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Voting results

Record date	18-09-2019
Total number of shareholders on record date	19793
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	9
b) Public	40
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	8
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Financial Statements for the year ended March 31, 2019, together with Reports of the Auditors and Directors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4930100	100.0000	4930100	0	100.0000	0.0000
	Poll	4930100	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4930100	4930100	100.0000	4930100	0	100.0000	0.0000
Public-Institutions	E-Voting		684931	94.5951	684931	0	100.0000	0.0000
	Poll	724066	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	724066	684931	94.5951	684931	0	100.0000	0.0000
Public- Non Institutions	E-Voting		261268	4.1864	261213	55	99.9789	0.0211
	Poll	6240885	4729	0.0758	4729	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6240885	265997	4.2622	265942	55	99.9793	0.0207
Total		11895051	5881028	49.4410	5880973	55	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of a Director in place of Mr. H.N. Singh Rajpoot (DIN- 00080836) who retires by rotation and being eligible has offered himself for reappointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4930100	100.0000	4930100	0	100.0000	0.0000
	Poll	4930100	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4930100	4930100	100.0000	4930100	0	100.0000	0.0000
Public-Institutions	E-Voting		684931	94.5951	684931	0	100.0000	0.0000
	Poll	724066	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	724066	684931	94.5951	684931	0	100.0000	0.0000
Public- Non Institutions	E-Voting		261268	4.1864	2434	258834	0.9316	99.0684
	Poll	6240885	4729	0.0758	4729	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6240885	265997	4.2622	7163	258834	2.6929	97.3071
Total		11895051	5881028	49.4410	5622194	258834	95.5988	4.4012
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s MVK Associates, Chartered Accountants (FRN: 120222W) as Statutory Auditor of the company for a period of five years w.e.f. conclusion of the Fifty Seventh AGM.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4930100	4930100	100.0000	4930100	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4930100	4930100	100.0000	4930100	0	100.0000
Public-Institutions	E-Voting	724066	684931	94.5951	684931	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		724066	684931	94.5951	684931	0	100.0000
Public- Non Institutions	E-Voting	6240885	261268	4.1864	2434	258834	0.9316	99.0684
	Poll		4729	0.0758	4729	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6240885	265997	4.2622	7163	258834	2.6929
Total		11895051	5881028	49.4410	5622194	258834	95.5988	4.4012
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				re-appointment of Mr. HC Daria (DIN: 00206232) as an independent Director of the Company for the second term of five consecutive years w.e.f. September 30, 2019 and his continuation as an Independent Director after attaining the age of 75 years				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4930100	4930100	100.0000	4930100	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4930100	4930100	100.0000	4930100	0	100.0000
Public-Institutions	E-Voting	724066	684931	94.5951	684931	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		724066	684931	94.5951	684931	0	100.0000
Public- Non Institutions	E-Voting	6240885	261268	4.1864	2434	258834	0.9316	99.0684
	Poll		4729	0.0758	4729	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6240885	265997	4.2622	7163	258834	2.6929
Total		11895051	5881028	49.4410	5622194	258834	95.5988	4.4012
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				re-appointment of Mr. Prem Kapil (डॉ. प्रेम कपिल) as an independent Director of the Company for the second term of five consecutive years w.e.f. September 30, 2019 and his continuation as an Independent Director after attaining the age of 75 years.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4930100	100.0000	4930100	0	100.0000	0.0000
	Poll	4930100	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4930100	4930100	100.0000	4930100	0	100.0000	0.0000
Public-Institutions	E-Voting		684931	94.5951	684931	0	100.0000	0.0000
	Poll	724066	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	724066	684931	94.5951	684931	0	100.0000	0.0000
Public- Non Institutions	E-Voting		261268	4.1864	2434	258834	0.9316	99.0684
	Poll	6240885	4729	0.0758	4729	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6240885	265997	4.2622	7163	258834	2.6929	97.3071
Total		11895051	5881028	49.4410	5622194	258834	95.5988	4.4012
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Dhanshree Gandhi (DIN: 08451503) as an Independent Director of the Company for a term of five consecutive years w.e.f. May 15, 2019				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4930100	4930100	100.0000	4930100	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4930100	4930100	100.0000	4930100	0	100.0000
Public-Institutions	E-Voting	724066	684931	94.5951	684931	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		724066	684931	94.5951	684931	0	100.0000
Public- Non Institutions	E-Voting	6240885	261268	4.1864	2627	258641	1.0055	98.9945
	Poll		4729	0.0758	4729	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6240885	265997	4.2622	7356	258641	2.7654
Total		11895051	5881028	49.4410	5622387	258641	95.6021	4.3979
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Rajesh Shirambekar (DIN: 08436009) as an Independent Director of the Company for a term of five consecutive years w.e.f. August 2, 2019				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4930100	4930100	100.0000	4930100	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4930100	4930100	100.0000	4930100	0	100.0000
Public-Institutions	E-Voting	724066	684931	94.5951	684931	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		724066	684931	94.5951	684931	0	100.0000
Public- Non Institutions	E-Voting	6240885	261268	4.1864	2434	258834	0.9316	99.0684
	Poll		4729	0.0758	4729	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6240885	265997	4.2622	7163	258834	2.6929
Total		11895051	5881028	49.4410	5622194	258834	95.5988	4.4012
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Kishore Shete as Whole time Director of the Company from April 1, 2019 to September 30, 2021.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4930100	100.0000	4930100	0	100.0000	0.0000
	Poll	4930100	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4930100	4930100	100.0000	4930100	0	100.0000	0.0000
Public-Institutions	E-Voting		684931	94.5951	684931	0	100.0000	0.0000
	Poll	724066	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	724066	684931	94.5951	684931	0	100.0000	0.0000
Public- Non Institutions	E-Voting		261268	4.1864	2434	258834	0.9316	99.0684
	Poll	6240885	4729	0.0758	4729	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6240885	265997	4.2622	7163	258834	2.6929	97.3071
Total		11895051	5881028	49.4410	5622194	258834	95.5988	4.4012
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



To,
The Chairman
FGP Limited
Commercial Union House,
9, Wallace Street, Fort,
Mumbai- 400001.

Dear Sir,

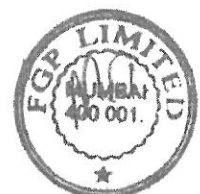
Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through physical ballot form at the 57th Annual General Meeting of FGP Limited held at Auditorium of Textiles Committee Complex, P. Balu Road, Prabhadevi, Mumbai – 400025 on Wednesday, September 25, 2019 at 12.30 p.m.

I, Mitesh Dhaliwala, of 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 proposed at the 57th Annual General Meeting ("AGM") of FGP Limited held on Wednesday, September 25, 2019 at 12.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on September 25, 2019.

The Notice dated August 02, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the Shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.

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



The Company had also provided voting through physical ballot form to the shareholders present at the Annual General Meeting 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 Wednesday September 18, 2019 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 22, 2019 at 9.00 a.m. and ended on Tuesday, September 24, 2019 at 5.00 p.m and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through physical ballot form 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. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through physical ballot form at the meeting on the resolutions contained in the Notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through physical ballot form at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

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



Resolution 1: Ordinary Resolution

Adoption of Audited Financial Statements for the year ended March 31, 2019, together with Reports of the Auditors and Board of Directors thereon.

(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
32	58,80,973	100.00 (Rounded-off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	55	0.00

(iii) Invalid votes:

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



Resolution 2: Ordinary Resolution

Appointment of a Director in place of Mr. H. N. Singh Rajpoot (DIN: 00080836) who retires by rotation and being eligible has offered himself for reappointment.

(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
30	56,22,194	95.60

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	2,58,834	4.40

(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 M/s MVK & Associates (FRN: 120222W), Chartered Accountants as Statutory Auditor of the Company for a period of five years with effect from the date of 57th AGM.

(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
30	56,22,194	95.60

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	2,58,834	4.40

(iii) Invalid votes:

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



Resolution 4: Special Resolution

Re-appointment of Mr. H C Dalal (DIN: 00206232) as an Independent Director of the Company for the second term of five consecutive years w.e.f. September 30, 2019 and his continuation as an Independent Director after attaining the age of 75 years.

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
30	56,22,194	95.60

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	2,58,834	4.40

(iii) **Invalid** votes:

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



Resolution 5: Special Resolution

Re-appointment of Mr. Prem Kapil (DIN: 06921601) as an Independent Director of the Company for the second term of five consecutive years w.e.f. September 30, 2019 and his continuation as an Independent Director after attaining the age of 75 years.

i) Voted in favour of the resolution:

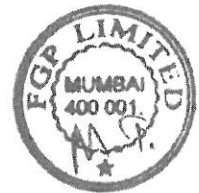
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
30	56,22,194	95.60

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	2,58,834	4.40

(iii) Invalid votes:

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



Resolution 6: Ordinary Resolution

Appointment of Ms. Dhanshree Gandhi (DIN: 08451503) as an Independent Director of the Company for a term of five consecutive years w.e.f. May 15, 2019.

(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
31	56,22,387	95.60

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	2,58,641	4.40

(iii) **Invalid** votes:

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



Resolution 7: Ordinary Resolution

Appointment of Mr. Rajesh Shirambekar (DIN: 08436009) as an Independent Director of the Company for a term of five consecutive years w.e.f. August 02, 2019.

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
30	56,22,194	95.60

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	2,58,834	4.40

(iii) Invalid votes:

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



Resolution 8: Special Resolution

Re-appointment of Mr. Kishore Shete (DIN: 02495121) as Whole time Director of the Company from April 01, 2019 to September 30, 2021.

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
30	56,22,194	95.60

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	2,58,834	4.40

(iii) Invalid votes:

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

Thanking you,
Yours faithfully,

Mitesh Dhaliwala

Mitesh Dhaliwala
Parikh Parekh & Associates
Practising Company Secretaries
FCS: 8331 CP No.: 9511
111,11th Floor, SaiDwar CHS Ltd.,
Sab TV Lane, Opp.LaxmiIndl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri(West), Mumbai – 400053



Countersigned by
For FCP Ltd.
Manish Tiwary
Company Secretary

Place: Mumbai

Dated: September 25, 2019