

FGP LIMITED

Regd. Off. : Commercial Union House, 9, Wallace Street,
Fort, Mumbai - 400 001.
Tel. : 2207 0273 / 2201 5269 ♦ Fax : 2200 8074

To,
The General Manager
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

15th April, 2011

Scrip Code: 500142

Sub: Quarterly compliance report on Corporate Governance

Sir,

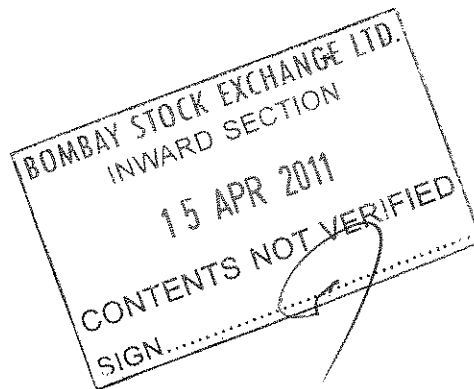
As required by clause 49 of the Listing Agreement, we enclose Compliance Report on Corporate Governance for the quarter ended 31st March, 2011.

Thanking you,

Yours faithfully
For FGP Limited



Kishore Shete
(Compliance Officer)



Encl.: As above

**FORMAT OF QUARTERLY COMPLIANCE REPORT
ON CORPORATE GOVERNANCE**

Name of the Company : FGP Limited

Quarter ending on : 31st March, 2011

Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
I. Board of Directors	49I		
(A) Composition of Board	49 (IA)	YES	
(B) Non-executive Directors' compensation and disclosures	49 (IB)	YES	
(C) Other provisions as to Board and Committees	49 (IC)	YES	
(D) Code of Conduct	49 (ID) (ii)	YES	
II. Audit Committee	49 II		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee	49 (IIB)	YES	
(C) Powers of Audit Committee	49 (IIC)	YES	
(D) Role of Audit Committee	49 (IID)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
III Subsidiary Companies	49III	YES	

IV. Disclosures	49 IV		
(A) Basis of related party transactions	49 (IVA)	YES	Will be Complied with In Annual Report
(B) Disclosure of Accounting treatment	49 (IVB)	YES	Will be Complied with In Annual Report
(C) Board disclosures	49 (IVC)	YES	Will be Complied with In Annual Report
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	N.A.	
(E) Remuneration to Directors	49 (IV E)	N.A.	
(F) Management	49 (IV F)	YES	
(G) Shareholders	49 (IVG)	YES	
V. CEO/CFO Certification	49 V	YES	Will be Complied with In Annual Report
VI. Report on Corporate Governance	49 VI	YES	Will be Complied with In Annual Report
VII. Compliance	49 VII	YES	

For FGP Limited



Kishore Shete
Manager

Place: Mumbai

Date : 15th April, 2011