

FGP LIMITED

CIN: L26100MH1962PLC012406

Registered Office - Commercial Union House, 9- Wallace Street, Fort, Mumbai - 400 001

Tel : 2207 0273/ 2201 5269; Email : investors@fgpltd.in; Website : www.fgpltd.in

September 25, 2020

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Security Code: 500142

Sub: Disclosure under Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')- Summary of the proceedings and details of the voting results of the Fifty Eighth Annual General Meeting of the Company

Dear Sir,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI Listing Regulations, we enclose herewith the summary of the proceedings of the Fifty Eighth Annual General Meeting ('AGM') of the Company, held on September 25, 2020 at 12.30 p.m. through Video Conferencing facility or other audio visual means, as **Annexure A**.

Further, pursuant to Regulation 44(3) of the Listing Regulations, we are also submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format along with the Consolidated report of the Scrutinizer on the remote e-voting and e-voting conducted at the AGM as **Annexure B** and **Annexure C** respectively.

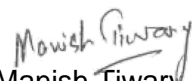
Based on the Scrutinizer's Report, all the resolutions as set out in the Notice of the Fifty Eighth AGM have been passed with requisite majority.

The above information shall also be uploaded on the website of the Company i.e. www.fgpltd.in and on the website of National Securities Depository Limited i.e.. www.evoting.nsdl.com.

You are requested to take the same on record.

Thanking you.

Yours faithfully
For FGP Limited


Manish Tiwary
Company Secretary
Encl: As above.

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Annexure A

Brief proceedings of the Fifty- Eighth Annual General Meeting held on Friday, September 25, 2020.

1. The Fifty Eighth Annual General Meeting of the Company ('AGM') was held on Friday, September 25, 2020 at 12.30 pm through Video Conferencing ('VC') facility or other audio visual means ('OAVM') in compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs ('MCA') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').
2. Mr. H.N. Singh Rajpoot was Chairman of the Meeting and after ascertaining the quorum called the meeting to order at 12.30 p.m. The Chairman then commenced the proceedings by welcoming the members to the AGM. The Chairman informed the Members that in view of the continuing COVID-19 pandemic, and to ensure social distancing norms, the Annual General Meeting of the Company was convened through VC/OAVM, in accordance with various circulars issued by MCA and SEBI.
3. The Chairman then introduced the members of the Board who were attending the meeting. He further informed that the representatives of Statutory Auditors 'MVK Associates', and Secretarial Auditors 'Parikh Parekh & Associates' were also attending this meeting. Mr. Manish Tiwary, Company Secretary and Mr. Rajesh Desai, Chief Financial Officer were in attendance.
4. The Chairman also informed the Members that there was no proxy facility available for this Meeting, as it was dispensed by the MCA since the meeting was being held through VC. The statutory registers which were required to be kept open were available for inspection electronically.
5. The Chairman informed that the Notice of the meeting was already sent to the members and therefore was taken as read. He then mentioned that there was no qualification, observation or comment in the Statutory Auditors Report or the Secretarial Auditors Report, hence, it was not required to be read at the meeting.
6. The Chairman addressed the members, inter-alia, highlighting the financial performance of the Company for the financial year 2019-20, business prospects and outlook for the current fiscal year.
7. The Company Secretary informed that the Company had provided the facility of remote e-voting for voting on the resolutions contained in the Notice convening the AGM. He informed that the Company had provided the facility to vote at the Meeting through e-voting platform of National Securities Depository Limited ("NSDL") to those Members who did not exercise their vote through remote e-voting.
8. He further informed that Mr. Mitesh Dhabliwala (Membership No. FCS 8331 / COP No. 9511) of Parikh Parekh & Associates, Practicing Company Secretaries, was appointed as Scrutinizer for remote e-voting as well as e-voting at the AGM and he would hand over the combined report on e-voting within forty-eight hours of conclusion of the AGM, which shall be filed with the stock exchanges and uploaded on the website of the Company and that of NSDL.

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9. The Chairman thanked the Members for attending the Meeting and declared the Meeting as concluded and informed that those Members who had not voted through remote e-voting may cast their votes during the next fifteen minutes and authorized the Company Secretary of the Company to receive the voting results and intimate the same to the Stock Exchange.
10. Items of business as mentioned in the Notice convening the AGM, which were put to vote through remote e-voting and e-voting at the AGM:

Sr. No.	Business Conducted at the AGM	Type of Resolution
1.	Adoption of Audited Financial Statements for the year ended March 31, 2020, together with Reports of the Auditors and Directors thereon.	Ordinary
2	Appointment of a Director in place of Mr. Kishore Shete (DIN: 02495121) who retires by rotation and being eligible has offered himself for reappointment.	Ordinary

The AGM concluded at 12.51 P.M. (I.S.T.) (including the time allowed for e-voting at the AGM).

Post the conclusion of the voting at AGM, the Scrutinizer's Report was received. Based on the Scrutinizer Report, all the resolutions as set out in the Notice convening the Fifty Eighth AGM have been passed by the members with requisite majority.

General information about company	
Scrip code	500142
NSE Symbol	
MSEI Symbol	
ISIN	INE512A01016
Name of the company	FGP LTD.
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	25-09-2020
Start time of the meeting	12:30 PM
End time of the meeting	12:51 PM

Scrutinizer Details

Name of the Scrutinizer	Mitesh Dhaliwala
Firms Name	Parikh Parekh and Associates
Qualification	CS
Membership Number	F8331
Date of Board Meeting in which appointed	23-06-2020
Date of Issuance of Report to the company	25-09-2020

Voting results

Record date	18-09-2020
Total number of shareholders on record date	19723
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	13
b) Public	28
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

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 of the Company for the financial year ended March 31, 2020 together with the Reports of the Directors and Auditors 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	4930100	100	4930100	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4930100	4930100	100	4930100	0	100
Public- Institutions	E-Voting	723595	258302	35.697	258302	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		723595	258302	35.697	258302	0	100
Public- Non Institutions	E-Voting	6241356	267255	4.282	8184	259071	3.0622	96.9378
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6241356	267255	4.282	8184	259071	3.0622
Total		11895051	5455657	45.8649	5196586	259071	95.2513	4.7487
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Director in place of Mr. Kishore Shete (DIN: 02495121), who retires by rotation and being eligible, has offered himself for re-appointment.				
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	4930100	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4930100	4930100	100	4930100	0	100
Public- Institutions	E-Voting	723595	258302	35.697	258302	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		723595	258302	35.697	258302	0	100
Public- Non Institutions	E-Voting	6241356	267255	4.282	8183	259072	3.0619	96.9381
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6241356	267255	4.282	8183	259072	3.0619
Total		11895051	5455657	45.8649	5196585	259072	95.2513	4.7487
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

PARIKH PAREKH & ASSOCIATES
COMPANY SECRETARIES

Office:

111, 11th Floor, Sai-Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Industrial Estate, Off Link
Road, Above Shabari Restaurant, Andheri (W),
Mumbai : 400053
Tel No 26301232 / 26301233 /
26301240
Email: cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
FGP Limited
Commercial Union House
9, Wallace Street,
Fort, Mumbai 400 001

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 remote e-voting during the AGM for the 58th Annual General Meeting of FGP Limited held on Friday, September 25, 2020 at 12.30 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

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 58th Annual General Meeting ("AGM") of FGP Limited on Friday, September 25, 2020 at 12.30 p.m. (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated June 23, 2020, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed the e-voting facility offered by National Securities Depository Limited's ('NSDL') for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Tuesday, September 22, 2020 (9:00 a.m. IST) and ended on Thursday, September 24, 2020 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, September 18, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL 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 prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting 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 prior to and during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors 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
50	51,96,586	95.25

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	2,59,071	4.75

(iii) **Invalid** votes:

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

Resolution 2: Ordinary Resolution

To appoint a Director in place of Mr. Kishore Shete (DIN: 02495121), who retires by rotation and being eligible, offers himself for re-appointment.

(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
49	51,96,585	95.25

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	2,59,072	4.75

(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
DHABLIWALA**

Mitesh Dhabliwala
**Parikh Parekh & Associates
Practising Company Secretaries**

FCS: 8331 CP No.: 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

Place: Mumbai
Dated: September 25, 2020

Digitally signed by MITESH DHABLIWALA
DN: cn=M, o=Parsons, postalCode=400055, st=Maharashtra,
2.5.4.20=93df68136c49c0a20d46d4d6140a324bcccda8397ae00
205ac7cb12d6b568b7f9,
pseudonym=222A764E922364ED90F23479021F08E0E28C6DA
C,
serialNumber=276A7AE95C804FA7001EBCF53ABEDC03272635
DE80558851E40027F5756773FA, cn=MITESH DHABLIWALA
Date: 2020.09.25 16:54:48 +05'30'



Countersigned by
for FCP Ltd.
Mitesh Dhabliwala
Company Secretary