

# 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

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January 15, 2016

To,  
The General Manager,  
BSE LIMITED  
1<sup>st</sup> Floor, New Trading Ring,  
Phiroz Jeejeebhoy Towers, Dalal Street,  
Mumbai 400 001

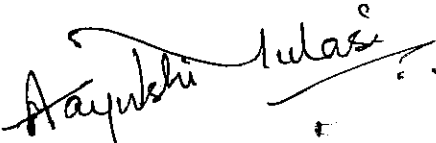
Scrip Code: 500142

Sub. : Quarterly compliance report on Corporate Governance

Dear Sir,

Pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed please find the Quarterly Compliance Report on Corporate Governance in the specified format for the quarter ended December 31, 2015.

Yours faithfully  
For FGP Limited

  
Aayushi Mulasi  
Company Secretary

Encl. : As above

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Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity

FGP LIMITED

2. Quarter ending

December 31, 2015

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PANs & DIN	Category (Chairperson/Executive/Non-Executive /independent /Nominee ) &	Date of Appointment in the current term /cessation+	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) %	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Hari Narayan Singh Rajpoot	PAN: ACKPS8041H DIN: 00080836	Chairperson/ Non-Executive / Non-Independent	27/10/2005	--	2	5	3
Mr.	Hemendra Chimanlal Dalal	PAN: AAAPD2633G DIN: 00206232	Non-Executive / Independent	30/09/2014 - 29/09/2019	5 years	3	4	1
Ms.	Shruti Ratnakar Joshi	PAN: AGKPJ4240M DIN: 05277759	Non-Executive / Independent	30/09/2014 - 29/09/2019	5 years	1	2	0
Mr.	Prem Kapil	PAN: AFMPKO391P DIN: 06921601	Non-Executive / Independent	30/09/2014 - 29/09/2019	5 years	3	1	0



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Mr.	Vimal Kejriwal	PAN: AABPK01 88N DIN: 00026981	Non-Executive / Independent	30/09/2014 - 29/09/2019	5 years	2	1	0
Mr.	Kishore Chandrakant Shete	PAN: ACZPS99 91D DIN: 02495121	Whole-time Director	15/11/2011	-	1	1	0

§ PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen  
+ For Non-Independent Directors, date of original appointment has been considered.  
\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.  
% Memberships are inclusive of Chairmanships in the Audit Committee and Stakeholders Relationship committee.

## II. Composition of Committees (Refer Note 1 at the end)

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
1. Audit Committee	a) Mr. H.C. Dalal b) Ms. Shruti Joshi c) Mr. Vimal Kejriwal d) Mr. H.N. Singh Rajpoot	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Non-Independent
2. Nomination & Remuneration Committee	a) Mr. Prem Kapil b) Mr. H.C. Dalal c) Mr. H.N. Singh Rajpoot	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive - Non-Independent
3. Risk Management Committee(if applicable)		Not Applicable
4. Stakeholders Relationship Committee	a) Mr. H.N. Singh Rajpoot b) Mr. H.C. Dalal c) Ms. Shruti Joshi d) Mr. Kishore Shete	Chairperson - Non-Executive - Non-Independent Non-Executive - Independent Non-Executive -Independent Whole-time Director

§ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
August 06, 2015	October 29, 2015	84 days

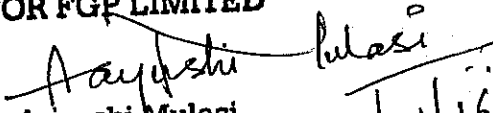
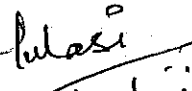
## IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee - October 29, 2015	Yes	August 06, 2015	84 days



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Stakeholders Relationship Committee - October 29, 2015	Yes	August 06, 2015	84 days
Nomination & Remuneration Committee - None	Not Applicable	None	Not applicable
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			
<b>V. Related Party Transactions</b>			
<i>Subject</i>	<i>Compliance status (Yes/No/NA)refer note below</i>		
Whether prior approval of audit committee obtained	N.A.		
Whether shareholder approval obtained for material RPT	N.A.		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.		
<b>Note</b>			
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
2 If status is "No" details of non-compliance may be given here.			
<b>VI. Affirmations</b>			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee.</p> <p>b. Nomination &amp; remuneration committee.</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities): <b>Not applicable</b></p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Not applicable.</b></p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: <b>First Report. This Report shall be placed at the ensuing Board Meeting.</b></p>			
<b>Note:</b>			
1. Composition and details of committees excludes Risk Management Committee which is a non-mandatory committee constituted by the Company.			
<b>Name &amp; Designation</b>	<b>FOR FGP LIMITED</b>		
Company Secretary /-Compliance Officer/ Managing Director /CEO	 <b>Aayushi Mulasi</b> <b>Company Secretary</b>		
	 <b>15/01/16</b>		