

## NOTICE

NOTICE is hereby given that the Sixty-Second Annual General Meeting of the members of FGP Limited will be held on **Tuesday September 10, 2024 at 11:00 a.m.** Indian Standard Time ("I.S.T.") through Video Conferencing ('VC') facility or Other Audio-Visual means ('OAVM') to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Hari Narain Singh Rajpoot (DIN: 00080836), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof), M/s. MVK & Associates, Chartered Accountants (Firm Registration No.: 120222W) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Sixty-Second Annual General Meeting until the conclusion of the Sixty-Seventh Annual General Meeting of the Company to be held in the year 2029 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) per annum plus applicable taxes, if any, to conduct the audit of the accounts of the Company, with power to the Board of Directors, including relevant Committee(s) thereof, to alter and vary the terms and conditions of appointment including remuneration, in such manner and to such extent as may be permissible and mutually agreed between the Company and said Statutory Auditors."

### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder and Regulation 17 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') as amended from time

to time, the Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee, Mr. Paras Mal Rakhecha (DIN: 03287230), who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 01, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation."

**RESOLVED FURTHER THAT** any one of the Director or Manager or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to take all such actions and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, and expedient for giving effect to this Resolution."

5. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16, 17 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') as amended from time to time, the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, Mr. Rohin Feroze Bomanji (DIN: 06971089), a Non-Executive Director of the Company who has given a declaration that he meets the criteria of independence as stipulated in Section 149(6) of the Act, the applicable provisions under the Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from August 01, 2024 up to July 31, 2029.

**RESOLVED FURTHER THAT** any one of the Director or Manager or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to take all such actions and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, and expedient for giving effect to this Resolution."

6. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16, 17, 17(1A) and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') as amended from time to time, the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, Mr. Sunil Kamalakar Tamhane (DIN: 03179129), who has consented to act as a Director of the Company and who has given a declaration that he meets the criteria of Independence as stipulated in Section 149(6) of the Act and the applicable provisions under the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of five consecutive years with effect from September 16, 2024 upto September 15, 2029.

**RESOLVED FURTHER THAT** any one of the Director or Manager or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to take all such actions and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, and expedient for giving effect to this Resolution."

7. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rules made thereunder and Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 other applicable laws, (including any statutory

modification or re-enactment thereof) and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the appointment and payment of remuneration to Mr. Dilip Mahadik as Manager of the Company for a period of 3 (three) years with effect from July 01, 2024 upon such terms and conditions of appointment and remuneration as provided in the explanatory statement annexed hereto and as may be decided by the Board of Directors based on recommendations by the Nomination and Remuneration Committee, subject to the overall limits including remuneration as prescribed under Section 197 read with Schedule V of the Act or any statutory modification(s) or enactment(s) thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year of the Company, the Manager will be paid the said remuneration from time to time as minimum remuneration subject to maximum limits provided in Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of the Director or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to take all such actions and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, and expedient for giving effect to this Resolution."

#### NOTES:

1. In accordance with the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 14, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') and Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 07, 2023 issued by the Securities and Exchange Board of India ('SEBI') and in compliance with the provisions of the Companies Act, 2013 ('the Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Sixty-Second Annual General Meeting of the members of the Company ('AGM') is being held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), without the physical presence of the members at a common venue. National Securities and Depository Limited (NSDL) shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/

OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is annexed herewith and is also available at the Company's website ([www.fgpltd.in](http://www.fgpltd.in)).

2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered office of the Company located at 9, Wallace Street, Fort, Mumbai - 400001.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts concerning the business under Item Nos. 3 to 7 of the Notice, is annexed hereto.
4. Brief details of the Directors and Manager who are seeking appointment/ re-appointment, pursuant to Regulations 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standards on General Meetings ('SS-2') issued by ICSI, is annexed hereto.
5. Since AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of members has been dispensed with. Attendance of the members through VC/OAVM facility only will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act"). Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
6. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote.
7. Consolidation of Folios:

Members holding shares in the same name or in the same order of names, under different folios, are requested to notify the relevant details of the said holdings to the Company's Registrar & Share Transfer Agents M/s. Bigshare Services Private Limited at Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, for consolidation of their shareholding into a single folio.

8. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.

9. Change in address:

Members are requested to notify immediately any change in their address:

- a) If the shares are held in physical form to:

- (i) The Company at its Registered Office at:

F G P Limited  
9-Wallace Street, Fort, Mumbai -400001  
E-mail: [investors@fgpltd.in](mailto:investors@fgpltd.in)

OR

- (ii) The Registrar and Share Transfer Agents of the Company at the following address:

Bigshare Services Private Limited  
Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093  
E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

- b) If the shares are held in demat form: to the respective Depository Participants ("DP").

10. (i). SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent.
- (ii). SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD\_ RTAMB/P/CIR/2021/655 dated November 03, 2021, clarification issued vide Circular No. SEBI/ HO/MIRSD/ MIRSD\_ RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI Circular SEBI/ HO/MIRSD-PoD- 1/P/ CIR/2023/37 dated March 16, 2023 has mandated all listed Companies to record/update the KYC details i.e. PAN, Nomination and Bank Account details of the first holder for shares held in physical mode. The Company has periodically sent letters to all the Shareholders holding shares in physical mode

whose details are yet to be updated seeking the information.

11. The Members may further note that through SEBI Notification dated January 24, 2022, read with SEBI Circular dated January 25, 2022, the listed companies are required to issue the securities in dematerialized form only while processing the requests for Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission, Transposition. Also, in view of the Regulation 40 of the Listing Regulations, as amended with effect from April 25, 2022, securities of listed companies can now be transferred only in the demat mode. Members holding shares in physical form are therefore requested to convert their holdings into the demat mode to avoid loss of shares or fraudulent transactions and avail better investor servicing.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. All other documents referred to in the accompanying Notice and Explanatory Statements will be available for inspection through electronic mode by the Members, in accordance with applicable statutory requirements. Members seeking to inspect such documents can send an e-mail to [fgpltd.agm@gmail.com](mailto:fgpltd.agm@gmail.com).
13. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to have been passed on the date of the AGM i.e. **Tuesday, September 10, 2024**.
14. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/195 dated July 31, 2023 (updated as on December 28, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market, post exhausting the option to resolve their grievance with the Company/its RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website [www.fgpltd.in](http://www.fgpltd.in).

## 15. ELECTRONIC DISPATCH OF ANNUAL REPORT:

In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report of FY 2023-24 is being sent only through electronic mode to those members whose email IDs are registered with the Company / Depositories. Members may note that the Notice and Annual Report of FY 2023-24 will also be available on the Company's website [www.fgpltd.in](http://www.fgpltd.in) under 'Financials' tab and may also be accessed on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## 16. REGISTRATION OF EMAIL ID:

### a. FOR MEMBERS HOLDING PHYSICAL SHARES:

The Members of the Company may get their email addresses registered with Company's RTA by providing a Form ISR-1 duly filled and signed by the Member together with the supporting documents as stated therein. The Investor Service Request form can be downloaded from website of the RTA <https://www.bigshareonline.com> → For Investors → Investors Resources → Forms & Procedures → Form ISR-1 or from Company's Website → Shareholders Information → Advice -Shareholders holding shares in physical mode. Further the Company had periodically sent letters to shareholders for furnishing the requisite details as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023.

### b. FOR MEMBERS HOLDING SHARES IN DEMAT MODE:

The members holding shares in demat form may get their email address registered with their respective Depository Participant(s).

However, for receiving soft copy of Annual Report of FY 2023-24 and Notice of 62nd AGM, such members may send an email to [investors@fgpltd.in](mailto:investors@fgpltd.in) alongwith their details such as Name of shareholder, DPID/ Client ID, PAN and mobile number.

## 17. PARTICIPATION AT THE AGM AND VOTING

### A. Process and manner for participating in the Annual General Meeting ('AGM') through VC / OAVM is explained herein below:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may



access by following the steps mentioned below for **“Access to NSDL e-Voting system”**. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under **“Join General Meeting”** menu.

The link for VC/OAVM will be available in Shareholder/Member login where the **EVEN of Company - 129810** will be displayed.

- ii. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
- iii. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled commencement time of the Meeting and window for joining the Meeting shall be kept open throughout the proceedings of the AGM.
- iv. Members are encouraged to join the Meeting through Laptops / IPads connected through broadband for a better experience. Please note that Participants connecting from mobile devices or tablets or through Laptop via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network connections. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- v. Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, DP ID and Client ID/ folio number, email id, PAN, mobile number at [fgpltd.agm@gmail.com](mailto:fgpltd.agm@gmail.com) from 9.00 a.m. (IST) on Sunday, September 01, 2024 till 5.00 p.m. (IST) on Tuesday, September 03, 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- vi. The Members who do not wish to speak during the AGM but have queries on accounts

or any matter to be placed at the AGM may send the same latest by Wednesday, September 04, 2024 mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [fgpltd.agm@gmail.com](mailto:fgpltd.agm@gmail.com). These queries will be replied suitably either at the AGM or by an e-mail.

- vii. Corporate/ Institutional Members intending to appoint their authorised representatives to attend and vote at the AGM through VC/OAVM or through remote e-voting are requested to send a scanned copy (PDF/ JPEG format) of their Board/Corporate Resolution, Authority letter etc. authorizing its representative(s) to attend and vote at AGM on their behalf, pursuant to Section 113 of the Act, to the Scrutinizer by e-mail at [fgpltd.scrutinizer@gmail.com](mailto:fgpltd.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and to the Company at [fgpltd.agm@gmail.com](mailto:fgpltd.agm@gmail.com) or upload it by clicking on ‘Upload Board Resolution/Authority Letter’ displayed under ‘e-voting’ tab in their login.
- viii. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

## B. Remote e-Voting and Voting at AGM:

- i. Pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and SS-2 on “General Meetings” issued by the ICSI and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, and in terms of SEBI Master Circular dated July 11, 2023 in relation to e-voting facility provided by Listed Entities, the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting facility. The facility of casting the votes by the members using an electronic voting system before the meeting as well as during the AGM will be provided by National Securities Depository Limited (“NSDL”).
- ii. The voting rights of members shall be in proportion to their shares of the paid-up

equity share capital of the Company as on **Tuesday, September 03, 2024 ("the cut-off date")**. Any person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM and during the AGM. Any person who acquires the shares of the Company post-dispatch of the Notice of this AGM but holding the shares as on the cut-off date, may follow the same procedure as mentioned below for e-voting.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Tuesday, September 03, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM under "**Access to NSDL e-voting system**".

- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM by way of VC / OAVM facility only but shall not be entitled to cast their vote again at the AGM.
- iv. Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) or failing him Ms. Sarvari Shah (Membership No. FCS 9697) of Parikh Parekh & Associates, Company Secretaries, has been appointed to act as the Scrutinizer, to scrutinize the remote e-voting process before and e-voting process during the AGM in a fair and transparent manner.

- v. The Scrutinizer shall, immediately after the conclusion of the e-voting at the AGM, unblock the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-Voting before the AGM) and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- vi. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website ([www.fgpltd.in](http://www.fgpltd.in)) and also be displayed on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) immediately after the results are declared and simultaneously communicated to the Stock Exchanges.

#### **The instructions for members for voting electronically are as under:-**

The remote e-voting period will commence at **09:00 a.m. (I.S.T.) on Saturday, September 07, 2024** and will end at **5:00 p.m. (I.S.T.) on Monday, September 09, 2024**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Tuesday, September 03, 2024**, may cast their vote electronically. The voting rights of shareholders shall be in proportion of their share capital of the Company as on the cut-off date. Once vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

#### **The details of the process and manner for remote e-voting and joining the AGM are explained herein below:-**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





##### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-voting and joining virtual meeting for Individual members holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of members	Login Method
Securities held with NSDL.	<p><b>1. NSDL IDeAS facility</b></p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>Once the home page of e-Services is launched, click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>"IDeAS"</b> section.</li> <li>A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services</li> <li>Click on <b>"Access to e-Voting"</b> under e-voting services and you will be able to see e-Voting page.</li> <li>Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or AGM &amp; voting during the AGM.</li> </ol> <p>If the user is not registered for IDeAS e-Services, follow below steps:</p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>Select <b>"Register Online for IDeAS"</b> Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Please follow steps given in points (i) to (v).</li> </ol>

Type of members	Login Method
	<p><b>2. E-Voting Website of NSDL:</b></p> <ol style="list-style-type: none"> <li>Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder /Member' section.</li> <li>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining the AGM &amp; voting during the AGM.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Type of members	Login Method
Securities held with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/ Easiest, option to register CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining AGM & voting during the AGM.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at : 022 - 4886 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 210 9911

**B) Login Method for e-voting and joining the AGM for shareholders other than Individual members holding securities in demat mode and members holding securities in physical mode.**

#### **How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member section" section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



## 4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12 ***** then your user ID is 12*****.
c) For members holding shares in Physical Form.	EVEN Number of the Company – 129810 followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 129810 then user ID is 129810 001***

## 5. Your password details are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. You will be required to trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your

8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, please follow steps mentioned below for procuring the User ID and password and registration of email IDs for e-voting for the resolutions set out in this notice:

Member may send an email request to [evoting@nsdl.com](mailto:evoting@nsdl.com) or to [fgpltd.agm@gmail.com](mailto:fgpltd.agm@gmail.com) for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be:

- In case shares are held in physical mode please provide folio number, Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card);
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- If you are holding shares in your demat account with NSDL or CDSL: Click on '**Forgot User Details / Password**' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are holding shares in physical mode: **Physical User Reset Password** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your DP ID-Client ID / folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon 5 (five) unsuccessful attempts to key in the correct password. In such an event, you will need to go through the '**Forgot User Details / Password**' or '**Physical User Reset Password**' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

## Step 2: Cast your vote electronically on NSDL e-Voting system and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join AGM on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select '**EVEN**' of **FGP Limited** which is **129810**.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "**Submit**" and also "**Confirm**" when prompted.
5. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### E-VOTING AT THE AGM: -

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ shareholders, who will be present at the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- iii. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

### GUIDELINES AND ASSISTANCE TO MEMBERS

In case of any queries relating to e-voting, with respect to remote e-voting or e-voting at the AGM and members may contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on.: 022 - 4886 7000 or contact Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or refer to the Frequently Asked Questions (FAQs) section / e-voting user manual for shareholders available at the Downloads section on <https://www.evoting.nsdl.com>.

By the order of Board of Directors

Date: July 26, 2024  
Place: Mumbai

Minal Kothari  
Company Secretary  
M. No. ACS 73727

**FGP Limited**  
CIN: L26100MH1962PLC012406  
Registered Office:  
9, Wallace Street,  
Fort, Mumbai 400 001  
Phone: 022 2207 0273/ 2201 5269  
E-mail: [investors@fgpltd.in](mailto:investors@fgpltd.in)  
Website: [www.fgpltd.in](http://www.fgpltd.in)

## ANNEXURE TO NOTICE

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT'), SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 AND SECRETARIAL STANDARD 2 (SS-2), ISSUED BY ICSI**

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 7 of the accompanying Notice:

#### **Item No. 3 of the Notice:**

M/s. MVK & Associates, Chartered Accountants (Firm Registration No.: 120222W) ('MVKA') were appointed as statutory auditors of the Company, for a period of 5 years, to hold office from the conclusion of the Fifty-Seventh Annual General Meeting until the conclusion of the Sixty-Second Annual General Meeting of the Company to be held for the financial year 2023-24. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years.

Based on the recommendation of the Audit Committee ('the Committee'), the Board of Directors of the Company ('the Board'), have at its meeting held on July 26, 2024, approved the re-appointment of MVKA, as the Statutory Auditors of the Company subject to approval of members at this AGM for a period of five years with effect from the conclusion of ensuing Sixty-Second AGM until the conclusion of the Sixty-Seventh AGM to be held in the year 2029 at a remuneration of 50,000/- per annum plus applicable taxes towards audit as set out in the Resolution relating to their re-appointment.

MVKA has been in professional practice since May 2000. The Firm is having specialization in various areas of Audit, Accounting, Taxation, Corporate and Allied law matters, Management Consultancy, finance, SEZ related consultancy, DGFT and Foreign exchange matters etc. The firm holds a valid Peer Review Certificate issued by the Institute of Chartered Accountants of India.

Further, MVKA have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

There is no material change in the fees payable to MVKA from the previous term of 5 years. None of the Directors nor Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Accordingly, the Board recommends Ordinary Resolution for your approval.

#### **Item No. 4 of the Notice:**

The Board of Directors ('the Board') of the Company based on the recommendations of the Nomination and Remuneration Committee had at its meeting held on May 03, 2024, appointed Mr. Paras Mal Rakhecha (DIN: 03287230) as an "Additional Director" in the capacity of Non-Executive, Non-Independent Director with effect from August 01, 2024, subject to approval of members. In accordance with the provisions of Section 161 of the Act read with Rules made thereunder, Mr. Paras Mal Rakhecha holds office upto the date of the ensuing Sixty-Second AGM of the Company.

The Company has received notice from a member under Section 160 of the Act proposing his candidature as Non-Executive, Non-Independent, Director. The Company has also received a declaration from Mr. Paras Mal Rakhecha confirming that he is eligible to be appointed as "Non-Executive Director" of the Company and declaration that he is not disqualified under Section 164(2) of the Act nor debarred by virtue of any order of SEBI or any such other authority for being appointed as a Director of the Company.

Brief profile of Mr. Paras Mal Rakhecha is provided separately in this Notice. Accordingly, it is proposed to appoint Mr. Rakhecha as a Director of the Company who shall be liable to retire by rotation.

The Board of Directors recommends Ordinary Resolution as set out in Item No. 4 of the Notice, for approval of the members.

Neither any Directors nor any Key Managerial Personnel of the Company nor any of their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4, except Mr. Rakhecha being an appointee himself.

#### **Item No. 5 of the Notice:**

Mr. Rohin Feroze Bomanji is a Non-Executive, Non-Independent Director of the Company since August 10, 2022.

The Board of Directors ('the Board') of the Company pursuant to Sections 149, 150, and 152 of the Act, Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee had at its meeting held on May 03, 2024 appointed Mr. Rohin Feroze Bomanji (DIN: 06971089) as

a, Independent Director (Non-Executive) of the Company, to hold office for a term of five consecutive years from August 01, 2024 upto July 31, 2029 subject to approval of members.

In accordance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Independent Director requires approval of the members of the Company.

The Company has received notice from a member under Section 160 of the Act proposing his candidature as an Independent Director. The Company has received a declaration from Mr. Bomanji confirming that he meets the criteria of independence as provided in Section 149 (6) of the Act read with rules thereunder, Regulation 16(1)(b) read with Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). The Company has also received his consent to act as an Independent Director and declaration that he is not disqualified under Section 164(2) of the Act nor debarred by virtue of any order of SEBI or any such other authority for being appointed as an Independent Director of the Company.

In the opinion of the Board, Mr. Bomanji, fulfils the criteria as set out in Section 149(6) of the Act and Schedule IV of the Act and criteria specified in the Act read with the rules made thereunder and Listing Regulations for appointment as Independent Director of the Company and is independent of the management.

Accordingly, based on the recommendations of Nomination and Remuneration Committee and considering the skills, expertise and experience of Mr. Bomanji, the Board of Directors at its meeting held on May 03, 2024, appointed Mr. Bomanji, as an Independent Director (Non-Executive), not liable to retire by rotation, for a term of five consecutive years from August 01, 2024 upto July 31, 2029 (both days inclusive) subject to the approval of the members of the Company by means of Special Resolution.

Brief profile of Mr. Bomanji alongwith other details as required pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standards (SS-2) on General Meetings issued by ICSI, as applicable are provided as an annexure to the Notice.

A copy of the draft letter of appointment of Mr. Bomanji, setting out the terms and conditions of appointment is available for inspection through electronic mode, basis the request sent to [fgpltd.agm@gmail.com](mailto:fgpltd.agm@gmail.com).

The Board recommends the Special Resolution as set out in Item No. 5 of the Notice, for approval by the members.

Neither any Directors nor any Key Managerial Personnel of the Company or any of their relatives are in any way

concerned or interested, financially or otherwise, in the resolution set out at Item No. 5, except Mr. Bomanji being an appointee himself.

#### **Item No. 6 of the Notice:**

The Board of Directors ('the Board') of the Company pursuant to Sections 149, 150, and 152 of the Act, Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, have recommended the appointment of Mr. Sunil Kamalakar Tamhane (DIN: 03179129), aged 76 years as an, Non-Executive, Independent Director of the Company, to hold office for a term of five consecutive years from August 1, 2024 upto July 31, 2029, by means of a special resolution to be passed by the members at this ensuing Annual General Meeting.

Further, in terms of Regulation 17(1A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), a listed entity shall ensure that approval of shareholders for appointment or continuation of appointment is obtained for appointment of Non-executive Directors on the Board having attained Seventy Five (75) years of age, by means of a special resolution to be passed by the shareholders in this regard.

The Company has received notice from a member under Section 160 of the Act proposing Mr. Sunil Kamalakar Tamhane's candidature as an Independent (Non-Executive) Director. The Company has received a declaration from Mr. Tamhane confirming that he meets the criteria of independence as provided in Section 149 (6) of the Act read with rules thereunder, Regulation 16(1)(b) read with Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). The Company has also received his consent to act as an Independent Director and declaration he is not disqualified under Section 164(2) of the Act nor debarred by virtue of any order of SEBI or any such other authority for being appointed as Director of the Company.

In the opinion of the Board, Mr. Tamhane, fulfils the criteria as set out in Section 149(6) of the Act and Schedule IV of the Act and criteria specified in the Act read with the rules made thereunder and Listing Regulations for appointment as Independent Director of the Company and is independent of the management.

Accordingly, based on the recommendations of Nomination and Remuneration Committee and considering the skills, expertise and experience of Mr. Tamhane, the Board of Directors at its meeting held on July 26, 2024 have recommended the appointment of Mr. Tamhane, as an Independent, (Non-executive) Director, not liable to retire by rotation, for a term of five consecutive

years from September 16, 2024 upto September 15, 2029 (both days inclusive) for the approval of the members of the Company.

Brief profile of Mr. Tamhane alongwith other details as required pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standards (SS-2) on General Meetings issued by ICSI, as applicable are provided as an annexure to the Notice.

A copy of the draft letter of appointment of Mr. Tamhane, setting out the terms and conditions of appointment is available for inspection through electronic mode, basis the request sent on [fgpltd.agm@gmail.com](mailto:fgpltd.agm@gmail.com).

Accordingly, the Board of Directors recommends the Special Resolution as set out in Item No. 6 of this Notice, for approval of the members.

Neither any Directors nor any Key Managerial Personnel of the Company or any of their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 6, except Mr. Tamhane being an appointee himself.

#### **Item No. 7 of the Notice:**

Mr. Suman Kumar Mishra had resigned as a Manager of the Company w.e.f. June 30, 2024.

The Board of Directors, ("the Board") on the recommendation of Nomination and Remuneration Committee and in accordance with the Articles of Association of the Company, subject to approval of Members of the Company by way of Special Resolution, had pursuant to Section 196 read with Section 203 of the Companies Act, 2013 ('the Act'), appointed Mr. Dilip Mahadik as Manager of the Company to hold office for a period of 3 (three) years with effect from July 01, 2024. Mr. Mahadik satisfies all conditions as set out in Section 196(3) of the Act and Part 1 of Schedule V of the Act, for being eligible for his appointment.

Section 196(4) of the Act inter-alia provides for the

Information as required pursuant to section II of Part II of Schedule V is as hereunder:

Sl. No.	Particulars	Details			
I	General Information				
1.	Nature of Industry	FGP Limited is engaged into Business Centre activity.			
2.	Date or expected date of commencement of commercial production	The Company is already in existence.			
3	Financial performance	(Rs. In Lakhs)			
		Particulars	2023-24	2022-23	2021-22
		Total Revenue	92.09	25.83	54.76
		Exceptional Item	--	--	127.79
		Profit/ (Loss) before Tax	20.90	(61.78)	109.78
		Profit / (Loss) after Tax	26.00	(80.04)	94.58

appointment, remuneration and terms and conditions of the appointment of the manager approved by the Board of Directors shall be subject to approval by the shareholders at the next General Meeting of the Company.

In accordance with the applicable provisions of the Act and Nomination and Remuneration Policy of the Company, Mr. Dilip Mahadik shall be entitled to the remuneration as mentioned hereunder:

Sr. No.	Particulars	Amount per annum (in Rs.)
1.	Basic Salary	3,96,000/-
2.	Gratuity	19,044/-
3.	Performance Bonus / Incentive	Upto Rs. 33,000/- as per the Policy of the Company and as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors
4.	Additional Benefits	i. Medical Insurance for self and spouse ii. Reimbursement of expenses as per actuals

The above remuneration shall be subject to applicable taxes if any and within the overall ceiling and conditions prescribed under the Act and applicable laws (as amended or re-enacted from time to time). Any changes including increment/subsequent variation(s) in the remuneration payable to him shall be approved by NRC / Board of Directors within the overall limits as prescribed under the Act.

In the event of loss or inadequacy of profit in any financial year, the remuneration, as determined aforesaid, from time to time, be paid and the perquisites provided to Mr. Mahadik, as minimum remuneration, subject to such limits, as may be prescribed in Section II of Part II of Schedule V to the Companies Act, 2013, from time to time.

A brief profile alongwith area of expertise of Mr. Mahadik is given under Annexure to this Notice.



Sl. No.	Particulars	Details
4	Foreign investments or collaborations	NIL
<b>II Information about the appointee:</b>		
1.	Background details	Mr. Dilip Mahadik, had been working with the Company since 1986. Earlier he was handling the Accounts and Administration Functions until February 1998 and assisted in the management of Company's Business Centre. Since, 1998 he has been associated with the Company as a Retainer.
2.	Past remuneration	Rs. 3,83,500/- p.a. as retainership fees
3.	Recognition or awards	-
4.	Job profile and his suitability	Mr. Mahadik has vast and enriched experience in the day-to-day management of Business Centre. He will look after the whole of the affairs of the Company under the overall control of the Board of Directors of the Company.
5.	Remuneration proposed	As stated Item No. 7 of the Notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Mr. Mahadik carries vast and enriched experience in the day-to-day management of business centre.  He is responsible for the whole of the affairs of the management of the Company and is accountable to the Board of Directors of the Company, and the remuneration proposed to be paid to him is fully justifiable.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Mahadik has a relationship with the Company as a Manager (KMP) only and is not related to any Director or Managerial Personnel of the Company.
<b>III Other information:</b>		
1.	Reasons of loss or inadequate profits	The Company's Business Centre is strategically located in Fort area of Mumbai. However, there is a limitation for expansion of the office space by the corporate in this area, as large number of corporates now prefer to shift their base to suburbs where there is greater scope to have a larger area. This trend has adversely impacted the Company's business.
2.	Steps taken or proposed to be taken for improvement	The future prospects for the Business Centre activity are not very promising. However, the management is looking out for alternative sources of generating revenue of the Company and by introducing new occupants in the existing Business Centres.
3.	Expected increase in productivity and profits in measurable terms	The future prospects for the business centre activity are not very promising. However, the management is looking out for alternative sources of generating revenue of the Company and by introducing new occupants in the existing business centres

A copy of the letter of appointment of Mr. Dilip Mahadik as a Manager of the Company is available for inspection through electronic mode, basis the request being sent on [fgpltd.agm@gmail.com](mailto:fgpltd.agm@gmail.com).

Mr. Mahadik as Manager would be beneficial to the Company and accordingly the Board recommends the Special Resolution, as set out in Item No. 7 of the Notice, for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in any way, financially or otherwise, in the resolution set out in Item No. 7, except Mr. Mahadik being an appointee himself.

**ANNEXURE TO NOTICE**  
**Details of Directors' seeking Appointment/Re-appointment at the Sixty-Second Annual General Meeting**  
**[Pursuant to Regulations and 36(3) of the Listing Regulations and Secretarial Standard-2 (SS-2) on General Meetings]**

Particulars	Name of the Director / Manager				
	Mr. Hari Narain Singh Rajpoot	Mr. Paras Mal Rakhecha	Mr. Rohin Feroze Bomanji	Mr. Sunil Kamalakar Tamhane	Mr. Dilip Mahadik
<b>Date of First Appointment on the Board</b>	October 27, 2005	August 01, 2024	August 10, 2022 As an Independent Director-August 01, 2024*, for a term of five consecutive years	September 16, 2024*	Not Applicable as appointed as "Manager"
<b>Age</b>	67 Years	65 years	62 years	76 years	64 years
<b>Qualification</b>	<ul style="list-style-type: none"> <li>Graduate in Science,</li> <li>Masters in Economics,</li> <li>Company Secretary,</li> <li>Graduate in Law and</li> <li>Cost Accountant.</li> </ul>	<ul style="list-style-type: none"> <li>Commerce Graduate</li> </ul>	<ul style="list-style-type: none"> <li>Commerce Graduate</li> </ul>	<ul style="list-style-type: none"> <li>BSC Honors</li> <li>Chartered Accountant</li> </ul>	<ul style="list-style-type: none"> <li>Bachelor of Arts</li> </ul>
<b>Brief profile and expertise in specific functional areas</b>	Mr. Rajpoot has over 46 years of experience in corporate laws, securities laws, accounts, finance, commercial, human resources, corporate governance, risk management, general management, business operations, development, strategy functions with corporates of repute, both in public as well as private sectors (such as National Textile Corporation of UP Limited, Kanpur, Pradeshya Industrial and Investment Corporation of UP Limited, Lucknow, a state level financial institution and CEAT Limited, to name a few). He has also been actively involved in the functioning of professional bodies and industry forums.	Mr. Paras Mal Rakhecha, has over 32 years of rich experience in the field of Corporate Finance and Accounts. Earlier, he worked as Chief Financial Officer in Summit Securities Limited, a company listed on BSE and NSE.	Mr. Rohin Bomanji, has over 40 years of rich experience in the field of accounting and finance in the corporate sector. Earlier, he worked as Deputy General Manager (Accounts) in RPG Corporate Finance Department at RPG Group.	Mr. Tamhane having more than 40 years of experience in the field of Accounts, Taxation, Audit, Commercial and Finance. He has worked with reputed groups such as RPG, TATA and Garware. He has served as RPG, TATA and Garware. He has served CEAT Limited in the capacity of General Manager, Accounts and Sourcing. He was also head of the Financial and Commercial functions of joint venture companies of CEAT Limited based in Sri Lanka, where from he had retired as the Vice President Commercial of ACHPL. He was practicing as a Chartered Accountant handling Audits (including Nationalised bank branch audits and stock audits) Taxation, Management Consultancy assignments, etc. for about 8 years.	Mr. Dilip Mahadik, had been working with the Company since 1986. Earlier he was handling the Accounts and Administration Functions until February 1998 and assisted in the management of Company's Business Centre. Since 1998 he has been associated with the Company as a Retainer. He is having total experience of 38 years and his work profile included, day to day management of Business Centre, administrative work, etc.
<b>Other Directorships</b>	<ul style="list-style-type: none"> <li>South West Pinnacle Exploration Limited</li> <li>Summit securities Limited</li> <li>Organised Investments Limited</li> <li>Carnival Investments Limited</li> <li>RPG Ventures Limited;</li> <li>RPG Industries Private Limited;</li> <li>Mantle Advisor's Private Limited;</li> <li>Janpragati Electoral Trust.</li> </ul>	<ul style="list-style-type: none"> <li>Instant Holdings Limited</li> <li>Carnival Investments Limited</li> <li>Organised Investments Limited</li> <li>RPG Industries Private Limited</li> <li>Doon Dooars Plantations Limited</li> <li>Samudra Securities Limited</li> <li>Janpragati Electoral Trust</li> </ul>	<ul style="list-style-type: none"> <li>FGP Limited</li> <li>Instant Holdings Limited</li> <li>Sofreel Mercantile Private Limited</li> </ul>	Nil	Nil
<b>Membership/ Chairmanship of Committees of the Board in other Companies</b>	<ul style="list-style-type: none"> <li>FGP Limited – AC*, NRC***, Member and SRC** Chairman</li> <li>Summit Securities Limited – AC*, NRC***, Member and SRC**, Chairman</li> <li>Carnival Investments Limited – AC*, Chairman</li> </ul>	<ul style="list-style-type: none"> <li>Instant Holdings Limited – AC*, NC# and RMC&amp;, Chairman</li> <li>Carnival Investments Limited – NRC***, AC*, Member</li> </ul>	<ul style="list-style-type: none"> <li>FGP Limited –SRC**, Member and Instant Holdings Limited - AC*, RMC&amp; and NC# – Member</li> </ul>	Nil	Nil
<b>Number of shares held in the Company</b>	Nil	1 Equity share or Rs. 10 each	Nil	Nil	10 Equity shares of Rs. 10 each
<b>Listed entities from which resigned in the past three years</b>	Nil	Resigned as a Chief Financial Officer from Summit Securities Limited w.e.f. February 29, 2024	Nil	Nil	Nil
<b>Relationship with other Directors and KMPs</b>	None of the appointee are related to any other Director or Key Managerial Personnel of the Company.				

**Notes:**

- \* Subject to approval of members by means of Special Resolution to be passed at this Annual General Meeting.
  - Abbreviations Used:
  - \* AC – Audit Committee \*\*SRC – Stakeholders Relationship Committee \*\*\* NRC – Nomination and Remuneration Committee #NC – Nomination Committee & RMC – Risk Management Committee.
- For other details such as number of meetings of the Board attended during the year, remuneration drawn, skills, expertise, competence etc. and other relevant information as required under Listing Regulations, SS and the Act read with rules made thereunder, please refer to the Corporate Governance Report, which forms part of this Annual Report.