

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L26100MH1962PLC012406
ii	Registration Date	June 27, 1962
iii	Name of the Company	FGP Limited
iv	Category/Sub-category of the Company	Company Limited by Shares Indian Non-Government Company
v	Address of the Registered office & contact details	9, Wallace Street, Fort, Mumbai – 400 001, Maharashtra Tel. : 022-22070273, 22015269 E-mail : investors@fgpltd.in Website: www.fgpltd.in
vi	Whether listed Company	Yes. The equity shares of FGP Limited are listed on BSE Limited
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Bigshare Services Private Limited Ltd., Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road Marol, Andheri – East, Mumbai – 400059 Ph. No.: 022 4043 0200/4043 0294; Fax No.: 022 2847 5207 Email: investor@bigshareonline.com ; Website: www.bigshareonline.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
Business Centre Activity	681	100

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
NIL				

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt.or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	45,99,950	0	45,99,950	38.67	45,99,950	0	45,99,950	38.67	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other (Trusts)	150	0	150	0.00	150	0	150	0.00	0.00
SUB TOTAL:(A) (1)	46,00,100	0	46,00,100	38.67	46,00,100	0	46,00,100	38.67	0.00
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A) (2)	0	0	0	0.00	0	0	0	0.00	0.0000
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	46,00,100	0	46,00,100	38.67	46,00,100	0	46,00,100	38.67	0.00
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	1,554	23,856	25,410	0.21	1,554	23,856	25,410	0.21	0.00
c) Central govt./State Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
e) Insurance Companies	6,85,381	750	6,86,131	5.77	6,85,381	750	6,86,131	5.77	0.00
f) FIs	530	11,524	12,054	0.10	530	11,524	12,054	0.10	0.00
g) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
h) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B)(1):	6,87,465	36,130	7,23,595	6.08	6,87,465	36,130	7,23,595	6.08	0.00
(2) Non Institutions									
a) Bodies corporates									
i) Indian	1,56,055	20,366	1,76,421	1.48	1,56,306	20,366	1,76,672	1.49	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	31,27,205	10,98,299	42,25,504	35.52	30,55,120	10,85,411	41,40,531	34.81	-0.71
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	18,67,711	0	18,67,711	15.70	19,14,366	0	19,14,366	16.09	0.39
c) Others (specify)									
(i) Hindu Undivided Family (HUF)	1,58,485	0	1,58,485	1.33	1,64,949	0	1,64,949	1.39	0.06
(i) Trusts	3,765	0	3,765	0.03	3,650	0	3,650	0.03	0.00
(ii) Clearing Members	17,945	0	17,945	0.15	49,969	0	49,969	0.42	0.27
(iii) Non resident Indians (NRI)	0	6049	6,049	0.05	0	6,049	6,049	0.05	0.00

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(iv) Non resident Indians (NRI-Repatriation)	8,648	0	8,648	0.07	8,148	0	8,148	0.07	0.00
(v) Non resident Indians (NRI- Non Repatriation)	9,157	0	9,157	0.08	9,351	0	9,157	0.08	0.02
(vi) Directors and Relatives	0	10	10	0.00	0	10	10	0.00	0.00
(vii) Employees	0	0	0	0.00	0	0	0	0.00	0.00
(viii) Overseas Bodies Corporate	0	97200	97200	0.82	0	97200	97200	0.82	0.00
(ix) Unclaimed Suspense Account	0	0	0	0.00	0	0	0	0.00	0.00
(x) IEPF	0	0	0	0.00	0	0	0	0.00	0.00
(d) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e) Foreign Portfolio Investor	0	361	361	0.00	0	361	361	0.00	0.00
(i) NBFCs registered with RBI	100	0	100	0.00	100	0	100	0.00	0.00
SUB TOTAL (B)(2):	53,49,071	12,22,285	65,71,356	55.24	53,61,959	12,09,397	65,71,356	55.24	0.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	60,36,536	12,58,415	72,94,951	61.33	60,49,424	12,45,527	72,94,951	61.33	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	1,06,36,636	12,58,415	1,18,95,051	100.00	1,06,49,524	12,45,527	1,18,95,051	100.00	0.00

(ii) **SHARE HOLDING OF PROMOTERS**

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	
1	Swallow Associates LLP	28,86,046	24.26	0.00	28,86,046	24.26	0.00	0.00
2	Instant Holdings Limited	17,13,898	14.41	0.00	17,13,898	14.41	0.00	0.00
3	Carnival Investments Limited	6	0.00	0.00	6	0.00	0.00	0.00
4	Harsh Vardhan Goenka (Trustee of Crystal India Tech Trust)	20	0.00	0.00	20	0.00	0.00	0.00
5	Harsh Vardhan Goenka (Trustee of Nucleus Life Trust)	20	0.00	0.00	20	0.00	0.00	0.00
6	Harsh Vardhan Goenka (Trustee of Prism Estates Trust)	50	0.00	0.00	50	0.00	0.00	0.00
7	Harsh Vardhan Goenka (Trustee of Monitor Portfolio Trust)	20	0.00	0.00	20	0.00	0.00	0.00
8	Harsh Vardhan Goenka (Trustee of Secura India Trust)	20	0.00	0.00	20	0.00	0.00	0.00
9	Harsh Vardhan Goenka (Trustee of Stellar Energy Trust)	20	0.00	0.00	20	0.00	0.00	0.00
	Total	46,00,100	38.67	0.00	46,00,100	38.67	0.00	0.00

(iii) **CHANGE IN PROMOTERS' SHAREHOLDING: NO CHANGE**

Particulars of change including the change of increase/decrease	Share holding at the beginning of the Year		Cumulative Share holding during the year	
	No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
At the beginning of the year (Total Promoter shareholding)	46,00,100	38.67	46,00,100	38.67
Date wise increase/decrease in Directors Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	0.00	-	0.00
At the end of the year (Total Promoter shareholding)	46,00,100	38.67	46,00,100	38.67

(iv) **SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS AS ON MARCH 31, 2019 (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS)**

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Life Insurance Corporation of India	4,26,479	3.59	4,26,479	3.59
2	The Oriental Insurance Company Limited	2,58,302	2.17	2,58,302	2.17
3	Dipak Kanayalal Shah	2,56,667	2.16	2,58,586	2.17
4	Rajendra Prasad Rathi	2,22,956	1.87	2,26,738	1.91
5	Subramanian P	1,40,520	1.18	1,40,520	1.18
6	Savitri Devi Rathi	1,11,691	0.94	1,11,691	0.94
7	Shivang Sanjay Seth	1,09,461	0.92	1,09,461	0.92
8	Jainex International Limited	97,200	0.82	97,200	0.82
9	Balram Bharwani	85,300	0.72	85,300	0.72
10	Satyanarayan Bhanwarlal Khandelwal	69,494	0.58	75,288	0.63

Note: The shares of the Company are traded on daily basis. Hence the date wise increase/ decrease in the shareholding of the above shareholders is Consolidated based on the Permanent Account Number (PAN) of the Shareholder.

(v) **Shareholding of Directors & KMP**

Name : Mr. Kishore Shete

Sl. No	For Each of the Directors & KMP	No. of shares	% of total shares of the Company	No of shares	% of total shares of the Company
	At the beginning of the year	10	0	10	0
	Date wise increase/decrease in Directors Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	0	0	0	0
	At the end of the year	10	0	10	0

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid			NIL	
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
Additions			NIL	
Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid			NIL	
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager

₹

Sl. No	Particulars of Remuneration	Mr. Kishore Shete, Whole-time director	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	8,20,356	8,20,356
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0
2	Stock option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
5	as % of profit		
	Others, please specify	0	0
	(a) Telephone Reimbursement	0	0
	(b) Medical insurance premium	0	0
	Total (A)	8,20,356	8,20,356
	Ceiling as per the Act	As per Section 197 read with Schedule V of the Companies Act, 2013	

B. Remuneration to other directors:

₹

Sl. No	Particulars of Remuneration	Name of the Directors					Total Amount
		Mr. H.C. Dalal	Mr. Prem Kapil	Mr. Vimal Kejriwal (upto March 29, 2019)	Ms. Shruti Joshi	Mr. H. N. Singh Rajpoot	
1	Independent Directors						
	(a) Fee for attending board/ committee meetings	26,000	22,000	4,000	12,000	-	64,000
	(b) Commission	0	0	0	0	-	0
	(c) Others, please specify	0	0	0	0	-	0

Sl. No	Particulars of Remuneration	Name of the Directors					Total Amount
	Total (1)	26,000	22,000	4,000	12,000	0	64,000
2	Other Non Executive Directors						
	(a) Fee for attending board committee meetings	0	0	0	0	26,000	26,000
	(b) Commission	0	0	0	0	0	0
	(c) Others, please specify.	0	0	0	0	0	0
	Total (2)	0				26,000	26,000
	Total (B)=(1+2)	26,000	22,000	4,000	12,000	26,000	90,000
	Total Managerial Remuneration						90,000
	Overall Ceiling as per the Act.					₹ 1,00,000/- for each meeting	

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

₹

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Rajesh Desai, CFO	Ms. Jaya Verma, CS*	Total
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	8,94,000	37,500	9,31,500
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission as % of profit	0	0	0
	others, specify		0	0
5	Others, please specify	0	0	0
	Telephone Reimbursement	0	0	0
	Total	8,94,000	37,500	9,31,500

*Jaya Verma appointed w.e.f. 01.03.2019

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

For and on behalf of the Board of Directors

H.N. Singh Rajpoot
Chairman
DIN : 00080836

Place: Mumbai
Date: August 2, 2019