

# 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

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September 24, 2021

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 ('Listing Regulations')- Summary of the proceedings and details of the voting results of the Fifty Ninth 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 Regulations, we enclose herewith the summary of the proceedings of the Fifty Ninth Annual General Meeting ('AGM') of the Company, held on September 24, 2021 at 3.00 p.m. through Video Conferencing facility or other audio visual means, 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 and e-voting conducted at the AGM as **Annexure B** and **Annexure C** respectively.

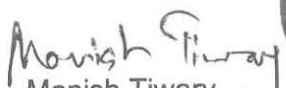
Based on the Scrutinizer's Report, all the resolutions as set out in the Notice of the Fifty Ninth AGM have been passed with requisite majority.

The above information shall also be uploaded on the website of the Company i.e. [www.fgpltd.in](http://www.fgpltd.in) and on the website of National Securities Depository Limited i.e.. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to take the same on record.

Thanking you.

Yours faithfully  
For FGP Limited

  
Manish Tiwary  
Company Secretary  
Encl: As above.



**Brief proceedings of the Fifty- Ninth Annual General Meeting held on Friday, September 24, 2021.**

1. The Fifty Ninth Annual General Meeting of the Company ('AGM') was held on Friday, September 24, 2021 at 3.00 p.m. through Video Conferencing ('VC') facility or other audio visual means ('OAVM') in compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 2/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ('MCA') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').
2. Mr. H.N. Singh Rajpoot was Chairman of the Meeting and after ascertaining the quorum called the meeting to order at 3.00 p.m. The Chairman then commenced the proceedings by welcoming the members to the AGM. The Chairman informed the Members that in view of the continuing COVID-19 pandemic, and to ensure social distancing norms, the Annual General Meeting of the Company was convened through VC/OAVM, in accordance with various circulars issued by MCA and SEBI in this regard and in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.
3. The Chairman then introduced the members of the Board who were attending the meeting and in particular confirmed the presence of Mr. H.C. Dalal, Chairman of the Audit Committee and Mr. Prem Kapil, Chairman of Nomination and Remuneration Committee. He further informed that the representatives of Statutory Auditors 'MVK Associates', and Secretarial Auditors 'Parikh Parekh & Associates' were also attending this meeting. Mr. Manish Tiwary, Company Secretary, Ms. Rekha Dhanani, Chief Financial Officer and Mr. Kamlesh Talekar, Manager were in attendance.
4. The Chairman also informed the Members that there was no proxy facility available for this Meeting, as it was dispensed by the MCA since the meeting was being held through VC. The statutory registers which were required to be kept open were available for inspection electronically.
5. The Chairman informed that the Notice of the meeting was already sent to the members and therefore was taken as read. He then mentioned that there was no qualification, observation or comment in the Statutory Auditors Report or the Secretarial Auditors Report, hence, it was not required to be read at the meeting.
6. The Chairman addressed the members, inter-alia, highlighting the financial performance of the Company for the financial year 2020-21, business prospects and outlook for the current fiscal year.
7. The Company Secretary greeted Members and informed that the Company had provided the facility of "remote e-voting" for voting on the resolutions contained in the Notice convening the AGM. He then informed that the Company had provided the facility to vote at the Meeting through e-voting platform of National Securities Depository Limited ("NSDL") to those Members who did not exercise their vote through remote e-voting.

He further informed that Mr. Mitesh Dhaliwala (Membership No. FCS 8331 / COP No. 9511) of Parikh Parekh & Associates, Practicing Company Secretaries, was appointed as Scrutinizer for remote e-voting as well as e-voting at the AGM and he would hand over the combined report on e-voting within forty-eight hours of conclusion of the AGM, which shall be filed with the stock exchanges and uploaded on the website of the Company and that of NSDL.



## Continuation Sheet

8. The Chairman then invited the Member who had registered as Speaker in advance by sending request from their registered email ID to express her views/ ask questions in the AGM. The Chairman then replied to the queries raised at the AGM.
9. The Chairman thanked the Members for attending the Meeting and declared the Meeting as concluded and informed that those Members who had not voted through remote e-voting may cast their votes during the next fifteen minutes and authorized the Company Secretary of the Company to receive the voting results and intimate the same to the Stock Exchange.
10. Items of business as mentioned in the Notice convening the AGM, which were put to vote through remote e-voting and e-voting at the AGM:

Sr. No.	Business Conducted at the AGM	Type of Resolution
1.	Adoption of Audited Financial Statements for the year ended March 31, 2021, together with Reports of the Auditors and 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 Mr. Kamlesh Talekar as Manager of the Company for a period of 3 (three) years with effect from February 9, 2021.	Special

All the resolutions at AGM were passed with requisite majority.

The AGM concluded at 3.30 P.M. (I.S.T.) (including the time provided for e-voting at the AGM).



General information about company	
Scrip code	500142
NSE Symbol	
MSEI Symbol	
ISIN	INE512A01016
Name of the company	FGP LTD.
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	24-09-2021
Start time of the meeting	3:00 PM
End time of the meeting	3:30 PM

**Scrutinizer Details**

Name of the Scrutinizer	Mitesh Dhaliwala
Firms Name	Parikh Parekh and Associates
Qualification	CS
Membership Number	F8331
Date of Board Meeting in which appointed	24-05-2021
Date of Issuance of Report to the company	24-09-2021

<b>Voting results</b>	
Record date	17-09-2021
Total number of shareholders on record date	19580
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	12
b) Public	22
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	

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 of the Company for the financial year ended March 31, 2021 together with the Reports of the Directors and Auditors 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	4930100	100	4930100	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4930100	4930100	100	4930100	0	100
Public-Institutions	E-Voting	723445	258302	35.7044	258302	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		723445	258302	35.7044	258302	0	100
Public- Non Institutions	E-Voting	6241506	26115	0.4184	18746	7369	71.7825	28.2175
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6241506	26115	0.4184	18746	7369	71.7825
Total		11895051	5214517	43.8377	5207148	7369	99.8587	0.1413
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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



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	4930100	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4930100	4930100	100	4930100	0	100
Public-Institutions	E-Voting	723445	258302	35.7044	258302	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		723445	258302	35.7044	258302	0	100
Public- Non Institutions	E-Voting	6241506	21439	0.3435	13464	7975	62.8014	37.1986
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6241506	21439	0.3435	13464	7975	62.8014
Total		11895051	5209841	43.7984	5201866	7975	99.8469	0.1531
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
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	4930100	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4930100	4930100	100	4930100	0	100
Public-Institutions	E-Voting	723445	258302	35.7044	258302	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		723445	258302	35.7044	258302	0	100
Public- Non Institutions	E-Voting	6241506	21439	0.3435	13463	7976	62.7968	37.2032
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6241506	21439	0.3435	13463	7976	62.7968
Total		11895051	5209841	43.7984	5201865	7976	99.8469	0.1531
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

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

**PARIKH PAREKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office:

111, 11<sup>th</sup> Floor, Sai-Dwar CHS Ltd  
Sab TV Lane, Opp. Laxmi Industrial Estate, Off Link  
Road, Above Shabari Restaurant, Andheri (W),  
Mumbai : 400053  
Tel No 26301232 / 26301233 /  
26301240  
Email: [cs@parikhassociates.com](mailto:cs@parikhassociates.com)  
[parikh.associates@rediffmail.com](mailto:parikh.associates@rediffmail.com)

To,  
The Chairman  
FGP Limited  
Commercial Union House  
9, Wallace Street,  
Fort, Mumbai 400 001

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 for the 59<sup>th</sup> Annual General Meeting of FGP Limited held on Friday, September 24, 2021 at 03.00 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').**

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 59<sup>th</sup> Annual General Meeting ("AGM") of FGP Limited on Friday, September 24, 2021 at 03.00 p.m. (I.S.T.) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated May 24, 2021, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 , April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 and January 15, 2021.

The Company had availed the e-voting facility offered by National Securities Depository Limited's ('NSDL') for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Tuesday, September 21, 2021 (9:00 a.m. IST) and ended on Thursday, September 23, 2021 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, September 17, 2021 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL 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 prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting 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 prior to and during the AGM in respect of the said resolutions.

**Resolution 1: Ordinary Resolution**

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.

(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
62	52,07,148	99.86

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	7,369	0.14

(iii) **Invalid** votes:

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

**Resolution 2: Ordinary Resolution**

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.

(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
59	52,01,866	99.85

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	7,975	0.15

(iii) **Invalid** votes:

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



**Resolution 3: Special Resolution**

**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.**

(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
58	52,01,865	99.85

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	7,976	0.15

(iii) **Invalid** votes:

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

Thanking you,  
Yours faithfully,

**MITESH  
DHABLIWALA**

Digitally signed by MITESH DHABLIWALA  
DN: cn=M, ou=Persons, postalCode=400016, st=Maharashtra,  
2.5.4.20=9346931564907a26846461041294bc06483974e030  
Serial=1266588979,  
serialNumber=223794E927364ED0F3347521108C4ADAC,  
serialNumber=276A7A59C84FA70118C53A8EDC03272633D  
180538511400297326735A, cn=MITESH DHABLIWALA,  
Date: 2021.09.24 15:24:25 +05'30'

Mitesh Dhaliwala  
**Parikh Parekh & Associates**  
**Practising Company Secretaries**  
FCS: 8331 CP No.: 9511  
111,11th Floor, Sai Dwar CHS Ltd  
Sab TV Lane, Opp. Laxmi Indl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri West, Mumbai – 400053  
Place: Mumbai  
Dated: September 24, 2021

Countersigned by  
**For F G P Limited**

*Kamlesh Talekar*  
Company Secretary

