

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 29, 2016

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

Sub: Voting Results for the resolution passed at the Fifty-fourth Annual General Meeting (AGM) held on Wednesday, September 28, 2016.

Dear Sir,

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results declared for the resolutions passed at the Fifty-fourth Annual General Meeting (AGM) held on Wednesday, September 28, 2016 in the prescribed format.

We also enclose the copy of Scrutinizer Report on the remote e-voting and voting through ballot paper at the AGM.

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

Kindly take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully,
For FGP Limited

Aayushi Mulasi
Aayushi Mulasi
Company Secretary



FGP LIMITED

28/09/2016
20087

03 (Through Authorized Re-presentatives)
39

NOT ARRANGED

Resolution 1 : Ordinary Resolution: Adoption of Audited Financial Statements for the year ended March 31, 2016, together with the Reports of the Auditors thereon and the Report of the Board of Directors for the year ended on that date.

Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution ? **No**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4583249	4583249	100.00	4583249	0	100.00	0.00
	POLL	4583249	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4583249	4583249	100.00	4583249	0	100.00	0.00
Public - Institutions	E-VOTING	721802	0	0.00	0	0	0.00	0.00
	POLL	721802	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	721802	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	6590000	520	0.01	520	0	100.00	0.00
	POLL	6590000	4651	0.07	4651	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	6590000	5171	0.08	5171	0	100.00	0.00
TOTAL		11895051	4588420	38.57	4588420	0	100.00	0.00



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Resolution 2 : Ordinary Resolution: Re-appointment of Mr. Kishore Sheeta (DIN: 02495121) as a Director of the Company

Resolution required :(Ordinary / Special)

Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution ? No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	E-VOTING	4583249	4583249	100.00	4583249	0	100.00	0.00
	POLL	4583249	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4583249	4583249	100.00	4583249	0	100.00	0.00
Public - Institutions	E-VOTING	721802	0	0.00	0	0	0.00	0.00
	POLL	721802	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	721802	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	6590000	520	0.01	520	0	100.00	0.00
	POLL	6590000	4651	0.07	4651	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	6590000	5171	0.08	5171	0	100.00	0.00
TOTAL		11895051	4588420	38.57	4588420	0	100.00	0.00



Handwritten signature or initials.

Resolution 3 : Ordinary Resolution: Appointment of the Statutory Auditors of the Company.

Resolution required :(Ordinary / Special)

Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution ? No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	E-VOTING	4583249	4583249	100.00	4583249	0	100.00	0.00
	POLL	4583249	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4583249	4583249	100.00	4583249	0	100.00	0.00
Public - Institutions	E-VOTING	721802	0	0.00	0	0	0.00	0.00
	POLL	721802	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	721802	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	6590000	520	0.01	520	0	100.00	0.00
	POLL	6590000	4651	0.07	4651	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	6590000	5171	0.08	5171	0	100.00	0.00
TOTAL		11895051	4588420	38.57	4588420	0	100.00	0.00



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Resolution 4 :Special Resolution: Approval of change in place of keeping the Register of Members along with indices of members and any other document pertaining to change in Registrar and Share Transfer Agent.

Resolution required :(Ordinary / Special) Special Resolution

Whether promoter/promoter group are interested in the agenda/resolution ? No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter Group	E-VOTING	4583249	4583249	100.00	4583249	0	100.00	0.00
	POLL	4583249	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4583249	4583249	100.00	4583249	0	100.00	0.00
Public - Institutions	E-VOTING	721802	0	0.00	0	0	0.00	0.00
	POLL	721802	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	721802	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	6590000	520	0.01	520	0	0.00	0.00
	POLL	6590000	4651	0.07	4651	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	100.00	0.00
	TOTAL	6590000	5171	0.08	5171	0	100.00	0.00
TOTAL		11895051	4588420	38.57	4588420	0	100.00	0.00



AM

To,
The Chairman
FGP Limited
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 ballot paper at the Annual General Meeting of FGP Limited held on Wednesday, September 28, 2016 at 12.00 noon

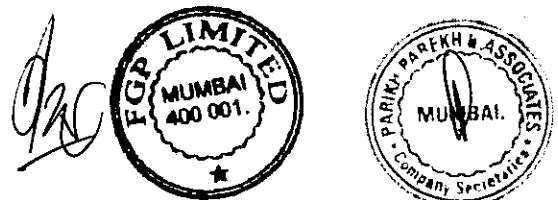
I, Mitesh Dhaliwala, of M/s. Parikh Parekh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of FGP Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the 54th Annual General Meeting (AGM) of FGP Limited held on Wednesday, September 28, 2016 at 12.00 noon.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on September 28, 2016

The Notice dated August 02, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

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

The Company had also provided voting facility to the shareholders present at the AGM 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 September 21, 2016 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 25, 2016 at 09.00 a.m. (IST) and ended on Tuesday, September 27, 2016 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done 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 and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depositories Services (India) Limited (CDSL) e-voting system and voting through ballot paper at the AGM.

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

Resolution 1: Ordinary Resolution

Adoption of Audited Financial Statements for the year ended March 31, 2016, together with the Reports of the Auditors thereon and the Report of the Board of Directors for the year ended on that date.

(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
14	45,88,420	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

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



Resolution 2: Ordinary Resolution

Re-appointment of Shri. Kishore Shete (DIN: 02495121) as a Director of the Company.

(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
14	45,88,420	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(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 the Statutory Auditors of the Company.**

(i) Voted in favour of the resolution:

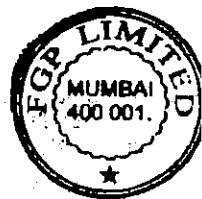
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	45,88,420	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

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



Resolution 4: Special Resolution

Approval of change in place of keeping the Register of Members alongwith indices of members and any other document pertaining to change in Registrar and Share Transfer Agent.

(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
14	45,88,420	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

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

Thanking you,

Yours faithfully,

M Dhabliwala

Mitesh Dhabliwala
Parikh Parekh & Associates
Practising Company Secretaries
FCS: 8331 CP: 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



H.N. Singh Rajpoot

(H.N. SINGH RAJPOOT)
CHAIRMAN

Place: Mumbai

Dated: September 28, 2016