

FGP LIMITED

Regd. Off. - Commercial Union House, 9 / Wallace Street,
Fort, Mumbai - 400 001.
Tel : 2207 0273 / 2201 5269
Email : fgpltd03@gmail.com ♦ Website : www.fgpltd.in
CIN : L26100MH1962PLC012406

September 25, 2019

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Security Code: 500142

Sub: Disclosure under Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Summary of the proceedings and details of the voting results of the Fifty Seventh Annual General Meeting of the Company

Dear Sir,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we enclose herewith the summary of the proceedings of the Fifty Seventh Annual General Meeting ('AGM') of the Company held on September 25, 2019 at 12.30 p.m. at The Auditorium, Textiles Committee, next to Trade Plaza (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025 as **Annexure A**.

Further, pursuant to Regulation 44(3) of the Listing Regulations, we are also submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format along with the Consolidated report of the Scrutinizer on the remote e-voting conducted at the AGM as **Annexure B** and **Annexure C** respectively.

Based on the Scrutinizer's Report, all the resolutions as set out in the Notice of the AGM have been passed with requisite majority.

The above information will be uploaded on the website of the Company and on the website of Central Depository Services (India) Limited and on the Notice Board of the Company at the Registered Office.

You are requested to take the same on record.

Thanking you.

Yours faithfully
For FGP Limited

Manish Tiwary

Manish Tiwary
Company Secretary



Encl: As above.

Proceedings of the Fifty- Seventh Annual General Meeting held on Wednesday, September 25, 2019.

1. The Fifty Seventh Annual General Meeting of the Company (AGM) was held on Wednesday, September 25, 2019 at Auditorium of Textiles Committee Complex, P.Balu Road, Prabhadevi, Mumbai - 400 025 at 12.30 p.m.
2. Mr. H.C. Dalal was elected as Chairman of the Meeting and after ascertaining the quorum called the meeting to order at 12.30 p.m. The Chairman then commenced the proceedings by welcoming the shareholders and introducing the Directors present on the dais.
3. Thereafter, the Chairman, with the permission of the shareholders, took the Notice already sent to the Members as read. He mentioned that there was no qualification, observation or comment in the Auditors Report or Secretarial Audit Report and therefore, there was no requirement to read the same.
4. Thereafter, the Chairman invited the shareholders to offer their suggestions, comments or raise queries, if any. Whereupon a few shareholders raised certain queries on the Company's financial statements and business operations.

The Chairman then responded to the queries raised by the shareholders and noted their suggestions.

5. The Chairman then informed the shareholders that the Company had:
 - i. pursuant to Section 108 of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), provided an e-voting facility to its shareholders, for voting on the resolutions contained in the Notice convening the AGM.
 - ii. proposed to extend ballot facility to those shareholders who had not exercised the e-voting facility earlier, by providing the voting facility through Physical ballot form at AGM.

Thereafter, the Chairman informed that Mr. Mitesh Dhaliwala (FCS: 8331; CP: 9511) of M/s. Parikh Parekh & Associates, Company Secretaries was appointed as the Scrutinizer to scrutinize the votes cast through remote e-voting as well as the voting process at the AGM in accordance with the provision of the Act and the Listing Regulations for the following items as set out in the Notice convening the Fifty Seventh AGM:



Sr. No.	Particulars	Type of Resolution
1.	Adoption of Audited Financial Statements for the year ended March 31, 2019, together with Reports of the Auditors and Board of Directors thereon.	Ordinary
2	Appointment of a Director in place of Mr. H.N. Singh Rajpoot (DIN- 00080836) who retires by rotation and being eligible has offered himself for reappointment.	Ordinary
3	Appointment of M/s MVK Associates, Chartered Accountants (FRN: 120222W) as Statutory Auditor of the company for a period of five years w.e.f. date of the Fifty Seventh AGM.	Ordinary
4	Re-appointment of Mr. HC Dalal (DIN: 00206232) as an Independent Director of the Company for the second term of five consecutive years w.e.f. September 30, 2019 and his continuation as an Independent Director after attaining the age of 75 years.	Special
5	Re-appointment of Mr. Prem Kapil (DIN: 06921601) as an Independent Director of the Company for the second term of five consecutive years w.e.f. September 30, 2019 and his continuation as an Independent Director after attaining the age of 75 years.	Special
6	Appointment of Ms. Dhanshree Gandhi (DIN: 08451503) as an Independent Director of the Company for a term of five consecutive years w.e.f. May 15, 2019	Ordinary
7	Appointment of Mr. Rajesh Shirambekar (DIN: 08436009) as an Independent Director of the Company for a term of five consecutive years w.e.f. August 2, 2019	Ordinary
8	Re-appointment of Mr. Kishore Shete (DIN: 02495121) as Whole time Director of the Company for a period from April 01, 2019 upto September 30, 2021.	Special

The Chairman then mentioned that after receipt of the result of voting, the combined results would be declared immediately to the Stock Exchanges where the Company's shares are listed, shall be uploaded on the website of the Company and of Central Depository Services (India) Limited and the same will also be displayed on the Notice Board at the Registered Office of the Company.

The Chairman declared the AGM as concluded.

Post the conclusion of the voting at AGM, the Scrutinizer's Report was received. Based on the Scrutinizer Report, all the resolutions as set out in the Notice convening the Fifty Seventh AGM have been passed by the members with requisite majority.



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Voting results	
Record date	18-09-2019
Total number of shareholders on record date	19793
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	9
b) Public	40
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	8
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Financial Statements for the year ended March 31, 2019, together with Reports of the Auditors and Directors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4930100	100.0000	4930100	0	100.0000	0.0000
	Poll	4930100	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4930100	4930100	100.0000	4930100	0	100.0000	0.0000
Public-Institutions	E-Voting		684931	94.5951	684931	0	100.0000	0.0000
	Poll	724066	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	724066	684931	94.5951	684931	0	100.0000	0.0000
Public- Non Institutions	E-Voting		261268	4.1864	261213	55	99.9789	0.0211
	Poll	6240885	4729	0.0758	4729	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6240885	265997	4.2622	265942	55	99.9793	0.0207
Total		11895051	5881028	49.4410	5880973	55	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of a Director in place of Mr. H.N. Singh Rajpoot (DIN- 00080836) who retires by rotation and being eligible has offered himself for reappointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4930100	4930100	100.0000	4930100	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4930100	4930100	100.0000	4930100	0	100.0000
Public-Institutions	E-Voting	724066	684931	94.5951	684931	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		724066	684931	94.5951	684931	0	100.0000
Public- Non Institutions	E-Voting	6240885	261268	4.1864	2434	258834	0.9316	99.0684
	Poll		4729	0.0758	4729	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6240885	265997	4.2622	7163	258834	2.6929
Total		11895051	5881028	49.4410	5622194	258834	95.5988	4.4012
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s MVK Associates, Chartered Accountants (FRN: 120222W) as Statutory Auditor of the company for a period of five years w.e.f. conclusion of the Fifty Seventh AGM.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4930100	100.0000	4930100	0	100.0000	0.0000
	Poll	4930100	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4930100	4930100	100.0000	4930100	0	100.0000	0.0000
Public- Institutions	E-Voting		684931	94.5951	684931	0	100.0000	0.0000
	Poll	724066	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	724066	684931	94.5951	684931	0	100.0000	0.0000
Public- Non Institutions	E-Voting		261268	4.1864	2434	258834	0.9316	99.0684
	Poll	6240885	4729	0.0758	4729	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6240885	265997	4.2622	7163	258834	2.6929	97.3071
Total		11895051	5881028	49.4410	5622194	258834	95.5988	4.4012
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				re-appointment of Mr. HC Dalai (DIN: 00206232) as an independent Director of the Company for the second term of five consecutive years w.e.f. September 30, 2019 and his continuation as an Independent Director after attaining the age of 75 years				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4930100	4930100	100.0000	4930100	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4930100	4930100	100.0000	4930100	0	100.0000
Public- Institutions	E-Voting	724066	684931	94.5951	684931	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		724066	684931	94.5951	684931	0	100.0000
Public- Non Institutions	E-Voting	6240885	261268	4.1864	2434	258834	0.9316	99.0684
	Poll		4729	0.0758	4729	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6240885	265997	4.2622	7163	258834	2.6929
Total		11895051	5881028	49.4410	5622194	258834	95.5988	4.4012
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (5)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Re-appointment of Mr. Prem Kapil (DIN: 06921601) as an independent Director of the Company for the second term of five consecutive years w.e.f. September 30, 2019 and his continuation as an Independent Director after attaining the age of 75 years.			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4930100	100.0000	4930100	0	100.0000	0.0000
	Poll	4930100	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4930100	4930100	100.0000	4930100	0	100.0000	0.0000
Public-Institutions	E-Voting		684931	94.5951	684931	0	100.0000	0.0000
	Poll	724066	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	724066	684931	94.5951	684931	0	100.0000	0.0000
Public- Non Institutions	E-Voting		261268	4.1864	2434	258834	0.9316	99.0684
	Poll	6240885	4729	0.0758	4729	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6240885	265997	4.2622	7163	258834	2.6929	97.3071
Total		11895051	5881028	49.4410	5622194	258834	95.5988	4.4012
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Dhanshree Gandhi (DIN: 08451503) as an Independent Director of the Company for a term of five consecutive years w.e.f. May 15, 2019				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4930100	100.0000	4930100	0	100.0000	0.0000
	Poll	4930100	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4930100	4930100	100.0000	4930100	0	100.0000	0.0000
Public-Institutions	E-Voting		684931	94.5951	684931	0	100.0000	0.0000
	Poll	724066	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	724066	684931	94.5951	684931	0	100.0000	0.0000
Public- Non Institutions	E-Voting		261268	4.1864	2627	258641	1.0055	98.9945
	Poll	6240885	4729	0.0758	4729	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6240885	265997	4.2622	7356	258641	2.7654	97.2346
Total		11895051	5881028	49.4410	5622387	258641	95.6021	4.3979
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Rajesh Shirambekar (DIN: 08436009) as an Independent Director of the Company for a term of five consecutive years w.e.f. August 2, 2019				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4930100	4930100	100.0000	4930100	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4930100	4930100	100.0000	4930100	0	100.0000
Public-Institutions	E-Voting	724066	684931	94.5951	684931	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		724066	684931	94.5951	684931	0	100.0000
Public- Non Institutions	E-Voting	6240885	261268	4.1864	2434	258834	0.9316	99.0684
	Poll		4729	0.0758	4729	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6240885	265997	4.2622	7163	258834	2.6929
Total		11895051	5881028	49.4410	5622194	258834	95.5988	4.4012
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Kishore Shete as Whole time Director of the Company from April 1, 2019 to September 30, 2021.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4930100	4930100	100.0000	4930100	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4930100	4930100	100.0000	4930100	0	100.0000
Public- Institutions	E-Voting	724066	684931	94.5951	684931	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		724066	684931	94.5951	684931	0	100.0000
Public- Non Institutions	E-Voting	6240885	261268	4.1864	2434	258834	0.9316	99.0684
	Poll		4729	0.0758	4729	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6240885	265997	4.2622	7163	258834	2.6929
Total		11895051	5881028	49.4410	5622194	258834	95.5988	4.4012
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



PARIKH PAREKH & ASSOCIATES (Regd.)
COMPANY SECRETARIES

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

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

Dear Sir,

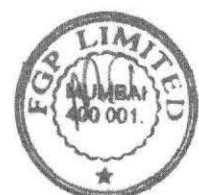
Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through physical ballot form at the 57th Annual General Meeting of FGP Limited held at Auditorium of Textiles Committee Complex, P. Balu Road, Prabhadevi, Mumbai – 400025 on Wednesday, September 25, 2019 at 12.30 p.m.

I, Mitesh Dhaliwala, of Parikh Parekh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of FGP Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 57th Annual General Meeting ("AGM") of FGP Limited held on Wednesday, September 25, 2019 at 12.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on September 25, 2019.

The Notice dated August 02, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the Shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting remote e-voting by the Shareholders of the Company.



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

The shareholders of the Company holding shares as on the "cut-off" date of Wednesday September 18, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Sunday, September 22, 2019 at 9.00 a.m. and ended on Tuesday, September 24, 2019 at 5.00 p.m and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through physical ballot form at the meeting was generated in my presence and the same was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through physical ballot form at the meeting on the resolutions contained in the Notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through physical ballot form at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my Consolidated Report as under on the result of the remote e-voting and voting through physical ballot form at the AGM in respect of the said resolutions.



Resolution 1: Ordinary Resolution

Adoption of Audited Financial Statements for the year ended March 31, 2019, together with Reports of the Auditors and Board of Directors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
32	58,80,973	100.00 (Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	55	0.00

(iii) **Invalid** votes:

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



Resolution 2: Ordinary Resolution

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

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
30	56,22,194	95.60

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	2,58,834	4.40

(iii) **Invalid** votes:

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



Resolution 3: Ordinary Resolution

Appointment of M/s MVK & Associates (FRN: 120222W), Chartered Accountants as Statutory Auditor of the Company for a period of five years with effect from the date of 57th AGM.

(i) Voted **in favour** of the resolution:

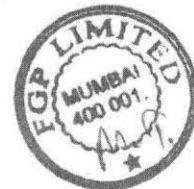
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
30	56,22,194	95.60

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	2,58,834	4.40

(iii) **Invalid** votes:

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



Resolution 4: Special Resolution

Re-appointment of Mr. H C Dalal (DIN: 00206232) as an Independent Director of the Company for the second term of five consecutive years w.e.f. September 30, 2019 and his continuation as an Independent Director after attaining the age of 75 years.

i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
30	56,22,194	95.60

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	2,58,834	4.40

(iii) **Invalid** votes:

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



Resolution 5: Special Resolution

Re-appointment of Mr. Prem Kapil (DIN: 06921601) as an Independent Director of the Company for the second term of five consecutive years w.e.f. September 30, 2019 and his continuation as an Independent Director after attaining the age of 75 years.

i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
30	56,22,194	95.60

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	2,58,834	4.40

(iii) **Invalid** votes:

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



Resolution 6: Ordinary Resolution

Appointment of Ms. Dhanshree Gandhi (DIN: 08451503) as an Independent Director of the Company for a term of five consecutive years w.e.f. May 15, 2019.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
31	56,22,387	95.60

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	2,58,641	4.40

(iii) **Invalid** votes:

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



Resolution 7: Ordinary Resolution

Appointment of Mr. Rajesh Shirambekar (DIN: 08436009) as an Independent Director of the Company for a term of five consecutive years w.e.f. August 02, 2019.

i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
30	56,22,194	95.60

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	2,58,834	4.40

(iii) **Invalid** votes:

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



Resolution 8: Special Resolution

Re-appointment of Mr. Kishore Shete (DIN: 02495121) as Whole time Director of the Company from April 01, 2019 to September 30, 2021.

i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
30	56,22,194	95.60

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	2,58,834	4.40

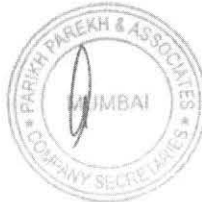
(iii) Invalid votes:

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

Thanking you,
Yours faithfully,

Mitabhawani

Mitabhawani
Parikh Parekh & Associates
Practising Company Secretaries
 FCS: 8331 CP No.: 9511
 111,11th Floor, SaiDwar CHS Ltd.,
 Sab TV Lane, Opp.LaxmiIndl. Estate,
 Off Link Road, Above Shabari Restaurant,
 Andheri(West), Mumbai – 400053



Countersigned by
 For FCP Ltd.
Manish Tiwary
 Company Secretary

Place: Mumbai

Dated: September 25, 2019