

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 28, 2020

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 19, 2020 to Friday, September 25, 2020 (both days inclusive) for the purpose of the holding the Fifty Eighth Annual General Meeting of the Company ('AGM') scheduled on Friday, September 25, 2020 through two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM').

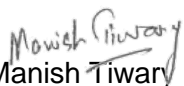
| Security Code | Type of security | Book Closure Dates (Both days inclusive) | | Purpose |
|---------------|------------------|---|-------------------------------|------------------|
| | | From | To | |
| 500142 | Equity | Saturday, September 19, 2020 | Friday, September 25, 2020 | Fifty Eighth AGM |

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 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