

FGP LIMITED

CIN: L26100MH1962PLC012406

Regd. Office - Commercial Union House, 9 Wallace Street, Fort, Mumbai - 400 001

Tel: 2207 0273/ 2201 5269; **Email:** investors@fgpltd.in; **Website:** www.fgpltd.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, from time to time]

Dear Member(s),

NOTICE is hereby given to the Members of FGP Limited (**the 'Company'**), pursuant to and in compliance with the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (**"the Act"**), and other applicable provisions, if any, of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and Secretarial Standard on General Meetings (**'SS-2'**) issued by Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, read with General Circular No. 09/2024 dated September 19, 2024 and other relevant circulars issued in this regard by the Ministry of Corporate Affairs (**"MCA"**) (collectively referred to as the **"MCA Circulars"**) and pursuant to other applicable laws and regulations, that the Resolutions as set out in this Notice are proposed for consideration and approval by the Members of the FGP Limited (**"the Company"**) through Postal Ballot by voting through electronic means (**"remote e-voting"**) only.

An explanatory statement pursuant to the provisions of Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the resolutions setting out the material facts, and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. P. N. Parikh, or failing him Mr. Mitesh Dhabliwala, or failing him Ms. Sarvari Shah, of M/s. Parikh Parekh & Associates, Practicing Company Secretaries as Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) as the agency to provide remote e-Voting facility to the Members of the Company.

Accordingly, in compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only

through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

Further, in accordance with the provisions of the MCA Circulars, the Members can vote only through Remote e-voting. Hence, physical copy of this postal ballot notice (**"Postal Ballot Notice"** or **"Notice"**) along with postal ballot forms and pre-paid business envelope is not being sent to the Members. As a result, the Company is pleased to offer Remote e-voting facility to the Members to cast their votes only through electronic means and instructions regarding the same are provided in serial no. 17 under the Notes in this Postal Ballot Notice. The Members may note that the Remote e-voting commences on **Thursday, August 14, 2025, at 09:00 a.m. IST** and ends on **Friday, September 12, 2025, at 05:00 p.m. IST**. The Members are therefore requested to cast their vote not later than **05:00 p.m. IST on Friday, September 12, 2025**, to be eligible for being considered, failing which it will be considered that no vote has been received from the Members.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results will be announced on or before Monday, September 15, 2025 and intimated to BSE Limited (**"BSE"**), where the Equity Shares of the Company are listed and will also be displayed on the website of the Company at www.fgpltd.in and NSDL at <https://www.evoting.nsdl.com>. Results will also be displayed on the Notice Board at the Registered Office of the Company.

You are requested to peruse the following proposed Resolutions along with Explanatory Statement and thereafter record your assent or dissent by means of e-Voting system only, provided by the Company.

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 203 and other applicable provisions of the Companies Act, 2013 (**‘the Act’**) read with Rules made thereunder, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) as amended from time to time and as recommended by the Audit Committee, the Nomination and Remuneration Committee and the Board of Directors (**‘the Board’**), the consent of the members be and is hereby accorded for payment of remuneration, being a Material Related Party transaction as per Regulation 23 of the Listing Regulations, to Ms. Shalu Sarraf proposed to be appointed as Company Secretary w.e.f. September 15, 2025, as provided in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to take such steps as expedient or desirable to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and 15 of the Companies Act, 2013 (**‘the Act’**), read with the Companies (Management & Administration) Rules, 2014, Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘the Listing Regulations’**), amended from time to time, including any statutory modification or re-enactment thereof for the time being in force, and other regulatory approvals, if any, as may be required in this regard, consent of the Members be and is hereby accorded to alter the object clause of the Memorandum of Association of the Company by inserting the following new sub-clause 3 immediately after the existing sub-clause 2 of the Memorandum of Association of the Company, and to renumber the existing sub-clauses numbered 3 to 35 as sub-clauses 4 to 36 respectively, such that re-numbering shall be carried out without altering the substance, scope, or content of any object clause and shall only be for the purpose of maintaining proper sequence, formatting, and uniformity in the Memorandum of Association; accordingly, the newly inserted sub-clause 3 shall read as under:

3. To engage in the business of trading of commodities through any permitted modes and to act in any capacity as principal, agent, trader, merchant,

importer, exporter, market maker, clearing agent, forwarding agent or dealer in respect of commodities, commodity linked derivatives traded on commodity exchanges or over the counter and to buy, sell, exchange, acquire, hold, store, transport, hedge, warehouse, process, grade, blend, package, and insure such commodities and other commodities linked instruments.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any one of the Directors, Manager, Chief Financial Officer and the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and to settle any / or all questions / matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution and to take such further incidental and ancillary steps required to be taken in this regard.”

By Order of the Board of Directors
For FGP Ltd

Avi Mundecha
Company Secretary and Compliance Officer
M. No. ACS 65529

Date: 01.08.2025

Place: Mumbai

FGP LIMITED

CIN: L26100MH1962PLC012406

Regd. Office - Commercial Union House,
9 Wallace Street, Fort,
Mumbai - 400 001

NOTES:

1. Explanatory statement pursuant to Sections 102 of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice is annexed hereto.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members or Register of Beneficial Owners as received from the Depositories/ Bigshare Services Private Limited, the Company's Registrar and Transfer Agents ("RTA") as on August 01, 2025 (**“Cut-off date”**) and whose e-mail addresses are registered with the Company/ RTA/ Depositories/ Depository Participants ("DP"). For Members who have not registered their email IDs, please follow the instructions given in Notice.

Only a person, whose name is recorded in the register of Members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.

3. The Company has engaged the services of **National Securities Depository Limited** as the agency to provide e-voting facility.
4. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.

Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

5. The e-voting period commences on Thursday, August 14, 2025 at 09:00 a.m. IST and ends on Friday, September 12, 2025 at 05:00 p.m. IST.

Members are requested to cast their votes through remote e-Voting process not later than 05:00 pm (IST) on Friday, September 12, 2025, failing which it will be strictly considered that no votes have been received from the concerned Members. The detailed procedures to cast votes are mentioned in notes forming part of this Notice.

6. The Board of Directors has appointed Mr. P. N. Parikh, or failing him Mr. Mitesh Dhabliwala, or failing him Ms. Sarvari Shah, of M/s. Parikh Parekh & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.
7. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any person authorised by him. The results of e-voting will be announced on or before Monday, September 15, 2025

and will be displayed on the Company's website at www.fgpltd.in and the website of NSDL at <https://www.evoting.nsdl.com> The results will simultaneously be communicated to the Stock Exchange and will also be displayed at the registered office of the Company.

8. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, September 12, 2025. Further, resolutions passed by the Members through e-voting are deemed to have been passed effectively at a general meeting.
9. The Members may note that the Postal Ballot Notice along with Explanatory Statement have also been available on the website of the Company at www.fgpltd.in and on the website of the e-Voting agency viz. NSDL at <https://www.evoting.nsdl.com> and on the website of BSE at www.bseindia.com
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to postalballot@fgpltd.in mentioning his/ her/ its folio number / DP ID and Client ID.

Process for Registration of e-mail Id with the Company or Depositories:

11. The Members who have not registered their e-mail address with the Company or Depositories are requested to register their e-mail address in the following manner:

For shares held in Physical form	The Members of the Company may get their email addresses registered with Company's RTA by providing a Form ISR-1 duly filled and signed by the Member together with the supporting documents as stated therein. The Investor Service Request form can be downloaded from website of the RTA https://www.bigshareonline.com → Solutions-Investors Resources → Downloads-Form ISR-1 or from Company's Website-Shareholders Information → Advice → Shareholder's holding shares in physical mode. Further the Company had already sent letters to shareholders for furnishing the requisite details as per SEBI Master circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025
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For shares held in Dematerialized form	The members holding shares in demat form may get their email address permanently registered with their respective Depository Participant(s).
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12. As per the MCA Circulars, physical copies of this Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-Voting only.

It is clarified that if a Member fails to provide or update relevant email ID to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at www.fgpltd.in and on the website of the Stock Exchanges shall be deemed to be the issuance of this Notice to all the Members whose email IDs are not registered with the Company.

13. Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Maharashtra (in vernacular language i.e. Marathi) and one English Newspaper (in English Language) and shall be hosted on the Company's website at www.fgpltd.in. The said public notice shall also mention the process for registration of email IDs by those Members who have not yet registered their email IDs with the Company.
14. The Members holding shares in the same name or in the same order of names, under different folios, are requested to notify the relevant details of the said holdings to the Company's Registrar & Share Transfer Agents M/s. Bigshare Services Private Limited at Office no. S6-2, 6th Floor, Pinnacle Park Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400 093, for consolidation of their shareholding into a single folio.
15. The term 'the Members' has been used to denote the Shareholders of the Company.
16. Change in address:

The Members are requested to notify immediately of 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
Office no. S6-2, 6th Floor, Pinnacle Park
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai - 400 093
E-mail: investor@bigshareonline.com

- b) If the shares are held in demat form: to the respective Depository Participants.

17. The instructions for remote e-voting are as under:

The remote e-voting period will commence on Thursday, August 14, 2025 at 09:00 a.m. IST and ends on Friday, September 12, 2025 at 05:00 p.m. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. on Friday, August 01, 2025 may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, August 01, 2025. Once vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The details of the process and manner for remote e-voting are explained herein below:

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

Step 1: Access to NSDL e-Voting system:

A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	- 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

Type of shareholders	Login Method
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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 e-services 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 135091 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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) How 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. .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 the User ID and password and registration of email IDs for e-voting for the resolutions set out in this notice.

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.
- ii. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select 'EVEN' of FGP Limited to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide folio number, 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) to Depository Participant.
2. 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) to postalballot@fgpltd.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat

account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

GUIDELINES AND ASSISTANCE TO MEMBERS:

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 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.

In case of any queries relating to e-voting, with respect to remote e-voting the members may contact NSDL on evoting@nsdl.com or call on.: 022 - 4886 7000 or contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com or Ms. Veena Suvarna, Manager, NSDL at evoting@nsdl.com. Refer to the Frequently Asked Questions (FAQs) section / e-voting user manual for shareholders available at the Downloads section on <https://www.evoting.nsdl.com>.

By Order of the Board of Directors
For FGP Ltd

Avi Mundecha
Company Secretary and Compliance Officer
M. No. ACS 65529

Date: 01.08.2025

Place: Mumbai

FGP LIMITED

CIN: L26100MH1962PLC012406

Regd. Office - Commercial Union House,

9 Wallace Street, Fort,

Mumbai - 400 001

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("THE ACT") READ WITH REGULATION 17(11) (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND SECRETARIAL STANDARD 2 (SS-2), ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI')

Item No. 1 of the Notice:

Pursuant to proviso (e) of Regulation 23(2) of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**), and Regulation 23(1) as amended from time to time and as stated in details in Item 1 of this Notice, remuneration and sitting fees paid by the Company to its directors, key managerial personnel or senior management, except who is part of promoter or promoter group, shall require approval of the Audit Committee provided that the same is material as per Regulation 23(1) of the Listing Regulations.

The Company at its 63rd Annual General Meeting held on June 26, 2025 had approved the payment of remuneration to Mr. Avi Mundecha, Company Secretary and Compliance Officer being a Material Related Party Transaction. Mr. Mundecha resigned as Company Secretary and Compliance Officer w.e.f. August 22, 2025.

As per Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to appoint a Company Secretary and Regulation 6(1) of the Listing Regulations a qualified Company Secretary shall be appointed as the Compliance Officer of the Company, accordingly the Board of Directors upon recommendation(s) of Nomination and Remuneration Committee and Audit Committee had approved the appointment of Ms. Shalu Sarraf, as the Company Secretary and Compliance Officer of the Company w.e.f. September 15, 2025 at a remuneration of ₹ 10,00,000 p.a. (Rupees Ten Lakhs Only) with subsequent increments as per the Nomination and Remuneration Policy of the Company and subject to prior approval of the members of the Company in accordance with Regulation 23 of the Listing Regulations.

Accordingly, payment of remuneration to Ms. Shalu Sarraf, Company Secretary & Compliance Officer being considered as a Material Related Party Transaction as per Regulation 23 of the Listing Regulations requires prior approval of the members of the Company under Regulation 23(4) and 23(8) of the Listing Regulations, through an ordinary resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

The Board of Directors of the Company (the Board) on recommendation of Nomination and Remuneration

Committee (NRC), the Audit Committee had at its meeting held on August 01, 2025, approved:

1. Appointment of Ms. Shalu Sarraf, as Company Secretary and Compliance Officer w.e.f. September 15, 2025.
2. Payment of remuneration as per NRC policy of the Company considering industry benchmarks and practices which includes a mix of fixed and variable pay to Ms. Sarraf, Company Secretary of the Company w.e.f. September 15, 2025, as under, subject to the prior approval of the members of the Company:

- A. **From September 15, 2025, till June 30, 2026** – Remuneration of ₹ 10,00,000/- (Rupees Ten Lacs Only) per annum, plus an increment as decided by NRC/Board.
- B. **From July 01, 2026 until June 30, 2027** - In case the remuneration exceeds 10 % of the turnover as on March 31, 2026, then it would be the figure stated in Para A, plus an increment as may be decided by NRC/Board.

The above payments being Material Related Party transactions, also require the prior approval of the members as per Regulation 23(4) of the Listing Regulations.

The Board therefore recommends Ordinary Resolution as set out at Item No. 1 of the Notice, for approval of the members.

None of the Directors, Key Managerial Personnel and relatives thereof are interested or concerned in the proposed Ordinary Resolution.

Item No. 2 of the Notice:

The provisions of Sections 4, 13 and 15 of the Companies Act, 2013 and rules made thereunder read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time provides that the objects of the Company in the Memorandum of Association may be altered subject to the prior approval of the Members by way of a special resolution, and that the Registrar of Companies shall register any alteration in the Memorandum of Association and issue a certificate thereof.

The Company proposes to venture into the new business of commodities trading and related businesses which is currently not included in the Main Objects Clause of the Memorandum of Association of the Company. Therefore, it is pertinent to alter the Main Object Clause by addition to the proposed business activity related to commodities trading as stated in the resolution at Item 2 of the notice.

Further, pursuant to Sections 13 of the Companies Act, 2013 and rules made thereunder, any amendment to the Objects Clause of the Memorandum of Association of the Company requires the approval of the members by way of a Special Resolution.

Further as per guidelines laid down by the SS-2 issued by ICSI, the alteration of objects clause can be approved only by postal ballot.

Accordingly, the proposed alteration to the Objects Clause is being placed before the members for approval through postal ballot by passing a Special Resolution, in accordance with the provisions of Sections 4, 13, and 15 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection through electronic mode and shall remain open and be accessible to any members from the date of dispatch of this Postal Ballot Notice up to the last

day of voting and shall also be available on the Company's website www.fgpltd.in.

The Board of Directors recommends the Resolution as set out at Item No. 2 of the accompanying Notice, for approval of the Members of the Company by way of a Special Resolution.

None of the Directors, Key Managerial Personnel and relatives thereof, shall be deemed to be interested or concerned in the proposed Special Resolution.

By Order of the Board of Directors
For FGP Ltd

Avi Mundecha
Company Secretary and Compliance Officer
M. No. ACS 65529

Date: 01.08.2025

Place: Mumbai

FGP LIMITED

CIN: L26100MH1962PLC012406

Regd. Office - Commercial Union House,

9 Wallace Street, Fort,

Mumbai - 400 001

Note: The Explanatory Statement form an integral part of the Postal Ballot Notice and are to be read together.