

FGP LIMITED

CIN: L26100MH1962PLC012406

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

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

August 30, 2021

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Security Code: 500142

Sub: Compliance with Regulation 30 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please note that the Register of Members and Share Transfer Books of the Company shall be closed from Saturday, September 18, 2021 to Friday, September 24, 2021 (both days inclusive) for the purpose of the holding the Fifty-Ninth Annual General Meeting of the Company ('AGM') scheduled on Friday, September 24, 2021, through Video Conferencing ('VC') facility or other audio visual means ('OAVM').

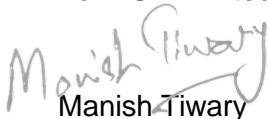
Security Code	Type of security	Book Closure Dates (Both days inclusive)		Purpose
		From	To	
500142	Equity	Saturday, September 18, 2021	Friday, September 24, 2021	Fifty-Ninth AGM

Further, pursuant to Regulation 30 of the Listing Regulations, please find enclosed herewith Notice of this AGM, being sent to the members of the Company, for your information.

Kindly take the above information in your records.

Thanking you

Yours faithfully
For FGP Limited


Manish Tiwary

Company Secretary

Encl.: As stated above.

NOTICE

NOTICE is hereby given that the Fifty-Ninth Annual General Meeting of the members of FGP Limited will be held on **Friday, September 24, 2021 at 3.00 p.m.** Indian Standard Time (I.S.T.) through 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, 2021 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. H.N. Singh Rajpoot (DIN: 00080836), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification of re-enactment thereof) and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be required, approval of the members of the Company be and is hereby accorded for the appointment and payment of remuneration to Mr. Kamlesh Talekar as Manager of the Company for a period of 3 (three) years with effect from February 9, 2021 upon such terms and conditions of appointment and remuneration as provided in the explanatory statement annexed hereto and as may be decided by the Board of Directors based on recommendations by the Nomination and Remuneration Committee, subject to the overall limits including remuneration as prescribed under Section 197 read with Schedule V of the Act or any statutory modification(s) or enactment(s) thereof."

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year of the Company, the Manager will be paid the said remuneration from time to time as minimum remuneration subject to maximum limits provided in Schedule V of the Companies Act, 2013".

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 and Circular No. 02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and Circular dated May 12, 2020 and Circular dated

January 15, 2021 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 Ninth 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.** However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to the Special Business at the meeting, is annexed hereto.
5. Brief details, pursuant to Regulation 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 Director and Manager seeking appointment/re-appointment at this AGM is annexed hereto.
6. 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 18, 2021 upto Friday, September 24, 2021 (both days inclusive).
7. As per amended Regulation 40 of SEBI Listing Regulations securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and relogged transfer of securities. Further, SEBI vide its circular dated September 7, 2020 and December

- 2, 2020 fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
8. 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.
 9. 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.
 10. 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.
 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 for inspection through electronic mode without payment of any fee by the Members from the date of circulation of this Notice up to the date of and during the 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 read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021, the Notice of the AGM alongwith the Annual Report 2020-21 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 2020-21 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 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 2020-21 and Notice of 59th 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. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN (117285) 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.

- ii. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled commencement time 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 18, 2021 to 5.00 p.m. (IST) on Monday, September 20, 2021. 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 21, 2021 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. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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 SS-2, 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 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 17, 2021 ("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 Dhaliwala (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, unblock the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-Voting before the AGM) and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign 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 Exchange.
- vii. 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

21, 2021 and will end at 5:00 p.m. (I.S.T.) on Thursday, September 23, 2021. 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. 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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining AGM 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.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider- NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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 in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held in demat mode 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 022- 23058738 or 022-23058542-43

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

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/OTP 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 117285 then user ID is 117285001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. 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.

- c. 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. 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 in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. 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.
 - b. **Physical User Reset Password**" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - c. 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 etc.
 - d. 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.
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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. 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 and members may contact NSDL on evoting@nsdl.co.in / 1800 1020 990 and 1800 22 44 30 or contact Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or Ms. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in or 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 the order of Board of Directors

Date : May 24, 2021
Place: Kolkata

Manish Tiwary
Company Secretary

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN 117285" of FGP Limited. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

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

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 3:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and in accordance with the Articles of Association of the Company, subject to approval of Members of the Company by way of Special Resolution, had appointed Mr. Kamlesh Talekar as Manager of the Company pursuant to Section 196 read with Section 203 of the Companies Act, 2013 ('the Act'), to hold office for a term of three years from February 9, 2021 to February 8, 2024.

Mr. Talekar satisfies all conditions as set out in Section 196(3) of the Act and Part 1 of Schedule V of the Act, for being eligible for his appointment. A brief profile alongwith area of expertise of Mr. Kamlesh Talekar is given under Annexure to this Notice.

In accordance with the applicable provisions of the Act and Remuneration Policy of the Company, Mr. Kamlesh Talekar shall be entitled to the remuneration of Rs. 6,000/- (Rupees Six Thousand Only) per annum subject to applicable taxes if any and within the overall ceiling and conditions prescribed under the Act and applicable laws (as amended or re-enacted from time to time). Any changes in the remuneration payable to him will be accordingly decided by Nomination and Remuneration Committee of the Company within the overall limits approved by the Members and shall be in compliance with the limits provided under the Act.

In the event of loss or inadequacy of profit in any financial year, the remuneration, as determined aforesaid, from time to time, be paid and the perquisites provided to Mr. Talekar, as minimum remuneration, subject to such limits, as may be prescribed in Section II of Part II of Schedule V to the Companies Act, 2013, from time to time.

Information as required pursuant to section II of Part II of Schedule V is as hereunder:

Sr. No.	Particulars	Details																									
I. General Information																											
1.	Nature of Industry	FGP Limited is engaged into business centre activity.																									
2.	Date or expected date of commencement of commercial production	The Company is presently not engaged into any commercial production.																									
3.	Financial performance	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="5" style="text-align: left;">Rs. In Lakhs</th> </tr> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: center;">2020-21</th> <th style="text-align: center;">2019-20</th> <th colspan="2" style="text-align: center;">2018-19</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td style="text-align: center;">89.97</td> <td style="text-align: center;">35.22</td> <td colspan="2" style="text-align: center;">164.23</td> </tr> <tr> <td>Profit/ (Loss) before Tax</td> <td style="text-align: center;">0.26</td> <td style="text-align: center;">(124.25)</td> <td colspan="2" style="text-align: center;">23.62</td> </tr> <tr> <td>Profit / (Loss) after Tax</td> <td style="text-align: center;">0.26</td> <td style="text-align: center;">(124.25)</td> <td colspan="2" style="text-align: center;">41.55</td> </tr> </tbody> </table>	Rs. In Lakhs					Particulars	2020-21	2019-20	2018-19		Total Revenue	89.97	35.22	164.23		Profit/ (Loss) before Tax	0.26	(124.25)	23.62		Profit / (Loss) after Tax	0.26	(124.25)	41.55	
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4.	Foreign investments or collaborations	NIL																									
II. Information about the appointee:																											
1.	Background details	Mr. Kamlesh Talekar, a Commerce Graduate, is having over 25 years of rich experience in the field of accounting and finance in the corporate sector.																									
2.	Past remuneration	He has been appointed for the first time in the Company on February 9, 2021.																									
3.	Recognition or awards	Mr. Talekar has worked in Companies of repute such as CEAT Limited in accounting and finance departments.																									
4.	Job profile and his suitability	Mr. Talekar carries vast and enriched experience in the business line of the Company. He is having over 25 years of rich experience in the field of accounting and finance in the corporate sector.																									
5.	Remuneration proposed	As stated hereinabove.																									
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Mr. Talekar carries vast and enriched experience in the business line of the Company. He is responsible for the whole affairs of the management of the Company and is accountable to the Board of Directors of the Company, and the remuneration proposed to be paid to him is fully justifiable.																									

7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Talekar has a relationship with the Company as a Manager (KMP) only and is not related to any Director or Managerial Personnel of the Company.
III. Other information:		
1.	Reasons of loss or inadequate profits	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.
2.	Steps taken or proposed to be taken for improvement	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.
3.	Expected increase in productivity and profits in measurable terms	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.

A copy of the letter of appointment issued to Mr. Kamlesh Talekar as Manager of the Company setting out terms and conditions of appointment are available for inspection 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 email to agm.fgp@gmail.com.

Section 196(4) of the Act inter-alia provides for the appointment, remuneration and terms and conditions of the appointment of the manager approved by the Board of Directors at a meeting shall be subject to approval by a resolution at the next General Meeting of the Company.

Accordingly, based upon recommendation of Nomination & Remuneration Committee, and suitability of his profile towards the said role, the board is of the opinion that the appointment of Mr. Talekar as Manager would be beneficial to the Company and accordingly it recommends the Special Resolution, as set out at Item No. 3 of the Notice, for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in any way, financially or otherwise, in the resolution set out at Item No. 3, except Mr. Talekar being an appointee himself.

By the order of Board of Directors

Date: May 24, 2021
Place: Kolkata

Manish Tiwary
Company Secretary

Annexure to Notice

Details of the Director and Manager seeking appointment/re-appointment in the Fifty Ninth Annual General Meeting to be held on Friday, September 24, 2021, 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/ Manager	Mr. H.N. Singh Rajpoot	Mr. Kamlesh Talekar
Age	64 Years	53 Years
Date of first Appointment on the Board	October 27, 2005	February 9, 2021
Qualification	Graduate in Science, Masters in Economics, Company Secretary, Graduate in law and Cost Accountant.	Graduate in Commerce.
Expertise/Experience	Mr. Rajpoot has over 43 years of experience in corporate laws, securities laws, accounts, finance, commercial, human resources, corporate governance, risk management, general management, business operations, development and strategy functions with corporates of repute, both in public as well as private sectors (such as National Textile Corporation of UP Limited, Kanpur, Pradeshiya Industrial and Investment Corporation of UP Limited, Lucknow, a state level financial institution and CEAT Limited, to name a few). He has also been actively involved in the functioning of professional bodies and industry forums.	Mr. Kamlesh Talekar, a Commerce Graduate, is having over 25 years of rich experience in the field of accounting and finance in the corporate sector.
Shareholding in the Company	NIL	NIL
Relationship with other Directors/ KMP of the Company	None	None
Other Directorships	<ul style="list-style-type: none"> • Mantle Advisors Private Limited • Duncan Investments and Industries Limited • Summit Securities Limited • Janpragati Electoral Trust • RPG Ventures Limited • RPG Industries Private Limited • Elasto Consulting Private Limited • Sudarshan Electronics and TV Limited • Carniwal Investments Limited 	<ul style="list-style-type: none"> • Sudarshan Electronics and TV Limited • Sofreal Mercantrade Private Limited • Instant Holdings Limited
Membership/ Chairmanship of Committees of other Boards	<ul style="list-style-type: none"> • Member of Audit Committee, Nomination and Remuneration Committee, IT Strategy Committee and Chairman of Asset Liability Committee, Risk Management Committee, Stakeholder Relationship Committee of Summit Securities Limited • Member of Nomination and Remuneration Committee, IT Strategy Committee, Asset Liability Committee, Risk Management Committee and Chairman of Audit Committee of Carniwal Investments Limited 	Member of Asset Liability Management Committee, Corporate Social Responsibility Committee, Audit Committee and IT Strategy Committee of Instant Holdings 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.