

# INSTANT HOLDINGS LIMITED

Corporate Identification Number: U65990MH2005PLC152062

Registered Office: 213, Bezzola Complex, "B" Wing,

71, Sion-Trombay Road, Chembur, Mumbai - 400071

Tel No.: +91-22-25292152/53/54 Fax No: +91-22-25297423

**Format for disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1) (a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	F G P Limited
2.	Name of the acquirer(s)	Instant Holdings Limited
3.	Whether the acquirer(s) is/are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes both Instant Holdings Limited and Rainbow Investments Limited declared as promoters for the last 3 years#
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Rainbow Investments Limited
	b. Proposed date of acquisition	February 26, 2015
	c. Number of shares to be acquired from each person mentioned in 4(a) above	11,00,000 equity shares
	d. Total shares to be acquired as % of share capital of TC	9.25%
	e. Price at which shares are proposed to be acquired	At the market price
	f. Rationale, if any, for the proposed transfer	---
5.	Relevant sub-clause of regulation 10(1) (a) under which the acquirer is exempted from making open offer.	Regulation 10 (1) (a) (ii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period	Not Applicable
7.	If, in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	At market price on the date of the transaction
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Attached as Annexure A



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9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	Attached as Annexure A
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Attached as Annexure A

11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares/voting rights	% w.r.t total share capital of TC	No. of shares/voting rights	% w.r.t total share capital of TC
a.	Acquirer(s) and PACs (other than sellers)(*)				
	Instant Holdings Limited	5,97,197	5.02	16,97,197	14.27
	Swallow Associates LLP	28,86,046	24.26	28,86,046	24.26
	Carnival Investments Limited	6	0.00	6	0.00
	<b>Total</b>	<b>34,83,249</b>	<b>29.28</b>	<b>45,85,249</b>	<b>38.53</b>
b.	Seller(s)				
	Rainbow Investments Limited#	11,00,000	9.25	0	0
	<b>Total</b>	<b>11,00,000</b>	<b>9.25</b>	<b>0</b>	<b>0</b>

Note:

- (\*) shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorised to do so on behalf of the acquirers.

# Universal Industrial Fund Ltd was shown under the Promoter category in the shareholding pattern of F G P Limited filed with BSE Limited for the quarter ending December 31, 2013 and December 31, 2012. Rainbow Investments Limited is shown under the Promoter category in the shareholding pattern of F G P Limited filed with BSE Limited for the quarter ending December 31, 2014.



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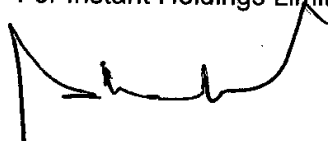
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By a Scheme of Arrangement by and between Adapt Investments Ltd, Adorn Investments Ltd, Off-Shore India Ltd, Trade Apartments Ltd, Universal Industrial Fund Ltd, Ujala Agency Pvt. Ltd., Peregrine Enterprises Ltd, Puffin Investments Ltd, Sanwaria Dealer Pvt Ltd (collectively referred as "transferor companies") and Rainbow Investments Ltd (transferee company) pursuant to Section 394 of the Companies Act, 1956 as approved by the Honorable High Court at Calcutta vide their Order dated May 15, 2014 (Effective date 08.07.2014) inter alia all properties/rights of Universal Industrial Fund Ltd are transferred to Rainbow Investments Limited (Copy of the Order passed by the Honorable High Court at Calcutta is enclosed as Annexure B).

For Instant Holdings Limited



Suresh Mathew  
Director



Place: Mumbai

Date: February 19, 2015

Encl. As stated above

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**TO WHOMSOEVER IT MAY CONCERN**

I, Mr. Suresh Mathew, in my capacity as the Director of Instant Holdings Limited, having its Registered Office at 213, Bezzola Complex, "B" wing, 71, Sion-Trombay road, Chembur, Mumbai 400 071 hereby declare to the best of my knowledge and belief that:

1. the acquisition price would not be higher by more than 25% of the price determined in terms of clause (e) of sub-regulation (2) of Regulation 8 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI(SAST)).
2. the transferor i.e. Rainbow Investments Limited and transferee i.e. Instant Holdings Limited will comply with applicable disclosure requirements in Chapter V of the SEBI (SAST) given below:

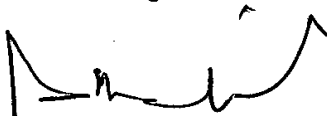
3.

Sr. No.	Disclosure by	Under Regulation	
1.	Instant Holdings Limited	SEBI (SAST)	10(6)
2.	Instant Holdings Limited	SEBI (SAST)	10(7)
3.	Instant Holdings Limited	SEBI (SAST)	29(2)
4.	Instant Holdings Limited	SEBI (PIT)*	13(4A)
5.	Rainbow Investments Limited	SEBI (SAST)	29(2)
6.	Rainbow Investments Limited	SEBI (PIT)*	13(4A)

\* SEBI (Prevention of Insider Trading) Regulations, 1992

4. the conditions specified under regulation 10(1)(a)(ii) with respect to exemption has been duly complied with.

For Instant Holdings Limited



Suresh Mathew  
 Director



Date: February 19, 2015

Place: Mumbai