuant to Section 149(8) of the Act read with Schedule IV and in accordance with the Policy on Appointment, Training, Evaluation and Remuneration of Directors and Senior Management Personnel, the Independent Directors at their meeting held on February 14, 2020:

- a. Reviewed the performance of Non-Independent Directors, the Chairman of the Company, Committees and the Board as a whole;
- b. Assessed the quality, quantity and timeliness of the flow of information between the company management and the Board.

All Independent Directors were present at the said meeting.

Independent Directors of the Company fulfil the conditions specified in the SEBI Listing Regulations and are independent of the Management. Details of familiarisation programme imparted to independent directors is disclosed in the website of the Company at the link <https://www.fgpltd.in/files/Docs/Corporate%20Governance/Policies%20and%20Codes%20adopted%20by%20the%20Company/5.%20Familiarisation%20Programme%20of%20Independent%20Directors.pdf>

v. RISK MANAGEMENT

Formulation of Risk Management Committee is not applicable to the Company. However, the Company has a well-defined risk management framework in place that functions through its Audit Committee. The Company periodically places before the Audit Committee and the Board, the key risks and the risk assessment and mitigation procedures followed by the Company.

3. REMUNERATION TO DIRECTORS:

Payments to Non-executive Director and details of remuneration paid to all the Directors:

The Non-executive Directors do not receive any commission on profits. They are entitled to sitting fees for attending every Board meeting. Further, members of the Board who are members on the Audit Committee and/or Stakeholders Relationship Committee and/or Nomination and Remuneration Committee, receive sitting fees for attending the meetings of the same. The sitting fees paid to the directors are within the limits prescribed under the Companies Act, 2013 and Rules made thereunder.

Details of sitting fees paid to non-executive directors for attending meetings of the Board of Directors and Committee meetings and shares held by them is as follows:

Name of Director	Sitting Fees (₹)	Shares (Nos.)
Mr. H. N. Singh Rajpoot	22,000	0
Mr. H. C. Dalal	22,000	0
Mr. Prem Kapil	18,000	0
Ms. Dhanshree Gandhi	13,000	0
Mr. Rajesh Shirambekar	6,000	0

The remuneration paid to the Whole time Director during the financial year 2019-20 is given hereunder:

Name	Salary (₹)	Commission	Others	Total (₹)
Mr. Kishore Shete	7,82,000	NIL	NIL	7,82,000

4. DETAILS OF PREVIOUS GENERAL MEETINGS

Year	Venue	Day, Date	Time	Special resolution, if any
2018-19	Auditorium of Textiles Committee Complex, P.Balu Road, Prabhadevi, Mumbai - 400 025.	Wednesday, September 25, 2019	12.30 p.m.	<ul style="list-style-type: none"> Re-appointment of Mr. HC Dalal as an Independent Director(ID) of the Company for 2nd term of five consecutive years w.e.f. September 30, 2019 and his continuation as an Independent Director after attaining the age of 75 years. Re-appointment of Mr. Prem Kapil as an ID of the Company for 2nd term of five consecutive years w.e.f. September 30, 2019 and his continuation as an Independent Director after attaining the age of 75 years. Re-appointment of Mr. Kishore Shete as Whole time Director of the Company from April 01, 2019 upto September 30, 2021.
2017-18	Auditorium of Textiles Committee Complex, P.Balu Road, Prabhadevi, Mumbai - 400 025.	Thursday, September 27, 2018	02.00 p.m.	<ul style="list-style-type: none"> Re-appointment of Mr. Kishore Shete as Wholetime director of the Company. Approval for continuation of office of Whole-time Director by Mr. Kishore Shete who has attained the age of 70 years.
2016-17	K Bhagat Tarachand Banquet, Plot no. 44A, Off Hemu Kalani Marg. Behind SBI Swastik Park Branch, Behind Maruti Suzuki Showroom, Near Chagan Mitha Petrol Pump, Chembur – 400 071	Monday, September 18, 2017	04.00 p.m.	<ul style="list-style-type: none"> Approval of change in place of keeping the Register of Members.

Postal Ballot:

No Extraordinary General Meeting of the Members was held during the year. During the year under review, no resolution was put through by Postal Ballot. Further, no special resolution is being proposed to be passed through Postal Ballot.

5. DISCLOSURES

a. Disclosure on materially significant related party transactions that may have potential conflict with the interests of the Company at large:

There were no material and/or significant related party transactions during the year under review that were prejudicial to the interest of the Company.

The transactions entered into with the Related Parties as defined under the Act and Regulation 23 of the Listing Regulations during the financial year which were in the ordinary course of business and at arm's length basis were placed before the Audit Committee.

Details of related party transactions are included in the Notes to the Financial Statements as per Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 ("the Act"), read with Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Act.

The Company has formulated a policy on Related Party Transactions and the same has been displayed on the Company's website at the link <https://www.fgpltd.in/files/Docs/Corporate%20Governance/Policies%20and%20Codes%20adopted%20by%20the%20Company/4.%20Related%20Party%20Transactions%20Policy.pdf>

There were no transactions of the Company with any person or entity belonging to promoter/promoter group which holds 10% or more shareholding in the Company.

b. Details of non-compliance by the company, penalties and strictures imposed, if any:

There are no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authorities on any matter related to capital markets, during the last three years.

c. Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee:

In compliance with the Listing Regulations and the Act, the Company has formulated a Whistle Blower Policy and the same is also published on the website of the Company. No personnel have been denied access to the Chairman of the Audit Committee.

d. Compliance with mandatory and adoption of non-mandatory requirements:

The Company complies with the mandatory requirements of Part C of Schedule V of Listing Regulations and certain non-mandatory requirements of the said Regulations namely, appointment of Non-Executive director as Chairman of the Board of Directors, Internal Auditor reports to the Audit Committee directly in all the functional matters.

e. Certificate on compliance of conditions of Corporate Governance:

The corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations to the extent applicable to the Company have been complied with.

Part E of Schedule V of Listing Regulations mandates to obtain a certificate either from the Auditors or Practicing Company Secretaries regarding compliance of conditions of Corporate Governance and annex the certificate with the Annual Report, which is sent annually to all the shareholders. The Company has obtained a certificate from its Statutory Auditors to this effect and the same is given as an annexure to this Report.

f. Disclosure of Accounting Treatment:

The Company has prepared the Financial Statements in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 ("the Act"), read with Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Act.

g. Confirmation in respect of Independent Directors:

Pursuant to Schedule V Point C(2)(i), it is hereby confirmed that in the opinion of the Board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

h. Details of the fees paid to the Statutory Auditors of the Company:

Details of total fees paid/payable for all services availed by the Company on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part, during the year under review are given below:

Name of the Statutory Auditor	Type of Services	Amount (₹)
MVK Associates	Audit fee, Limited Review Report Certification fees and out of pocket expenses	64,800

i. Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

During the year, no complaints were received relating to Sexual Harassment.

j. The Company does not have any subsidiaries, hence the policy for material subsidiaries is not applicable to the company.

k. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

The requirement to provide details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) is not applicable to the Company.

l. Certificate of a Practicing Company Secretary for non-debarment and non-disqualification of Directors:

A certificate from M/s. Parikh Parekh & Associates, Practicing Company Secretaries certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/ Ministry of Corporate Affairs or any such statutory authority pursuant to Schedule V, Part C Clause (10) (i) forms part of the Annexure to this report.

6. MEANS OF COMMUNICATION

a. Financial Results:

The Company has submitted the Unaudited Quarterly Financial Results within 45 (forty-five) days from the end of the quarter and the Annual Audited Results within 60 (sixty) days from the end of financial year and for the Annual Audited Results for the year ended March 31, 2020 within the period of extension of timeline as provided by SEBI, to BSE Limited in the prescribed format where the Company's shares are listed.

b. Publication and Display of Financial Results:

The Company has published the Financial Results within 48 hours of the conclusion of the Board Meeting(s) in Business Standard / Free Press Journal (English Newspaper) and Mumbai Lakshadweep / Navshakti (Marathi Newspaper) as per the format prescribed under the Listing Regulations read with applicable circulars issued by SEBI from time to time in this regard. The results for the quarter and year ended March 31, 2020 were not published in the newspaper in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, granting relaxation from the provisions of Regulation 47 of the SEBI Listing Regulations.

The Company has also displayed the Financial Results on its website.

c. Company's website:

The Company has maintained a functional website www.fgpltd.in which depicts the detailed informed about the business activities of the Company, shareholding pattern, financial results, annual report apart other statutory information required to be made available in terms of the Act and Listing Regulations.

The Company has provided an email address on its website namely, investors@fgpltd.in where the investors can directly contact the Company.

7. GENERAL SHAREHOLDERS' INFORMATION

a. AGM: Date, Time and Venue:

As indicated in the notice accompanying this Annual Report, the Annual General Meeting of the Company will be held on September 25, 2020 at 12.30 pm through audio-visual means.

b. Dates of Book Closure:

Saturday, September 19, 2020 upto Friday, September 25, 2020 (both days inclusive).

c. Financial Year:

The Company follows April 1 to March 31 as the financial year.

d. Dividend Payment Date:

The Directors of the Company have not recommended any dividend for the year under review.

e. Listing on Stock Exchanges:

The Equity Shares of the Company are listed on the following stock exchange:

Name	Address	Security Code
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Kala Ghoda, Fort, Mumbai, Maharashtra 400001	500142

The ISIN of the Company: INE512A01016.

The listing fees has been duly paid to the stock exchange for the FY 2019-20 and FY 2020-21.

f. Market Price Data

High and Low prices of the Company's shares on BSE with corresponding BSE Sensex April 2019 to March 2020

Months	High		Low	
	FGP Price (₹)	BSE Sensex	FGP Price (₹)	BSE Sensex
Apr 2019	3.08	39,487.45	2.96	38,460.25
May 2019	-	40,124.96	-	36,956.10
Jun 2019	3.02	40,312.07	2.90	38,870.96
Jul 2019	2.85	40,032.41	2.65	37,128.26
Aug 2019	2.52	37,807.55	1.37	36,102.35
Sep 2019	1.35	39,441.12	1.27	35,987.80
Oct 2019	1.32	40,392.22	1.03	37,415.83
Nov 2019	1.11	41,163.79	0.84	40,014.23
Dec 2019	1.41	41,809.96	0.88	40,135.37
Jan 2020	2.15	42,273.87	1.34	40,476.55
Feb 2020	1.90	41,709.30	1.90	38,219.97
Mar 2020	1.87	39,083.17	1.63	25,638.90

g. Share Transfer System:

Effective April 1, 2019, the Securities and Exchange Board of India has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository. Accordingly, the Company has stopped accepting any transfer requests for securities held in physical form with effect from the said date. During the year, the Company accepted those transfer requests pertaining to securities held in physical form which were lodged for transfer before April 1, 2019 and were returned due to objections.

h. Registrar & Share Transfer Agents:

The share management work, both physical and demat is handled by the Registrar and Share Transfer Agents of the Company whose name and address is as given below:

Bigshare Services Pvt. Ltd.

Unit: FGP Limited

Bharat Tin Works Building, 1st Floor,

Opp. Vasant Oasis, Makwana Road

Marol, Andheri – East, Mumbai – 400059

Tel: 022 6263 8200

Fax: 022 6263 8299

Email: investor@bigshareonline.com;

Website: www.bigshareonline.com

i. Distribution of Shareholding as on March 31, 2020:

Sr. No.	Number of equity shares held	No. of shareholders	No. of Shares held	% of Equity Capital
1	1 to 500	18,114	16,41,259	91.70
2	501 to 1000	847	7,19,096	4.29
3	1001 to 2000	401	6,37,802	2.03
4	2001 to 3000	119	3,10,823	0.60
5	3001 to 4000	63	2,25,836	0.32
6	4001 to 5000	66	3,11,454	0.33
7	5001 to 10000	81	5,80,396	0.41
8	10001 and above	63	74,68,385	0.32
	Total	19,754	1,18,95,051	100.00

j. Dematerialisation of shares and liquidity:

The Company has arrangement with National Securities Depositories Limited ('NSDL') as well as Central Depository Services (India) Limited ('CDSL') for dematerialisation of shares with ISIN "INE512A01016" for both NSDL and CDSL.

89.66% of the Equity shares corresponding to 1,06,65,651 equity shares are held in dematerialised form as on March 31, 2020.

Categories of shareholding as on March 31, 2020:

Category	No. of shares held	% to total share capital
Promoter		
Promoters' Holdings	49,30,100	41.45
Public		
Foreign holding (FIIs, OCBs and NRIs)	1,21,496	1.02
Financial Institutions/ Banks/ Insurance Companies	7,23,595	6.08
Corporate Bodies	1,26,527	1.06
Directors and their relatives	10	0.00
Mutual Funds, Indian Public and Others	59,93,323	50.39
Total	1,18,95,051	100.00

k. Outstanding GDRs / ADRs / Warrants / Any other Convertible Instruments:

The Company has not issued any such instruments.

l. List of all credit ratings obtained by the Company along with any revisions thereto during the relevant financial year

Since, the Company had no borrowings during the year under review, no credit ratings were obtained by the Company from any credit rating agencies.

m. Commodity Price Risk, Foreign exchange risks and hedging activities:

The Company's operations were not exposed to any commodity or foreign exchange risk nor has it indulged in any hedging activities during the year under review.

n. Disclosure in respect to Equity Shares in Unclaimed Suspense Account/Demat Suspense Account:

There was no outstanding share in the suspense account at the end of the year neither any equity share of the Company was transferred during the year to the Unclaimed Securities Suspense Account of the Company.

Address for Correspondence:**Compliance Officer**

Ms. Jaya Verma (upto August 11, 2019)
Mr. Manish Tiwary (from August 12, 2019)

Registered Office:

9, Wallace Street, Fort,
Mumbai-400001
Tel: 91-22-22015269/22070273
Fax: 91-22-25297423
Email: investors@fgpltd.in
Website: www.fgpltd.in

Registrar and Share Transfer Agents:

Bigshare Services Pvt. Ltd.
Unit: FGP Limited
Bharat Tin Works Building, 1st Floor,
Opp. Vasant Oasis, Makwana Road
Marol, Andheri – East, Mumbai – 400059
Tel: 022 6263 8200
Fax: 022 6263 8299
Email: investor@bigshareonline.com
Website: www.bigshareonline.com

Prevention of Insider Trading:

The Company has formulated a Code of Fair Disclosure (Including Determination of Legitimate Purpose), Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Person(s) ('the Code') in accordance with provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, to come into effect from April 1, 2019, with a view to regulate trading in securities by the Directors and Designated Persons as identified therein. The Company Secretary acts as the Compliance Officer in terms of the Code.

➤ Registration of email ID:

As a step towards Green Initiative, the Company had availed special services offered by NSDL to update email IDs of more number of Members of the Company

who have not registered their email IDs. This enabled such Members to immediately receive various email communication from the Company from time to time. In view of the restrictions of dispatching the Annual Reports or other communications through post, we request you to permanently register your email ID with the Company's RTA in case you hold shares in physical or with your Depository Participant mode if you hold shares are held in demat mode. For more details you may also refer the Notice of the AGM.

➤ **CEO & CFO Certification:**

The Whole-time Director and Chief Financial Officer have issued a certificate pursuant to Regulation 17(8) of the Listing Regulations read with Schedule II, Part B thereof certifying that the financial statements do not

contain any untrue statement and these statements represent a true and fair view of the Company's affairs.

➤ **Code of Conduct:**

The Board has laid down a code of conduct for all Board Members and Senior Management Personnel of the Company and is also available at <https://www.fgpltd.in/files/Docs/Corporate%20Governance/Policies%20and%20Codes%20adopted%20by%20the%20Company/2.%20Code%20of%20Conduct.pdf>

All Board Members and Key Management Personnel have affirmed compliance with the code for the financial year ended March 31, 2020. A declaration to this effect signed by the Whole time Director forms a part of this report.

ANNEXURE TO CORPORATE GOVERNANCE REPORT

DECLARATION

As provided under Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members and the senior management personnel have affirmed compliance with the code of conduct for the Board of directors and senior management, as applicable to them, for the year ended March 31, 2020.

Place: Mumbai
Date: June 23, 2020

For FGP Limited
Kishore Shete
Wholetime Director

CERTIFICATE ON NON-DISQUALIFICATION / NON-DEBARMENT OF DIRECTORS

To,

FGP Limited
9/Wallace Street, Fort,
Mumbai - 400001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of FGP Limited having CIN L26100MH1962PLC012406 and having registered office at 9/Wallace Street, Fort, Mumbai - 400001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and the Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of Appointment in Company*
1.	Hari Narain Singh Rajpoot	00080836	27/10/2005
2.	Hemendra Chimanlal Dalal	00206232	30/09/2013
3.	Kishore Chandrakant Shete	02495121	25/09/2012
4.	Prem Kapil	06921601	12/08/2014
5.	Rajesh Ramesh Shirambekar	08436009	02/08/2019
6.	Dhanshree Gandhi	08451503	15/05/2019

*the date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Parikh Parekh & Associates
Practising Company Secretaries

Shalini Bhat
FCS No:6484 CP No: 6994
UDIN: F006484B000369055
Mumbai, June 23, 2020

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Members of FGP Limited

1. The accompanying Corporate Governance Report prepared by FGP Limited (hereinafter the "Company"), contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') with respect to Corporate Governance for the year ended March 31, 2020. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 3 above.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of key procedures performed include:
 - i. Reading and understanding of the information prepared by the Company and included in its Corporate Governance Report;
 - ii. Obtained and verified that the composition of the Board of Directors w.r.t executive and non-executive directors has been met throughout the reporting period;
 - iii. Obtained and read the Directors Register as on March 31, 2020 and verified that atleast one woman director was on the Board during the year;
 - iv. Obtained and read minutes of meetings held during the year of the Board of Directors, and committees including Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and also minutes of the Annual General Meeting;
 - v. Obtained necessary representations and declarations from directors of the Company including the independent directors; and
 - vi. Performed necessary inquiries with the management and also obtained necessary specific representations from management.

The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

8. Based on the procedures performed by us as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable as at March 31, 2020, referred to in paragraph 1 above.

Other matters and Restriction on Use

9. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
10. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For MVK Associates
Chartered Accountants
Firm Reg No. 120222W

CA. R.P.Ladha
Partner

M. No. 048195

UDIN: 20048195AAAABP9928

Place : Mumbai

Date : June 23, 2020

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF FGP LIMITED

Report on the audit of Indian Accounting Standards (Ind AS) financial statements

Opinion

We have audited the Standalone Ind AS financial statements of FGP Limited ("the Company"), which comprise the balance sheet as at March 31, 2020, and the Statement of Profit and Loss and statement of changes in equity and statement of cash flows for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its loss including other comprehensive income for the year ended, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the companies Act, 2013 and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit report matters to communicate in our report for the year ended 31st March, 2020.

Management's responsibility for the financial statements

The Company's Board of Directors are responsible for the matters stated in section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these

standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give

in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, and the cash flow statement dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the aforesaid Ind AS financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on 31st March 2020 taken on record by the board of directors, none of the directors is disqualified as on 31st March 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed impact of all pending litigations which would impact its financial position in its financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For MVK Associates
Chartered Accountants
Firm Registration No. 120222W

CA. R. P. Ladha
Partner

Place: Mumbai
Date: 23/06/2020

Membership No. 048195
UDIN: 20048195AAAABO6600

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 of the Independent Auditor’s Report of even date to the member of **FGP Limited** on the Ind AS financial statements as at and for the year ended March 31,2020)

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that: -

- i. In respect of the Company’s fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets of the Company have been physically verified by the management during the year at regular intervals. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.
 - (c) The title deeds of immovable properties as disclosed under Note 1 to financial statements are held in the name of the company except Hampton Court, Woodhouse road, Colaba, Mumbai which is in dispute pending before appellate authority.
- ii. The company does not have any inventory as on 31st March 2020 or during the year. Hence, the provisions of Clause 3(ii) of the Order are not applicable to the Company.
- iii. The Company has not granted any loans or advances in the nature of loans to parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence, the question of reporting whether the terms and conditions are prejudicial to the interest of the Company, whether reasonable steps for recovery of over dues of such loans are taken, does not arise.
- iv. In our opinion and according to the information and explanations given to us, company has complied with the provision of section 185 and 186 of the Companies Act, 2013 In respect of loans, guarantee and security.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- vi. According to the information and explanations given to us the Central Government has not prescribed maintenance of cost records under section 148(1) of Companies Act, 2013.
- vii. a. According to the information and explanations given to us and based on the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed

statutory dues, including Provident Fund, ‘Employees’ State Insurance, Income-tax, Sales-tax, Wealth Tax, Goods and Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities.

- b. According to the information and explanations given to us and based on the records of the Company examined by us, there are no dues of Income Tax, Wealth Tax, Goods and Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes except the following dues:

Name of Statute	Nature of dues	Disputed Amount (₹ in lakhs)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	Tax	211.77	A.Y. 1999-2000	High Court
Income Tax Act, 1961	Tax	86.29	A.Y. 2004-05	High Court
Income Tax Act, 1961	Tax	121.50	A.Y. 2005-06	High Court
Income Tax Act, 1961	Tax	25.89	A.Y. 2006-07	High Court
Income Tax Act, 1961	Tax	33.51	A.Y. 2007-08	High Court
Income Tax Act, 1961	Tax	19.31	A.Y. 2008-09	High Court
Income Tax Act, 1961	Tax	0.018	A.Y. 2010-11	Order giving effect of CIT A received on 09.03.2017 ITAT Appeal Heard Order Awaited. Details of working not received from Department.
Income Tax Act, 1961	Tax	0.03	A.Y. 2011-12	Order giving effect of CIT A received on 09.03.2017. All issues are in favor of the Company No Appeal at ITAT from Company. Details of working not received from Department.

- viii. According to the records of the Company, the Company has not borrowed from financial institutions or banks or Government or has not issued any debentures till March 31, 2020. Accordingly, provisions of Clause 3(viii) of the Order are not applicable to the Company.
- ix. According to the information and explanations given to us and the records of the Company examined by us, the Company has not raised any money by way of initial public offer or further public offer and term loans during the year. Accordingly, provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. Managerial remuneration has been provided in accordance with requisite approval as mandated by the provisions of Section 197 read with Schedule V of the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of Clause 3(xii) of the Order are not applicable.
- xiii. In our opinion and as per information and explanations provided to us by management all the transactions with the related parties are in compliance with the provisions of sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, provisions of Clause 3(xiv) of the Order are not applicable to the company.
- xv. According to the records of the Company examined by us and the information and explanations given to us, the company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For MVK Associates
Chartered Accountants
Firm Registration No. 120222W

CA. R. P. Ladha
Partner
Membership No. 048195
UDIN: 20048195AAAABO6600

Place: Mumbai
Date: 23/06/2020

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on other legal and regulatory requirements’ section of our report of even date)

Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of FGP Limited (“the Company”) as at March 31, 2020, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s responsibility for internal financial controls

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial

controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial control system over financial reporting.

Meaning of internal financial controls over financial reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may

become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control

stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For MVK Associates
Chartered Accountants
Firm Registration No. 120222W

CA. R. P. Ladha
Partner
Membership No. 048195
UDIN: 20048195AAAABO6600

Place: Mumbai
Date: 23/06/2020

BALANCE SHEET AS AT MARCH 31, 2020

Particulars	Note Ref.	As at March 31, 2020 (₹)	As at March 31, 2019 (₹)
I ASSETS			
Non -Financial assets			
Property, plant and equipments	1	490,052	682,452
Other non-financial assets	2	347,617	367,617
Total Non-Financial Assets (A)		837,669	1,050,069
Financial Assets			
(i) Investments	3	20,842,468	27,152,424
(ii) Trade receivables	4	162,900	-
(iii) Cash and cash equivalents	5	1,010,905	131,737
(iv) Bank Balance other than (iii) above	6	2,820,695	9,798,369
(v) Other financial assets	7	1,339,232	1,365,153
(vi) Current Tax Assets (Net)	8	4,566,053	4,470,929
Total Financials Assets (B)		30,742,253	42,918,612
Total Assets (A+B)		31,579,922	43,968,681
II EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	9	118,950,510	118,950,510
Other equity	10	(89,279,012)	(76,854,267)
Total Equity (C)		29,671,498	42,096,243
Liabilities			
Non Financial Liabilities			
Other non financial liabilities	11	469,280	469,280
Deferred tax liabilities (net)	12	-	-
Total non-financial liabilities (D)		469,280	469,280
Financial Liabilities			
Payables	13		
Other Payables			
Total outstanding dues of micro enterprises and small enterprises		54,000	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,341,132	1,219,077
Other financials liabilities	14	44,012	184,081
Total financial liabilities (E)		1,439,144	1,403,158
Total Liabilities (F=D+E)		1,908,424	1,872,438
Total Equity and Liabilities (C+F)		31,579,922	43,968,681
Significant Accounting Policies	20		

As per our report attached
For M/s MVK Associates
Chartered Accountants
Firm Registration No.:120222W

For and on behalf of the Board of Directors
FGP Limited
CIN:L26100MH1962PLC012406

CA. R.P.Ladha
Partner
Membership No.:048195

H.N.Singh Rajpoot
Director
DIN:00080836
Mumbai

Kishore Shete
Wholetime Director
DIN:02495121
Mumbai

Mumbai, June 23, 2020

Rajesh Desai
Chief Financial officer
Mumbai

Manish Tiwary
Company Secretary
Kolkata

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

Particulars	Note No.	For year ended March 31, 2020 (₹)	For year ended March 31, 2019 (₹)
Revenue			
I Revenue from Operations	15	2,610,000	1,260,000
II Other Income	16	912,176	13,265,306
III Total Revenue (I+II)		<u>3,522,176</u>	<u>14,525,306</u>
IV Expenses:			
Employee benefits expenses	17	2,806,576	1,862,326
Depreciation & amortisation expenses	1	192,400	146,605
Finance costs	-	-	73,657
Other expenses	18	6,637,990	10,044,392
Net loss on fair value changes	19	6,309,956	36,751
Total Expenses(IV)		<u>15,946,922</u>	<u>12,163,731</u>
V Profit/(Loss) before exceptional items and Tax (III-IV)		<u>(12,424,746)</u>	2,361,575
VI Exceptional items Income / (Expense)		-	-
VII Profit/(Loss) before tax (V-VI)		<u>(12,424,746)</u>	<u>2,361,575</u>
VIII Tax expenses:			
Current Tax - Income		-	(1,794,360)
Deferred tax		-	-
Total Tax Expenses		<u>-</u>	<u>(1,794,360)</u>
IX Profit/ (Loss) for the period (VII-VIII)		<u>(12,424,746)</u>	<u>4,155,935</u>
X Other Comprehensive Income / (Loss)		-	-
Total Other comprehensive income/(loss) for the period, net of tax		<u>-</u>	<u>-</u>
XI Total Comprehensive Income for the period (XIII+XIV)		<u>(12,424,746)</u>	<u>4,155,935</u>
XII Earnings per equity share:			
1 Basic		<u>(1.04)</u>	0.35
2 Diluted		<u>(1.04)</u>	0.35
Significant Accounting Policies	20		

As per our report attached
For M/s MVK Associates
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CASH FLOW FOR THE YEAR ENDED MARCH 31, 2020

Particulars	For year ended March 31, 2020 (₹)	For year ended March 31, 2019 (₹)
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before Taxes and Exceptional Items	(12,424,746)	2,361,575
Adjustments for:		
Depreciation	192,400	146,605
Changes in Fair Value of Investments	6,309,956	36,751
Profit on Sale of Investment	-	(1,071,599)
Dividend Income	(529,189)	(467,777)
Interest Income	(331,983)	(1,754,167)
Interest Expenses	-	73,657
Profit on Sale of Plant & Equipments	(36,000)	-
	(6,819,562)	(674,955)
Operating Profit Before Working Capital Changes		
Adjustments for:		
(Increase) / Decrease in Trade Receivable	(162,900)	-
(Increase) / Decrease in Other financial assets	45,921	283,021
(Increase) / Decrease in Trade payable	176,055	433,330
(Increase) / Decrease in other liabilities	(140,069)	145,348
	(80,993)	861,699
Cash generated from operations	(6,900,555)	186,744
Direct Taxes Paid net of refund received	(95,124)	1,112,800
Net Cash from Operating Activities	(6,995,678)	1,299,544
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property plant and equipment	-	(459,928)
Proceeds from sale of plant and equipment	36,000	-
Proceeds from sale of Investments	-	3,571,599
Interest Received	331,983	1,754,167
Dividend Received	529,189	467,777
Net cash used in Investing Activities	897,172	5,333,615
C CASH FLOW FROM FINANCING ACTIVITIES		
Interest Exp	-	(73,657)
Net Cash from Financing Activities	-	(73,657)
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(6,098,507)	6,559,502
CASH AND CASH EQUIVALENTS AS AT OPENING	9,930,106	3,370,604
CASH AND CASH EQUIVALENTS AS AT CLOSING	3,831,599	9,930,106
Note: Cash and cash equivalents comprises of:		
Cash on hand	9,225	2,989
Balances with banks		
- In current accounts	1,001,680	128,748
	1,010,905	131,737
Add: Other bank balances	2,820,695	9,798,369
	3,831,600	9,930,106

As per our report attached
For M/s MVK Associates
Chartered Accountants
Firm Registration No.:120222W

For and on behalf of the Board of Directors
FGP Limited
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Manish Tiwary
Company Secretary
Kolkata

Mumbai, June 23, 2020

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

a) Equity Share Capital

	Number	Amount (₹)
Balance at 1st April 2018	11,895,051	118,950,510
Changes in Equity Share Capital during the year	-	-
Balance at 31st March 2019	11,895,051	118,950,510
Changes in Equity Share Capital during the year	-	-
Balance at 31st March 2020	11,895,051	118,950,510

b) Other equity

	Reserves and surplus			Total
	Capital Reserve	Securities Premium Account	Retained Earnings	
Balance at 1st April 2018	6,250	174,919,400	(255,935,851)	(81,010,201)
Total Comprehensive Income / (loss) for the year	-	-	4,155,935	4,155,935
Balance at 31st March 2019	6,250	174,919,400	(251,779,916)	(76,854,266)
Total Comprehensive Income / (loss) for the year	-	-	(12,424,746)	(12,424,746)
Balance at 31st March 2020	6,250	174,919,400	(264,204,662)	(89,279,012)

As per our report attached
For M/s MVK Associates
 Chartered Accountants
 Firm Registration No.:120222W

For and on behalf of the Board of Directors
FGP Limited
 CIN:L26100MH1962PLC012406

CA. R.P.Ladha
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Mumbai, June 23, 2020

Rajesh Desai
 Chief Financial officer
 Mumbai

Manish Tiwary
 Company Secretary
 Kolkata

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR
ENDED MARCH 31, 2020**

Note 1 Property, Plant and Equipment

Particulars						Amount in ₹
	Buildings	Plant & Equipments	Furniture & Fixtures	Vehicles	Computers	Total
Cost:						
As at 31st March 2018	3,035,000	3,395,415	4,893,229	97,400	190,243	11,611,287
Additions	-	418,028	-	-	41,900	459,928
Disposals/Transfers	-	-	-	-	-	-
As at 31st March 2019	3,035,000	3,813,443	4,893,229	97,400	232,143	12,071,215
Additions	-	-	-	-	-	-
Disposals/Transfers	-	1,826,214	-	-	-	1,826,214
As at 31st March 2020	3,035,000	1,987,229	4,893,229	97,400	232,143	10,245,001
Accumulated Depreciation:						
As at 31st March 2018	2,883,250	3,185,374	4,893,229	92,530	187,775	11,242,158
Depreciation charges for the year	-	145,500	-	-	1,105	146,605
Disposals/Transfers	-	-	-	-	-	-
As at 31st March 2019	2,883,250	3,330,874	4,893,229	92,530	188,880	11,388,763
Depreciation charges for the year	-	179,200	-	-	13,200	192,400
Disposals/Transfers	-	1,826,214	-	-	-	1,826,214
As at 31st March 2020	2,883,250	1,683,860	4,893,229	92,530	202,080	9,754,949
Net book value						
As at 31st March 2018	151,750	210,041	-	4,870	2,468	369,129
As at 31st March 2019	151,750	482,569	-	4,870	43,263	682,452
As at 31st March 2020	151,750	303,369	-	4,870	30,063	490,052

Note: Building includes Net block of ₹ 26,750/- (Previous year ₹ 26,750/-) which have been given under operating leases.

Note 2 Other Non - Financial assets

Particulars	As at March 31, 2020	As at March 31, 2019
	(₹)	(₹)
Unsecured, Considered Good		
Deposits	347,617	367,617
Unsecured, Considered Doubtful		
Deposits	500,000	500,000
Less - Provision for Doubtful Advances	500,000	500,000
Total	347,617	367,617

Note 3 Financial Assets-Investments

Particulars	As at March 31, 2020		As at March 31, 2019	
	Number	Amount (₹)	Number	Amount (₹)
Investments in Units of Mutual Fund-At Fair Value (Unquoted & Fully paid)				
Aditya Birla Sunlife Banking and Financial Services Fund - Dividend	422,654	4,243,449	422,654	7,256,974
ICICI Prudential Midcap Fund - Growth	46,764	3,016,742	46,764	4,514,123
Kotak Emerging Equity Scheme - Dividend	33,448	559,512	33,448	798,462
Kotak Medium Term Fund- Growth	477,687	7,782,528	477,687	7,300,876
Reliance Corporate Bond Fund - Growth	495,030	5,240,238	495,030	7,281,989
Total	1,475,583	20,842,468	1,475,583	27,152,424

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR
ENDED MARCH 31, 2020**

Particulars	As at March 31, 2020		As at March 31, 2019	
	Number	Amount (₹)	Number	Amount (₹)
Aggregate Value of Investment				
Quoted		-		-
Unquoted (As per NAV)		20,842,468		27,152,424
Total		<u>20,842,468</u>		<u>27,152,424</u>

Note 4 Financial Assets-Trade receivables

Particulars	As at March 31, 2020		As at March 31, 2019	
		(₹)		(₹)
Trade receivables				
Considered Good - Unsecured				
Outstanding for more than Six months		-		-
Others		162,900		-
Total		<u>162,900</u>		<u>-</u>

Note 5 Financial Assets-Cash and Cash equivalents

Particulars	As at March 31, 2020		As at March 31, 2019	
		(₹)		(₹)
Cash at Banks				
Balance with Banks in Current Accounts		1,001,680		128,748
Cash in hand		9,225		2,989
Total		<u>1,010,905</u>		<u>131,737</u>

Note 6 Financial Assets-Other bank balances

Particulars	As at March 31, 2020		As at March 31, 2019	
		(₹)		(₹)
Other bank balances				
Bank deposit with original maturity of more than three months but less than 12 months		2,820,695		9,798,369
Total		<u>2,820,695</u>		<u>9,798,369</u>

Note 7 Financial Assets-Other Financial assets

Particulars	As at March 31, 2020		As at March 31, 2019	
		(₹)		(₹)
Unsecured, Considered Good				
GST Receivable		1,158,420		1,188,505
Accrued Interest		88,686		80,390
Prepaid Expenses		92,126		96,258
Total		<u>1,339,232</u>		<u>1,365,153</u>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR
ENDED MARCH 31, 2020**

Note 8 Current Tax Assets

Particulars	As at March 31, 2020 (₹)	As at March 31, 2019 (₹)
Current tax assets:		
Opening balance	4,470,929	3,789,369
Add: Taxes Paid during the year (net of refund received)	95,124	681,560
Total	4,566,053	4,470,929

**Note 9 Share capital
Authorised share capital**

Share Capital	Equity Shares		Preference Shares	
	Number	Amount (₹)	Number	Amount (₹)
At 1st April 2018	15,000,000	150,000,000	5,000,000	50,000,000
Increase / (decrease) during the period	-	-	-	-
At 31st March 2019	15,000,000	150,000,000	5,000,000	50,000,000
Increase / (decrease) during the period	-	-	-	-
At 31st March, 2020	15,000,000	150,000,000	5,000,000	50,000,000

Rights, Preference and restrictions attached to Equity shares

The Company has only one class of equity shares having face value of Rs 10 per share. Each holder of equity shares is entitled to one vote per equity shares. The dividend if recommended by the Board of Directors which is subject to the approval of the members at the ensuing Annual General Meeting.

In the event of winding -up, the holders of equity shares shall be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distributin will be in proportion to the number of equityshares held by shareholders. The share holders shall have all the other rights as available to the equity shareholders as per the provision of Companies Act, 2013 read together with the Memorandum of Association and Articles of Association of the Company.

Issued equity capital

	Number	Amount (₹)
Equity shares of ₹ 10 each		
At 1st April, 2018	11,895,811	118,958,110
Change during the year	-	-
As at 31st March 2019	11,895,811	118,958,110
Change during the year	-	-
As at 31st March 2020	11,895,811	118,958,110

Subscribed and Paid-up

	Number	Amount (₹)
Equity shares of ₹ 10 each subscribed and fully paid		
At 1st April, 2018	11,895,051	118,950,510
Change during the year	-	-
As at 31st March 2019	11,895,051	118,950,510
Change during the year	-	-
As at 31st March 2020	11,895,051	118,950,510

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

The details of shareholders holding more than 5% shares is as under:	As at 31st March, 2020		As at 31st March, 2019	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Swallow Associates LLP	2,886,046	24.26	2,886,046	24.26
Instant Holdings Limited	1,713,898	14.41	1,713,898	14.41

As per the records of the Company, including its Register of Shareholders/ Members and other declaration received from Shareholders regarding Beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Note 10 Other equity

	Reserves and surplus			₹
	Capital Reserve	Securities Premium	Retained Earnings	Total
Balance at 1st April 2018	6,250	174,919,400	(255,935,851)	(81,010,201)
Change during the year	-	-	4,155,935	4,155,935
Balance at 31st March 2019	6,250	174,919,400	(251,779,916)	(76,854,266)
Change during the year	-	-	(12,424,746)	(12,424,746)
Balance at 31st March 2020	6,250	174,919,400	(264,204,662)	(89,279,012)

Note 11 Other Non-Financial assets

Particulars	As at March 31, 2020 (₹)	As at March 31, 2019 (₹)
Employee benefits Payable		
Leave encashment Payable	469,280	469,280
Total	<u>469,280</u>	<u>469,280</u>

Note 12 Deferred tax liabilities

Particulars	As at 31st March, 2020	As at 31st March, 2019
Deferred Tax liabilities		
- Change in fair value of- Investment in Mutual Funds	707,915	2,791,106
	<u>707,915</u>	<u>2,791,106</u>
Deferred Tax Assets		
- Difference in net block of fixed assets	348,859	437,296
- Disallowance for 43B items	122,013	145,008
- Business loss	1,99,96,203	
- Restricted to Deferred Tax Liabilities	237,043	
- Balance amount of Deferred tax assets*	1,97,59,160	2,208,802
	<u>707,915</u>	<u>2,791,106</u>
Net deferred tax liability	<u>-</u>	<u>-</u>

* As per Prudence Deferred tax asset on business loss is restricted to deferred tax Liabilities

Note 13 Financial Liabilities -Other payables

Particulars	As at 31st March, 2020	As at 31st March, 2019
a) total Outstanding dues of micro enterprises & small enterprises	54,000	-
b) total outstanding dues of creditors other than micro enterprises and small enterprises	1,341,132	1,219,077
Total	<u>1,395,132</u>	<u>1,219,077</u>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR
ENDED MARCH 31, 2020**

Note 14 Other Financial liabilities			₹
Particulars	As at 31st March, 2020	As at 31st March, 2019	
Statutory dues payable	44,012	184,081	
Total	44,012	184,081	

Note 15 Revenue from operations			₹
Particulars	For year ended 31st March, 2020	For year ended 31st March, 2019	
Sale of Services:			
Business Centre Charges	720,000	720,000	
Rental Charges	1,890,000	540,000	
Total	2,610,000	1,260,000	

Note 16 Other income			₹
Particulars	For year ended 31st March, 2020	For year ended 31st March, 2019	
Changes in the fair value of Investments:			
Dividened Income	529,189	467,777	
Profit on Sale of Investments	-	1,071,599	
Profit on Sale of Plant & Equipments	36,000	-	
Interest Income	346,987	1,754,167	
Doubtful Advance Provision No Longer Required Written Back	-	9,971,763	
Total	912,176	13,265,306	

Note 17 Employee benefit expenses			₹
Particulars	For year ended 31st March, 2020	For year ended 31st March, 2019	
(a) Salaries, Wages, Bonus, etc.	2,657,867	1,659,267	
(b) Contribution to Provident Funds	78,900	78,900	
(c) Staff Welfare Expenses	69,809	124,159	
Total	2,806,576	1,862,326	

Note 18 Other Expenses			₹
Particulars	For year ended 31st March, 2020	For year ended 31st March, 2019	
Power	533,688	700,515	
Repairs and maintenance			
Building	520,142	2,129,908	
Others	292,946	829,873	
Professional and Legal Charges	3,507,165	4,324,005	
Directors' Fees	81,000	90,000	
Bad debts written off		3,621,736	
Less: Provided	-	3,621,736	-
Advances written off		56,838,000	
Less: Provided	-	56,838,000	-
General Expenses	1,703,048	1,970,091	
Total	6,637,990	10,044,392	

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR
ENDED MARCH 31, 2020**

Note 19 Net loss on fair value changes

₹

Particulars	For year ended 31st March, 2020	For year ended 31st March, 2019
Changes in the fair value of Investments:		
Mutual Funds	6,309,956	36,751
Total	6,309,956	36,751

Note 20

20.1 Company information

FGP Limited is a Limited Company domiciled in India and incorporated under the provisions of The Companies Act, 1956. The Company generates revenue from the business centre and incidental activities. The registered office of the company is located at Commercial Union House, 9, Wallace Street, Fort, Mumbai - 400001.

20.2 Basis of preparation

These financial statements are prepared on the accrual basis of accounting and in accordance with the Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 and referred under Section 133 of the Companies Act, 2013.

The financial statements were authorised for issue in accordance with a resolution passed by the Board of Directors on 23rd June, 2020

These financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value or amortised cost (refer accounting policy regarding financial instruments).

The financial statements are presented in Indian rupees (INR), which is also the Company's functional currency

20.3 Summary of Significant accounting policies

a) Fair value measurement

The Company measures certain financial instruments at fair value at each reporting date.

Fair value is the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 (if level 1 feed is not available/appropriate) — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 (if level 1 and 2 feed is not available/appropriate) — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR
ENDED MARCH 31, 2020**

b) Revenue recognition**Operating revenues**

Revenue from services to occupants are accounted on accrual basis as per the terms of contract (excluding service tax / GST). Revenue in respect of insurance / other claims, commission, etc are recognised only when there is reasonable certainty on accrual.

Interest income

Interest income is recognised on an accrual basis .

Dividends

Dividend income is recognised when the Company's right to receive the payment is established.

Rental income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms, except where escalation in rent is in line with expected general inflation.

c) Taxes on Income**Current Tax**

Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Current tax assets and current tax liabilities are offset if a legally enforceable right exists to set off the recognised amounts.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the statement of profit and loss (consistent with applicable accounting standards) is recognised outside the statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities. Company has recognised deferred tax asset to the extent of deferred tax liabilities.

d) Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to initial recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The cost of an item of property, plant and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The cost includes the purchase price and any directly attributable costs of bringing

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

the asset to its working condition and location for its intended use, cost of replacing part of the property, plant and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment. All other repair and maintenance costs are recognized in the statement of profit or loss as incurred.

Depreciation on tangible assets is provided on "Straight Line Method" in accordance with Ind AS 16 'Property, Plant and Equipment' with useful life as prescribed in Schedule II of the Companies Act, 2013 except that depreciation on fixed assets installed at the Business Centre is provided at the rate of 33 1/3 per cent on the straight line method.

Assets	Useful life in years
Building	60
Plant & Equipment	15
Furniture	10
Computers (other than servers & networks)	3
Vehicle	8

An item of property, plant and equipment is de-recognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in Statement of profit and loss in the year the asset is de-recognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

e) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is (or contains) a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease.

Lease arrangements where the risks and rewards incident to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rents under operating leases are recognised in the Statement of Profit and Loss on straight line basis, except where escalation in rent is in line with expected general inflation.

Lease arrangements where lessee assumes substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lower of the fair value of the leased assets at inception and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.

f) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is any indication that an asset may be impaired. If any such indication exists the company estimates the asset's recoverable amount and impairment is recognised if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit & Loss.

g) Provisions

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

Contingencies

A disclosure for contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

h) Employee benefits

(i) Contribution to Provident fund:

Company's contributions during the year towards Government administered Provident Fund is charged to the Profit and Loss statement as incurred.

(ii) Other retirement benefit

Other than contribution to provident fund, the Company does not have any other retirement benefits for its employees.

The company does not have any leave encashment as there is no leave accumulated or carried forward. As per the policy of the company, leave are to be availed during the year and balance of the leaves lapses at the end of the year.

i) Financial instruments

i. Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value (purchase value plus transaction costs that are attributable to the acquisition of the financial asset), amortised cost or at cost. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in five categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, financial assets are subsequently measured at amortised cost using the EIR method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit or Loss. The losses arising from impairment are recognised in the Statement of Profit or Loss.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss Statement.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

Equity instruments measured at FVTOCI or FVTPL

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income (OCI). There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

ii) Non derivative financial liabilities

Financial liabilities are classified as either "financial liabilities at fair value through profit or loss" or "other financial Liabilities". Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss.

- (a) Financial liabilities are classified as "financial liabilities at fair value through profit or loss" if they are held for trading or if they are designated as financial liabilities at fair value through profit or loss. These are measured initially at fair value with subsequent changes recognized in profit or loss. Fair value is determined as per Ind AS 113 'fair value measurement'.
- (b) Other financial liabilities, including loans and borrowing, are initially measured at fair value, inclusive of directly attributable transaction costs. Subsequent to initial recognition, these are measured at amortized cost using the EIR method.

Derecognition of financial liabilities:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

iii) Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

20.4 Significant accounting judgments, estimates and assumptions

The preparation of the company's standalone financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when the financial statements were prepared. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the year in which the estimates are revised and in any future year affected.

In the process of applying the Company's accounting policies, management has made the following judgments, estimates and assumptions which have significant effect on the amounts recognised in the financial statements:

Lease of properties and equipments not in legal form of lease: Significant judgement is required to apply lease accounting rules under Appendix C to Ind 17: determining whether an arrangement contains a Lease. In assessing the applicability to arrangement entered into by the Company, management has exercised judgement to evaluate the right to use the underlying assets, substance of transaction including legally enforced arrangement and other significant terms and conditions of the arrangement to conclude whether the arrangement meet the criteria under Appendix C to Ind AS 17 'Leases'.

Provision for doubtful advances and trade receivables: The company is not significantly exposed to credit risk as most of the service income is received on a monthly basis and historically the receipts are regular. Advance to parties are made in normal course of business as per terms and condition of contract. At present, the Company is providing credit loss for trade receivables and advances to parties as required under Ind AS 109 'Financial Instrument' on the basis of ageing of receivables and judgement about recoverability of amount on evaluation of individual receivables.

Impairment of financial assets

The impairment provision for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs for these valuations are taken from observable sources where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgments include considerations of various inputs including liquidity risk, credit risk, volatility etc. Changes in assumptions / judgments about these factors could affect the reported fair value of financial instruments.

Taxes:-

Deferred tax assets are recognised for unused tax losses and tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Deferred tax assets have been recognised based on the likely timing and the level of future taxable profits.

20.5 Commitments and contingencies

Contingent liabilities

- i) Claims against the company not acknowledged as debts :- ₹ 3,20,64,541/- (As at 31st March, 2019 ₹ 3,20,64,541/-)
- ii) Income tax matters ₹ 4,98,32,976/- (As at 31st March, 2019 ₹ 4,98,32,976/-)
- iii) Dispute related with immovable property - Amount Inderminate (As at 31st March, 2019 - Amount Inderminate)

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR
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20.6 (a). Professional and Legal Charges include:

Auditor's Remuneration (exclusive of GST)-	F.Y. 2019-20 ₹	F.Y. 2018-19 ₹
Audit Fees	50,000	50,000
Cerification	20,000	32,500
Out of pocket expenses	9,400	3,820

(b) There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2020. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

(c) There are no amounts due and outstanding to be credited to Investor Education and Protection fund as at 31st March 2020 (As at 31st March, 2019 - Nil)

(d) Details on derivatives instruments and unhedged foreign currency exposures

(i) There are no forward exchange contract outstanding as at 31st March, 2020

(ii) There is no unhedged foreign currency exposure as at 31st March, 2020

(e) Operating Segment

The entire operations of the Company relate to only one segment viz. 'Business Centre' and all other activities are incidental to it. It operates in a single geographical location. Accordingly, there are no other separate reportable segments in terms of Ind AS 108 on "Operating Segments" and thus no further disclosures are made.

20.7 Related party disclosures
a. List of related parties

Name of the related party	Designation	Description
Mr. Kishore Shete	Whole Time director	Key Managerial Personnel
Mr. Rajesh Desai	CFO	
Ms. Jaya Verma (w.e.f 01.03.2019 till 11.08.2019)	Company Secretary	
Mr. Manish Tiwary (w.e.f. 12.08.2019)		
Mr. Hari Narain Singh Rajpoot	Independent Director	
Mr. Hemendra Chimanlal Dalal		
Mr. Prem Kapil		
Mrs. Shruti Joshi (till 30.09.2019)		
Mr. Vimal Kejriwal (till 29.03.2019)		
Mr. Rajesh Shirambekar (w.e.f. 02.08.2019)		
Ms. Dhanshree Gandhi (w.e.f 15.05.2019)		

b. Related party transactions

Name of the party/Nature of transaction	F.Y. 2019-20 ₹	F.Y. 2018-19 ₹
Transactions:		
a. Salary and reimbursement		
Mr. Kishore Shete	782,000	820,356
Mr. Rajesh Desai	1,032,750	894,000
Ms. Jaya Verma	171,109	37,500
Mr. Manish Tiwary	573,387	-

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR
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Name of the party/Nature of transaction	F.Y. 2019-20 ₹	F.Y. 2018-19 ₹
b. Sitting Fees		
Mr. Hari Narain Singh Rajpoot	22,000	26,000
Mr. Hemendra Chimanlal Dalal	22,000	26,000
Mr. Prem Kapil	18,000	22,000
Mr. Rajesh Shirambekar	6,000	-
Ms. Dhanshree Gandhi	13,000	-
Mrs. Shruti Joshi	-	12,000
Mr. Vimal Kejriwal	-	4,000
Closing Balances:		
Payable to Mr. Kishore Shete	519,280	469,280

Terms and conditions of transactions with related parties

The salaries to KMP / related parties are made on terms equivalent to those that prevail in arm's length transactions and are as per the terms of agreement.

20.8 Employee Benefit Plans

Defined Contribution plans

Company Contributions during the year under Contribution Plans recognised in the Statement of Profit and loss

	2019-20 ₹	2018-19 ₹
Government administered Provident Fund	78,900	78,900

20.9 Fair value hierarchy

Quantitative disclosures for carrying value / fair value measurement hierarchy for assets and liabilities -

	As at 31.03.2020		As at 31.03.2019	
	Total	Quoted prices in active markets	Total	Quoted prices in active markets
		(Level I)		(Level I)
Financial assets at amortised cost				
Current				
Trade receivable (net of provision)	162,900		-	
Cash and Cash Equivalent	1,010,905		131,737	
Other financial asset	1,339,232		1,365,153	
Financial Assets measured at fair value through Profit and Loss:				
Current				
Investment in Mutual fund	20,842,468	20,842,468	27,152,424	27,152,424
Financial liabilities at amortised cost:				
Current				
Other payables	1,395,132		1,219,077	

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR
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20.10 Net gain / (losses) recognised in profit and loss on account of :

	F.Y 2019-20 ₹	F.Y 2018-19 ₹
Financial assets at fair value	6,309,956	36,751
	6,309,956	36,751

20.11 Financial risk management objectives and policies

The company's financial risk management is an integral part of how to plan and execute its business strategies. The company's risk management policy is approved by the board.

The Company's principal financial liabilities, comprise of trade payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables and cash and cash equivalents that derive directly from its operations and investment.

The Company is exposed to market risk, credit risk, liquidity risk etc. The Company's senior management oversees the management of these risks. The Company's senior management is overseen by the board with respect to risks and facilitates appropriate financial risk governance framework for the Company. Financial risks are identified, measured and managed in accordance with the company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing key risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include investments.

The senior management manages market risk which evaluates and exercises control over the entire process of market risk management. The senior management recommends risk management objectives and policies, which are approved by the Board. The activities include management of cash resources, investment strategies, etc.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest rate change does not affect significantly to current investment.

20.12 a. Income Taxes

The major components of income tax expense are:

	F.Y 2019-20 ₹	F.Y 2018-19 ₹
Current income tax charge	-	(1,794,360)
Income tax expense reported in the statement of profit or loss	-	(1,794,360)

In view of the losses incurred, no reconciliation between tax expense and accounting profit has been made.

20.12 b. Deferred tax:

Deferred tax relates to the following:

	Balance Sheet 31st March, 2020 ₹	Balance Sheet 31st March, 2019 ₹	Profit & Loss F.Y 2019-20 ₹
Deferred Tax Liabilities			
Fair valuation of Investments	707,915	2,791,106	2,083,191
Deferred Tax Assets			
Difference in block of fixed assets	348,859	437,296	(88,437)

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR
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	Balance Sheet 31st March, 2020 ₹	Balance Sheet 31st March, 2019 ₹	Profit & Loss F.Y 2019-20 ₹
Disallowance for 43B items	122,013	145,008	(22,995)
Business loss	20,233,246	27,937,998	(7,704,752)
Net deferred tax income / (expenses)			
Net deferred tax assets/(liabilities)	19,996,203	25,729,196	-

Deferred tax asset is not recognised in books on account of prudence

Reflected in the balance sheet as follows:

	31st March 2020 ₹	31st March 2019 ₹
Deferred tax assets	20,704,118	28,520,302
Deferred tax liabilities	707,915	2,791,106
Deferred tax Liabilities	19,996,203	25,729,196

Deferred tax assets not recognised in the books:

	31st March 2020 ₹	31st March 2019 ₹
Deferred Tax Assets on business loss	20,233,246	27,937,998

20.13 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year + the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

	F.Y. 2019-20 ₹	F.Y. 2018-19 ₹
Profit attributable to Equity Shareholders ₹	(12,424,746)	4,155,935
Weighted average number of Equity shares	11,895,051	11,895,051
(i) For Basic Earning per share	(1.04)	0.35
(ii) For diluted Earning per share (After adjustment for all dilutive potential equity shares)	(1.04)	0.35

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities and from its financing activities, including deposits with banks, financial institutions and other parties and other financial instruments.

The company is not significantly exposed to credit risk as most of the service income is received on a monthly basis and historically the receipts are regular. The company adopts prudent criteria in its investment policy, the main objectives of which are to reduce the credit risk associated with investment products and the counterparty risk associated with financial institutions. The Company considers the solvency, liquidity, asset quality and management prudence of the counter parties, as well as the performance potential of the counter parties in stressed conditions. In relation to credit risk arising from commercial transactions, impairment losses are recognized for trade

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR
ENDED MARCH 31, 2020**

receivables when objective evidence exists that the Company will be unable to recover all the outstanding amounts in accordance with the original contractual conditions of the receivables.

Liquidity risk

The Company's finance personnel is responsible for liquidity, funding as well settlement management. In addition, the related policies and processes are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

	< 1 year	1 to 5 years	> 5 years	Total
As at 31.03.2020				
Other payables	686,482	708,650	-	1,395,132
Other current liabilities	44,012	-	-	44,012
	730,494	708,650	-	1,439,144
As at 31.03.2019				
Other payables	867,243	351,834	-	1,219,077
Other current liabilities	184,081	-	-	184,081
	1,051,324	351,834	-	1,403,158

₹

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry or given set of counter parties.

In order to avoid excessive concentrations of risk, the company's policies and procedures include specific guidelines to focus on the maintenance of a reasonably diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the company. The primary objectives of the Company's capital management is to maximise the shareholder value while providing stable capital structure that facilitate considered risk taking and pursuit of business growth.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and business opportunities. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, raise/ pay down debt or issue new shares.

As per our report attached
For M/s MVK Associates
Chartered Accountants
Firm Registration No.:120222W

For and on behalf of the Board of Directors
FGP Limited
CIN:L26100MH1962PLC012406

CA. R.P.Ladha
Partner
Membership No.:048195

H.N.Singh Rajpoot
Director
DIN:00080836
Mumbai

Kishore Shete
Wholetime Director
DIN:02495121
Mumbai

Mumbai, June 23, 2020

Rajesh Desai
Chief Financial officer
Mumbai

Manish Tiwary
Company Secretary
Kolkata

