

FGP LIMITED

47TH ANNUAL REPORT
2008 - 2009

Directors

T.M.Elavia
Vimal Kejriwal
H.N.Singh Rajpoot
P.F.Simms
R.Jhunjhunwala
(Alternate Director to P.F.Simms)
Ajit Singh Chouhan

Manager

Kishore Shete

Registered Office

9,Wallace Street,
Fort,Mumbai 400 001

Solicitors & Advocates

Crawford Bayley & Co.
D'Lima & Associates

Auditors

J.R.Sumondy & Co.

Bankers

ICICI Bank Ltd.

Registrars & Transfer Agents

Sharepro Services (India) Pvt.Ltd.
13AB/2nd Floor,
Samhita Warehousing Complex,
Sakinaka Telephone Exchange Lane,
Off. Andheri Kurla Road,
Sakinaka, Andheri (East),
Mumbai - 400 072.

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NOTICE

Notice is hereby given that the Forty Seventh Annual General Meeting of the members of FGP Limited will be held in the auditorium of TEXTILES COMMITTEE complex, P.Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai, 400 025, on Wednesday, 30th September, 2009 at 11.00 a.m. to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2009 and the Profit and Loss Account for the year ended on that date and the Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. H. N. Singh Rajpoot who retires by rotation and is eligible for reappointment.
3. To appoint a Director in place of Mr. T. M. Elavia who retires by rotation and is eligible for reappointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 163 and all other applicable provisions, if any, of the Companies Act, 1956 the Register of Members, Index of Members and other related books be kept at the premises of the Company's Registrar and Transfer Agents viz. Sharepro Services (India) Private Limited, at 13AB / 2nd Floor, Samhita Warehousing Complex, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai-400072 and also at 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai-400021."

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
2. THE INSTRUMENT APPOINTING A PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. The relevant Explanatory Statement under Section 173 of the Companies Act, 1956 in respect of the special business at item no.5 above is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday,

24th September, 2009 to Wednesday, 30th September, 2009 (both days inclusive).

5. Members are requested to notify promptly any change in their addresses to the Company's Registrar and Share Transfer Agents, M/s. Sharepro Services (India) Private Limited, at 13AB / 2nd Floor, Samhita Warehousing Complex, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai-400072.

Under the Authority of the Board of Directors

Registered Office:

9, Wallace Street
Fort, Mumbai 400 001.

Dated: July 24, 2009

Kishore Shete

Manager

ANNEXURE TO NOTICE**Explanatory Statement under Section 173 of the Companies Act, 1956****Item 5:**

Under the provisions of the Companies Act, 1956, (the Act) certain documents such as the Register and Index of Members, other related books and papers etc., are required to be kept at the Registered Office of the Company. However, these documents can be kept at any other place within the city, town or village in which the Registered Office of the Company is situated, with the approval of the members to be accorded by a Special Resolution.

M/s. Sharepro Services (India) Private Limited, Mumbai are the Registrar and Transfer Agents of the Company (RTA), who have been providing depository related services for the shares held in demat mode and also acting as the Share Transfer Agent for the shares held in physical segment. Hence, the approval of the members is sought in terms of Section 163(1) of the Act, for keeping the aforementioned Registers and documents at the premises of the RTA as stated in the resolution.

The Board of Directors recommend the resolution as set out at item 5 of the accompanying Notice for your approval.

Under the Authority of the Board of Directors

Registered Office:

9, Wallace Street
Fort, Mumbai 400 001.

Dated: July 24, 2009

Kishore Shete

Manager

DIRECTORS' REPORT

The Directors have pleasure in presenting the Forty Seventh Annual Report together with the Statement of Accounts for the year ended 31st March, 2009:

FINANCIAL RESULTS:

(Rs. in lakhs)

	2008- 2009	2007- 2008
Gross Profit / (Loss)	468.92	(633.18)
Less : Depreciation	1.04	1.07
Profit / (Loss) before Tax	467.88	(634.25)
Less: Fringe Benefit Tax	0.39	0.19
Add / (Less): Income Tax in respect of earlier year	—	0.17
Profit / (Loss) after Tax	467.49	(634.61)
Add : Balance brought forward from previous year	(2,162.91)	(1,528.30)
Profit / (Loss) carried to Balance sheet	(1,695.42)	(2,162.91)

DIVIDEND :

In the absence of distributable profits, the Directors regret their inability to recommend dividend.

OPERATIONS:

During the year under review, the Company earned income of Rs. 18.66 Lakhs from business centre activity towards service charges. For various reasons, the business centre activity has not picked up in India, which has affected the operations of the Company. But the Company would continue to strive for better occupancy rate in the current year.

LISTING:

The Equity Shares of the Company are listed at the Bombay Stock Exchange Ltd. The company has paid the Annual Listing Fees to the Stock Exchange, for the year 2009-2010.

DIRECTORS:

Mr. H. N. Singh Rajpoot and Mr. T. M. Elavia would retire by rotation at the ensuing Annual General Meeting and are eligible for re-appointment.

Brief resume of the above Directors, nature of their experience in specific functional areas and names of the companies in which they hold directorship and membership/chairmanship of committees of the Board, as stipulated under clause 49 of the Listing Agreement with the stock Exchange are given in the section on Corporate Governance in the Annual Report.

Mr. Madhukar A. Bakre, Director of the Company expired on 24th May, 2009. The Board places on record its appreciation of the valuable advice and guidance given by Mr. Bakre during his tenure as Director of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

As specifically required under the Companies Act, 1956, your Directors state that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- (ii) such accounting policies have been selected which have been applied consistently and judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company in the Balance Sheet for the financial year ended 31st March, 2009 and of the Profit made for the said financial year, i.e. 1st April, 2008 to 31st March, 2009.
- (iii) proper and sufficient care for the maintenance of adequate accounting records have been taken in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Annual Accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE:

Pursuant to clause 49 of the Listing Agreement with the Stock Exchange, Reports on Management Discussion & Analysis and on Corporate Governance alongwith a certificate from the Auditors form part of this Annual Report

PARTICULARS OF EMPLOYEES:

The Company does not have any employee whose particulars are required to be given pursuant to the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

PARTICULARS UNDER SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956:

During the year, the Company had strict control on expenditure.

Foreign Exchange Earnings : Rs. NIL

Foreign Exchange Outgo : Rs. NIL

SUBSIDIARY COMPANY:

The consolidated financial statements of the Company and its subsidiary RPG Itochu Finance Limited have been prepared by the Company in accordance with the requirements of the Accounting Standards issued by the Institute of Chartered Accountants of India. The consolidated profit / (loss) before tax for the year 2008-09 was Rs. 642.64 Lakhs compared to Rs. (540.05) Lakhs in the previous year and the profit / (loss) after tax was Rs. 642.25 Lakhs compared to Rs. (540.34) Lakhs in the previous year.

During the year under report the Company subscribed for 36,68,400 Equity Shares of Rs. 10/- each aggregating to Rs.3,66,84,000/- against the Rights issue of shares made by the subsidiary RPG Itochu Finance Limited.(RPG Itochu) The loan given by the Company to the subsidiary was adjusted to that extent towards the subscription amount of the said rights equity shares.

On an application made by the Company under Section 212(8) of the Companies Act, 1956, the Central Government vide its letter dated 14th July, 2009 exempted the Company from attaching a copy of the Balance Sheet, Profit & Loss Account, Directors' Report and Auditors' Report of the Subsidiary Company and other documents required to be attached under Section 212(1) of the Act to the Balance Sheet of the Company. Accordingly, the said documents are not being attached with the Balance Sheet of the Company. A gist of the financial performance of RPG ITOCHU is contained in the Report. The Annual Accounts of RPG ITOCHU are open for inspection by any member / investor and the Company will make available these documents / details upon request by any Member of the Company or to any investor of RPG ITOCHU who may be interested in obtaining the same. Further, the annual accounts of the said company will also be kept for inspection by any investor at the Company's Registered Office and that of the RPG ITOCHU.

The company has since sold all of the shares held by it in RPG Itochu Finance Limited and consequently, RPG Itochu Finance Limited has ceased to be a subsidiary of the Company.

AUDITORS:

M/s. J. R. Sumondy & Co., Chartered Accountants, the Auditors of the company would retire at the ensuing Annual General Meeting and are eligible for reappointment.

Members are requested to appoint Auditors and to fix their remuneration.

ACKNOWLEDGEMENT:

The Board wishes to thank the employees and shareholders for their continued support and for the faith they have reposed in FGP.

For and on behalf of the Board of Directors

H.N.Singh Rajpoot
Director

T.M.Elavia
Director

Mumbai
Date: July 24 , 2009

MANAGEMENT DISCUSSION AND ANALYSIS:

This report is in compliance with Para IV of Clause 49 of the Listing Agreement with the Stock Exchanges, titled "Corporate Governance", which is required to be part of this Annual Report to the Shareholders.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The main activity of the Company is business centre activity. Positive trends are continuing in the economy and as expected the requirement of office space by the Corporate is promising which is further to increase in future and in turn will give boost to the Company's activity though this activity is widely used by the business enterprises, the concept is not picking up in the same way in India. The business center activities continue to be the same.

OPPORTUNITIES AND THREATS:

Your Company's Business Centre is strategically located in Fort area of Mumbai. As there is a limitation for expansion of the office space by corporate in that area, there is an opportunity for your Company to offer its business centre facility.

On the other hand, there is a preference by various corporate to shift their base to suburbs where there is greater scope to have a larger area keeping in mind their growth prospects and the springing up of major large and modern commercial complexes in the suburbs of Mumbai City. Moreover, the office space is available at much reasonable rates in the suburbs. However, some of them would like to keep a suitable establishment in the Fort area, which would be an opportunity to the Company.

OUTLOOK:

Looking at the above-mentioned facts, the future prospects for the business centre activity are moderate.

RISKS AND CONCERNS:

There are no risks or concerns other than those, which are peculiar to your Company's business activity. Spiraling property prices and better infrastructure in suburbs has forced corporates to shift their base to suburbs. This is a potential risk for long term growth of the Company.

INTERNAL CONTROL SYSTEMS AND ADEQUACY:

The Company has established a well-defined internal control system to monitor the occupancy rate and operating cost, which are very critical factors from your Company's performance point of view. Any kind of adverse factors are immediately reported to Board for their analysis and necessary action.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The Company's performance for the year under review has been in line with the previous years performance. The company has taken necessary measures to control the operating cost and judiciously utilize its funds by making temporary investments whenever funds are available.

HUMAN RESOURCES:

Your Company recognizes the value of human resource, which plays a vital role in overall performance of the company. Your Company continues with the policy of outsourcing for all routine jobs to reduce the fixed costs.

CAUTIONARY STATEMENT:

As stated in the beginning, this Report to the Shareholders is, in compliance with the Corporate Governance Standard incorporated in the Listing Agreement with the Stock Exchange and as such cannot be construed as holding out for any forecasts, projections, expectations, invitations, offers, etc. within the meaning of applicable securities, laws and regulations. This report basically seeks to furnish information, as laid down within the different headings provided under the sub-head Management Discussions and Analysis to meet the Listing Agreement requirements.

Identified as having been approved by
the Board of Directors of FGP Limited

Kishore Shete
Manager

Mumbai
Date: July 24, 2009

REPORT ON CORPORATE GOVERNANCE

(Pursuant to clause 49 of the Listing Agreement)

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy of Corporate Governance is to protect the long-term interest of the shareholders while respecting interest of other stakeholders and society at large.

The company is committed to good corporate governance and transparency in its dealings and lays emphasis on integrity and regulatory compliance.

2. BOARD OF DIRECTORS

The total strength of the Board of Directors of the Company as on 31st March, 2009 consisted of seven members including one alternate Director.

Composition and category of Directors are as follows:

Name of Director	No. of Board Meetings attended	Attendance at the last AGM	Directorship in other Companies excluding private companies in India	No. of Committees in which Chairman or Member (Other than FGP Limited)	
				Member	Chairman
Mr. M. A. Bakre *	5	No	2	1	2
Mr. T. M. Elavia	6	Yes	6	4	3
Mr. P. F. Simms	Nil	No	Nil	N.A.	N.A.
Mr. Rabindranath Jhunjhunwala (Alternate to Mr.P.F.Simms)	Nil	No	Nil	N.A.	N.A.
Mr.Vimal Kejriwal	3	No	1	Nil	Nil
Mr.H.N.Singh Rajpoot	4	Yes	11	5	2
Mr.Ajit Singh Chouhan	2	Yes	4	Nil	Nil

* Expired on 24th May, 2009

All the above directors are Independent and Non Executive.

None of the directors of the company hold any equity shares in the company.

Board Meetings

Six Board Meetings were held during the year 2008-2009. The dates on which the said meetings were held are as follows:

April 30, 2008 / June 30, 2008 / July 7, 2008 / July 30, 2008 / October 20, 2008 and January 21 2009.

The company has a process to provide the information to the Board as required under Annexure IA to clause 49 of the Listing Agreement.

All the directors have made necessary disclosures about the committee positions, they occupy in other companies.

The company has not entered into any materially significant transactions during the year under report with promoters, directors, senior management personnel etc. other than transactions if any, entered into in the normal course of company's business.

Information required under clause 49 IV-G of the Listing Agreement:

The particulars of Directors, who are proposed to be appointed / re-appointed at the forthcoming Annual General Meeting, are given below, as required pursuant to clause 49 of the Listing Agreement:

1. Name : **Mr. T.M.Elavia**

- Profession :
Advocate
- Qualifications :
LL.B, D.T.M, ACIS, FCS
- Experience :

Mr.T.M.Elavia has over 45 years of experience in Corporate Laws and Administration

- Other Directorships :
 - Bijur Delimon India Private Limited
 - Brabourne Enterprises Limited
 - CHI Investments Limited
 - e-RPG Ventures Limited
 - Octav Investments Limited
 - Summit Securities Limited

- Membership of Committees:
 - Brabourne Enterprises Limited
 - CHI Investments Limited
 - Octav Investments Limited
 - Summit Securities Limited

Mr.T.M.Elavia does not hold any equity shares in the company.

2. Name : **Mr. H.N.Singh Rajpoot**

- Qualifications :
M.A. (Eco.), BSc., LLB, AICWA, MIMA, FCS.
- Experience :

Mr.Rajpoot has experience of more than 31 years in Corporate Laws, Finance & Commercial Functions. He has worked in Senior Position in Organisations like National Textile Corporation Ltd., The Pradeshia Industrial & Investment Corporation of U.P.Limited (a State Financial Institution) & RPG Group Companies. He is presently, working as a Company Secretary & General Manager-Legal / Secretarial of CEAT Limited.

• Past Memberships

Member of Finance & Banking Committee of PHD Chambers of Commerce & Industry. Secretary/ Chairman of Kanpur and Lucknow, Chapters of the Institute of Company Secretaries of India and Vice Chairman of Professional Development Committee of Northern India, Regional Council of The Institute of Company Secretaries of India, New Delhi.

• Other Directorships :

- Atlantic Holdings Limited
- Basic Tele Services Limited
- Brabourne Enterprises Limited
- CHI Investments Limited
- Duncan Insurance Agency Limited
- e-RPG Ventures Limited
- Ice Stone Coffee & Desserts Limited
- Instant Holdings Limited
- Malabar Coastal Holdings Limited
- RPG Paging Services Limited
- RPG Telephone Limited

- Membership of Committees :
 - Brabourne Enterprises Limited
 - CHI Investments Limited
 - Instant Holdings Limited
 - RPG Paging Services Limited
 - RPG Telephone Limited

Mr.H.N.Singh Rajpoot does not hold any equity shares in the company.

3. **CODE OF CONDUCT**

The Board has laid down a code of conduct for all Board members and senior management personnel of the company which is posted on the company's website. All the board members and senior management personnel have affirmed compliance with the said code of conduct.

4. **AUDIT COMMITTEE**

The Audit Committee comprised solely of Qualified, Independent & Non-Executive Directors. The terms of reference to the Audit Committee cover the matters specified under Clause 49 of the Listing Agreement as well as in Section 292A of the Companies Act, 1956 such as overseeing of the company's financial reporting process; recommending the appointment /

reappointment of statutory auditors; reviewing with the management annual financial statements; quarterly financial statements and other matters as covered under role of audit committee in clause 49. The audit committee has powers, inter-alia, to investigate any activity within its terms of reference and to seek information from any employee of the company/ company's subsidiary as well as seek outside legal and professional advice.

The members of audit committee have knowledge on financial matters and majority of them have accounting or related financial management expertise. The Chairman of the audit committee is an independent director.

The statutory auditors and finance personnel are invitees to the meetings of the audit committee.

The audit committee reviews all the information that are required to be mandatorily reviewed by it under corporate governance.

Six meetings of the committee were held during the year 2008-2009. The dates on which the meetings were held are as follows:

April 30, 2008 / June 30, 2008 / July 7, 2008 / July 30, 2008 / October 20, 2008 and January 21, 2009.

Composition and category of members is as follows:

Name of Director	Category	No. of Meetings Attended
Mr. H. N. Singh Rajpoot	Chairman	4
Mr. T. M. Elavia	Member	6
Mr. Vimal Kejriwal	Member	3

5. SUBSIDIARY COMPANY

The company has no material non-listed Indian subsidiary company. The company had one subsidiary company, the financial statements of which were regularly reviewed by the audit committee. As on date the company does not have a subsidiary.

6. REMUNERATION COMMITTEE

The Remuneration Committee comprised solely of Independent & Non-Executive Directors namely Mr. T. M. Elavia, Mr. Vimal Kejriwal and Mr. H. N. Singh Rajpoot.

Mr. H.N.Singh Rajpoot is the Chairman of the remuneration committee.

The remuneration committee deals with the matters specified in clause 49 of the Listing Agreement and

also reviews the overall compensation structure and policies of the company. No meeting of the committee was held during the year.

Since no Director is drawing any remuneration, details of the remuneration paid to the Directors are not given. However, following sitting fees are paid to the Directors for attending meetings of the Board of Directors.

Name of Director	Sitting Fees (Rs.)
Mr. M. A. Bakre	10,000
Mr. T. M. Elavia	12,000
Mr. P. F. Simms	Nil
Mr. Vimal Kejriwal	6,000
Mr. H.N.Singh Rajpoot	8,000
Mr. Rabindranath Jhunjunwala	Nil
Mr. Ajit Singh Chouhan	4,000
Total	40,000

The company does not have a scheme for grant of stock options.

7. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

The Shareholders' / Investors' Grievance Committee comprised solely of Independent and Non -Executive Directors viz: Mr. T. M. Elavia, Mr. Vimal Kejriwal and Mr. H. N. Singh Rajpoot. Mr. T. M. Elavia is the Chairman of the Committee.

Six meetings of the committee were held during the year 2008-2009. The dates on which the meetings were held are as follows:

April 30, 2008 / June 30, 2008 / July 7, 2008 / July 30, 2008 / October 20, 2008 and January 21, 2009.

Composition and category of members is as follows:

Name of Director	Category	No. of Meetings Attended
Mr. T. M. Elavia	Chairman	6
Mr. Vimal Kejriwal	Member	3
Mr. H. N. Singh Rajpoot	Member	4

The queries received from investors are being regularly attended to and are being resolved. The committee also reviews these queries. Mr. Kishore Shete, Manager has been appointed as Compliance Officer of the company.

The Shareholders' / Investors' Grievance Committee has delegated the power of approving transfer / transmission of shares to share transfer committee which met on fortnightly basis during the year 2008-09 (also see Para 11.9).

The total number of complaints received and replied to the satisfaction of shareholders during the year under review was 28. Outstanding complaints as on 31st March, 2009 were Nil. No requests for transfers were pending for approval as on 31st March, 2009.

8. GENERAL BODY MEETINGS

Location and time of last THREE Annual General Meetings:

Year	Venue	Day, Date	Time	Special resolution, if any
2005-2006	Sasmira, Sasmira Marg, Worli, Mumbai - 400 030.	Thursday, 28 th Sept, 2006	11.00 a.m.	Nil
2006-2007	Sasmira, Sasmira Marg, Worli, Mumbai - 400 030.	Friday, 28 th Sept, 2007	11.00 a.m.	Nil
2007-2008	Textiles Committee Complex, P.Bafu Road, Prabhadevi, Mumbai - 400 025.	Tuesday 30 th Sept, 2008	11.00 a.m.	Nil

No postal ballots were used for voting at these meetings. At the ensuing Annual General Meeting, there is no item on the agenda that needs approval by postal ballot.

9. DISCLOSURES

(A) Related Party Transactions

There were no transactions of material nature with Directors or the management, their relatives, etc. during the year that may have potential conflict with the interests of the company at large.

The transactions with the related parties as per Accounting Standard AS-18, are set out in notes to account in the Annual Report and were placed before the audit committee periodically.

(B) Risk Management

The company has adopted a risk management policy. The Board of Directors have been informed from time to time of the business risks faced by the company and the steps taken by the management to face them.

(C) Proceeds from Initial Public Offerings (IPOs) etc.

The Company has not made any IPO during the year.

(D) Management

The Management Discussion and Analysis Report forms part of this Annual Report.

There were no instances of non-compliance by the company on any matter related to capital markets during the last three years and no penalties/strictures have been imposed against the Company.

Clause 49 of the Listing agreement mandates to obtain a certificate from either the Auditors or Practicing Company Secretaries regarding compliance of conditions of corporate governance stipulated in the clause and annex the certificate with the Directors' report, which is sent annually to all the shareholders. The company has obtained a certificate from the Auditors of the company to this effect and the same is given as an annexure to Directors' report.

The company has not framed whistle blower policy. However, no personnel has been denied access to the audit committee.

The company has not adopted non-mandatory requirements of clause 49. However the particulars relating to remuneration committee are given in this report.

CEO / CFO Certification:

A certificate from the Manager (designated as Chief Executive Officer and Chief Financial Officer by the Board of Directors for this purpose) of the company in terms of clause 49 V of the Listing agreement was placed at the Board meeting held on 29th June, 2009 to approve the audited annual accounts for the year ended 31st March, 2009.

10. MEANS OF COMMUNICATION

The half-yearly and quarterly results are regularly submitted to the Stock Exchange in accordance with the Listing agreement and are published in newspapers like Free Press Journal (English) and Navshakti (Marathi). These are not sent individually to the shareholders. SEBI has launched the Electronic Data Information Filing & Retrieval System (EDIFAR), wherein the Company posts the information related to the financial results and shareholding pattern.

- Website: www.fgpltd.in
- e-mail ID for Investor Grievances: fgpltd03@indiatimes.com

There were no presentations made to the institutional investors or analysts.

11. GENERAL SHAREHOLDER INFORMATION

11.1. Annual General Meeting

- Date : Wednesday, 30th September, 2009
- Time : 11.00 a. m.
- Venue : Auditorium of TEXTILES COMMITTEE complex, P.Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai- 400 025.

11.2 Financial Year : April to March

- First quarter results – By last week of July *
 - Second quarter results – By last week of October *
 - Third quarter results – By last week of January *
 - Fourth quarter results – By last week of April *
- * Tentative

11.3 Date of Book Closure :

From - Thursday, 24th September, 2009
To - Wednesday, 30th September, 2009
(both days inclusive)

11.4 Dividend Payment Date : Not applicable.

11.5 Listing on Stock Exchange : At the Bombay Stock Exchange Limited

11.6 (a) Stock Code – Physical : 500142 at BSE

(b) ISIN Number in NSDL : ISIN
and CDSL No.INE512A01016

11.7 Market Price Data :

Table below gives the monthly highs and lows of the Company's shares on the Bombay Stock Exchange Limited (BSE).

High and Low prices of the Company's shares on BSE with corresponding BSE Sensex April 2008 to March 2009.				
Months	High		Low	
	FGP Price (Rs.)	BSE Sensex	FGP Price (Rs.)	BSE Sensex
April 2008	6.47	17,480.74	5.22	15,297.96
May 2008	5.93	17,735.70	4.61	16,196.02
June 2008	5.16	16,632.72	3.92	13,405.54
July 2008	4.97	15,130.09	3.30	12,514.02
August 2008	5.30	15,579.78	3.94	14,002.43
September 2008	4.50	15,107.01	3.43	12,153.55
October 2008	3.55	13,203.86	2.08	7,697.39
November 2008	2.39	10,945.41	1.81	8,316.39
December 2008	2.05	10,188.54	1.39	8,467.43
January 2009	1.94	10,469.72	1.33	8,631.60
February 2009	1.90	9,724.87	1.51	8,619.22
March 2009	1.80	10,127.09	1.19	8,047.17

11.8 Registrar & Transfer Agents:

Sharepro Services (India) Pvt. Ltd
13AB / 2nd Floor, Samhita Warehousing Complex,
Sakinaka Telephone Exchange Lane,
Off Andheri Kurla Road,
Sakinaka, Andheri (East), Mumbai - 400 072.

11.9 Share Transfer System

Share transfers are registered and duly transferred share certificates are returned to the lodger within a period of thirty days from the date of receipt, if the documents are otherwise in order.

The share transfer committee meets as often as possible to approve transfers and related matters as may be required.

11.10 Distribution of shareholding as on 31st March, 2009:

Sr. No.	Range	No. of shareholders	% to total holders	No. of Shares held	% of Capital
1	1 to 500	19938	90.855	1939915	16.308
2	501 to 1,000	1085	4.944	928505	7.806
3	1,001 to 2,000	484	2.206	775602	6.520
4	2,001 to 3,000	164	0.747	427735	3.596
5	3,001 to 4,000	51	0.232	185348	1.558
6	4,001 to 5,000	78	0.355	376669	3.167
7	5,001 to 10,000	79	0.360	572746	4.815
8	10,001 & above	66	0.301	6688531	56.230
	Total	21,945	100.00	11895051	100.000

11.11 Categories of Shareholders as on 31st March, 2009:

Category	No. of shares held	Percentage to total share capital
Foreign holding (FIIs, OCBs and NRIs)	2860291	24.05
Financial Institutions/Banks/ Insurance Companies	836175	7.03
Mutual Funds and UTI	23781	0.20
Corporate Bodies	2358049	19.82
Directors and their relatives	Nil	Nil
Public	5816755	48.90
Total	1,18,95,051	100.00

11.12 Dematerialization of shares and Liquidity

As on 31st March, 2009 – 50.36% of the paid up share capital has been dematerialized.

The shares of the Company are not traded frequently.

Outstanding GDRs / ADRs / Warrants or any convertible instruments conversion date and likely impact on equity: Nil

11.13 **Plant Locations:** - Not Applicable

11.14 **Address for Correspondence**

Registrar & Transfer Agents:

Sharepro Services (India) Pvt. Ltd

13AB / 2nd Floor, Samhita Warehousing Complex,

Sakinaka Telephone Exchange Lane,

Off Andheri Kurla Road,

Sakinaka, Andheri (East), Mumbai - 400 072.

Tel.: 91 22 6772 0300

Fax : 91 22 2859 1568

Compliance Officer

Mr. Kishore Shete

Manager

Commercial Union House,

9, Wallace Street, Fort,

Mumbai 400 001.

Tel. : 91 22 22070273 / 91 22 22015269

Fax : 91 22 22008074

NON-MANDATORY REQUIREMENTS

Remuneration Committee:

As stated earlier, the Board has already constituted a remuneration committee, the details of which are given in para 6 above.

Identified as having been approved by
the Board of Directors

Mumbai

Dated: July 24, 2009

Kishore Shete

Manager

DECLARATION

As provided under clause 49 of the listing agreement with the Stock Exchange, the Board members and the senior management personnel have affirmed compliance with the code of conduct for the Board of directors and senior management for the year ended 31st March, 2009.

For FGP Limited

Mumbai

Dated: July 24, 2009

Kishore Shete

Manager

Auditors' certificate to the members of FGP Limited on compliance of the conditions of corporate governance for the year ended 31st March, 2009, under clause 49 of the listing agreement with the Bombay Stock Exchange Ltd., Mumbai.

We have examined the compliance of the conditions of corporate governance by FGP Limited for the year ended 31st March, 2009, as stipulated in clause 49 of the listing agreement of the said company with The Bombay Stock Exchange Ltd., Mumbai. (hereinafter referred to as clause 49).

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the company for ensuring compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the directors and the management, we certify that the company of corporate governance as stipulated in clause 49.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For J.R.SUMONDY & CO.
Chartered Accountants

JAWAHAR R.SUMONDY
Proprietor
Membership No. 41900

Mumbai: July 24, 2009

REPORT OF THE AUDITORS TO THE MEMBERS OF FGP LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2009

1. We have audited the attached balance sheet of FGP Limited, as at 31st March, 2009 and also the profit and loss account and the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the annexure referred to in paragraph 3 above, we report that:
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
 - (c) The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
 - (e) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) in the case of the balance sheet, of the state of affairs of the company as at 31st March, 2009;
 - ii) in the case of the profit and loss account, of the profit for the year ended on that date; and
 - iii) in the case of the cash flow statement, of the cash flows for the year ended on that date.
5. We further report, on the basis of written representations received from the directors, as on 31st March, 2009, and taken on record by the Board of Directors, that none of the directors is disqualified as on 31st March, 2009, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For J.R.SUMONDY & CO.
Chartered Accountants

JAWAHAR.R.SUMONDY
Proprietor
Membership No. 41900

Mumbai: June 29, 2009

ANNEXURE TO THE REPORT OF THE AUDITORS TO THE MEMBERS OF FGP LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2009 (referred to in paragraph 3 of our report of even date)

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, the fixed assets have been physically verified by the management once during the year, which in our opinion is reasonable. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the company has not disposed off any of its fixed assets during the year, therefore the question of reporting on clause 4(ii)(c) of the Companies (Auditor's Report) Order, 2003, [hereinafter referred to as the said Order] does not arise.
- (ii) According to the information and explanations given to us, and having regard to the company's business, the question of reporting on clauses 4(ii)(a), 4(ii)(b) and 4(ii)(c) (relating to inventory) of the said Order does not arise.
- (iii) (a) According to the information and explanations given to us, the company has not granted any loans to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 [hereinafter referred to as the Act].
- (b) In view of the foregoing, the question of reporting on clauses 4(iii)(b), 4(iii)(c) and 4(iii)(d) of the said Order does not arise.
- (c) According to the information and explanations given to us, the company has not taken any loans from companies, firms or other parties covered in the register maintained under section 301 of the Act.
- (d) In view of the foregoing, the question of reporting on clauses 4(iii)(f) and 4(iii)(g) of the said Order does not arise.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to sale of services (there are no purchases of inventory and fixed assets and sale of goods). During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) (a) According to the information and explanations given to us, we are of the opinion that there are no contracts or arrangements that need to be entered into the register maintained under section 301 of the Act.
- (b) In view of the foregoing, the question of reporting on clause 4(v)(b) of the said Order does not arise.
- (vi) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of sections 58A, 58AA and any other relevant provisions of the Act, and the rules framed there under, with regard to the deposits accepted from the public. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.
- (vii) The Company has an in-house internal audit system which is commensurate with the size of the Company and nature of its business.
- (viii) According to the information and explanations given to us, maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act, hence the question of reporting under clause 4(viii) of the said Order does not arise.
- (ix) (a) According to the records of the company, undisputed statutory dues including provident fund, investor education and protection fund, income-tax, wealth-tax and other material statutory dues applicable to it have been regularly deposited with the appropriate authorities. Further, as explained to us, no undisputed statutory dues were in arrears as at 31st March, 2009 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income-tax, wealth-tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any dispute, except as stated below:

ANNEXURE TO THE REPORT OF THE AUDITORS TO THE MEMBERS OF FGP LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2009 (referred to in paragraph 3 of our report of even date)

Sr. No	Nature of the dues	Amount (Rs. in Lakhs)	Period to which the amount relates	Forum where dispute is pending
1. The Central Sales Tax Act, 1956:				
	Sales Tax	21.10	A.Y. 1995-96	Deputy Commissioner of Sales Tax (Appeals), Mumbai
2. The Central Excise Act, 1944:				
	Excise Duty	3.58	A.Y. 1991-95	Customs, Excise and Service Tax Appellate Tribunal (CESTAT)
3. The Income Tax Act, 1961:				
	Income Tax	0.59	A.Y. 1998-99	Income-Tax Appellate Tribunal, Mumbai
	Income Tax	310.00	A.Y. 1999-2000	Income-Tax Appellate Tribunal, Mumbai
	Penalty	55.79	A.Y. 2003-04	Commissioner of Income-Tax (Appeals), Mumbai
	Income Tax	86.29	A.Y. 2004-05	Commissioner of Income-Tax (Appeals), Mumbai
	Income Tax	113.45	A.Y. 2005-06	Commissioner of Income-Tax (Appeals), Mumbai
	Income Tax	16.73	A.Y. 2006-07	Commissioner of Income-Tax (Appeals), Mumbai

- (x) *The company has accumulated losses in excess of fifty percent of its net worth as on 31st March, 2009. The company has incurred cash losses during the financial year covered by our audit but not in the immediately preceding financial year.*
- (xi) The company has not taken any loans from financial institutions, banks or debenture holders. Accordingly, the question of our reporting on default in repayment of such dues does not arise.
- (xii) According to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the said Order are not applicable to the company.

- (xiv) The company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the said Order are not applicable to the company.
- (xv) According to the information and explanations given to us, the company has not given guarantees for loans taken by others from banks or financial institutions.
- (xvi) The company has not obtained any term loans. Accordingly, the question of our reporting on its application does not arise.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not raised any short-term funds. Hence, the question of reporting on its application does not arise.
- (xviii) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act. Accordingly, the question of reporting on whether the price at which such shares have been issued is prejudicial to the interest of the company does not arise.
- (xix) The company has not issued any debentures. Accordingly, the question of creating security or charge for such debentures does not arise.
- (xx) The company has not raised any money by public issues during the year. Accordingly, the question of disclosure of end use of such monies does not arise.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been reported during the course of our audit.

For J.R.SUMONDY & CO.
Chartered Accountants

JAWAHAR R.SUMONDY
Proprietor
Membership No. 41900

Mumbai: June 29, 2009

BALANCE SHEET AS AT 31ST MARCH, 2009

	Schedule	As at 31st March, 2009 Rs.'000	As at 31st March, 2008 Rs.'000
SOURCES OF FUNDS:			
SHAREHOLDERS' FUNDS:			
Share Capital	1	118,951	118,951
Reserves and Surplus	2	174,925	174,925
TOTAL		293,876	293,876
APPLICATION OF FUNDS:			
FIXED ASSETS			
Gross Block	3	11,688	11,688
Less: Depreciation		9,279	9,175
Net Block		2,409	2,513
INVESTMENTS	4	109,996	58,915
CURRENT ASSETS, LOANS AND ADVANCES:			
CURRENT ASSETS			
Interest accrued on Bank Deposits, Bonds, Inter	5		
Corporate Deposits and Advances		979	1,176
Sundry Debtors		3,160	4,272
Cash and Bank Balances		11,863	15,815
		16,002	21,263
LOANS AND ADVANCES	6	4,292	3,371
		20,294	24,634
Less: CURRENT LIABILITIES AND PROVISIONS			
Current Liabilities	7	7,605	7,603
Provisions		760	874
		8,365	8,477
NET CURRENT ASSETS		11,929	16,157
Debit balance in Profit and Loss Account		169,542	216,291
TOTAL		293,876	293,876
Notes to the Accounts	11		

Per our report attached
For **J.R.SUMONDY & CO.**
Chartered Accountants

JAWAHAR R.SUMONDY
Proprietor
Membership No:41900

Mumbai: June 29, 2009

For and on behalf of the Board of Directors
H.N. Singh Rajpoot
Director
T.M.Elavia
Director

Kishore Shete
Manager

Mumbai: June 29, 2009

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	Schedule	Year ended 31st March, 2009 Rs. '000	Year ended 31st March, 2008 Rs. '000
INCOME :			
Income from Business Centre		1,866	1,866
Provision for doubtful debts/accrued interest written back		36,534	-
Provision for diminution in investments written back		13,596	-
Other Income	8	4,976	4,995
		<u>56,972</u>	<u>6,861</u>
EXPENDITURE :			
Employee Costs	9	1,092	1,191
Other Expenditure	10	8,988	5,682
Depreciation		104	107
Provision for diminution in the value of investments		-	13,596
Provision for doubtful deposits/accrued interest and advances		-	49,710
		<u>10,184</u>	<u>70,286</u>
		<u>46,788</u>	<u>(63,425)</u>
PROFIT / (LOSS) BEFORE TAX			
Less: Provision for Fringe Benefit Tax		39	19
Income Tax in respect of an earlier year		-	17
PROFIT / (LOSS) AFTER TAX		<u>46,749</u>	<u>(63,461)</u>
Debit balance brought forward		(216,291)	(152,830)
Debit balance carried to Balance Sheet		<u>(169,542)</u>	<u>(216,291)</u>
Notes to the Accounts	11		
Basic, as well as diluted, earning per equity share (Rs.)		3.93	(5.34)
Numerator - Profit (Loss) after tax (Rs.' 000)		46,749	(63,461)
Denominator - Number of equity shares (no change during the period 1-4-2007 to 31-3-2009)		1,18,95,051	1,18,95,051
Nominal value per equity share (Rs.)		10.00	10.00

Per our report attached to the Balance Sheet

For **J.R.SUMONDY & CO.**
Chartered Accountants

JAWAHAR R.SUMONDY
Proprietor
Membership No:41900

For and on behalf of the Board of Directors

H.N. Singh Rajpoot
Director

T.M.Elavia
Director

Kishore Shete
Manager

Mumbai: June 29, 2009

Mumbai: June 29, 2009

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

	As at 31st March, 2009 Rs. '000	As at 31st March, 2008 Rs. '000
Schedule 1		
SHARE CAPITAL		
Authorised:		
1,50,00,000 equity shares of Rs.10 each	150,000	150,000
50,00,000 preference shares of Rs.10 each	50,000	50,000
	<u>200,000</u>	<u>200,000</u>
Issued:		
1,18,95,811 equity shares of Rs.10 each	118,958	118,958
Subscribed:		
1,18,95,051 equity shares of Rs.10 each fully paid-up	<u>118,951</u>	<u>118,951</u>

(Of the above shares:

1,50,000 equity shares are allotted as fully paid-up pursuant to a contract without payment being received in cash;

1,27,998 equity shares are allotted to ICICI Limited (now ICICI Bank Limited) in exercise of their option to convert part of their loans into shares;

6,73,520 equity shares are allotted against convertible portion of Debentures; and

24,96,757 equity shares are allotted as fully paid-up by way of bonus shares by capitalisation of Rs. 242.36 lakhs from General Reserve and Rs.7.32 lakhs from Share Premium)

Schedule 2
RESERVES AND SURPLUS
Capital Reserve:

As per last Balance Sheet

6

6

Share Premium Account:

As per last Balance Sheet

174,919

174,919

174,925

174,925

Schedule 3
FIXED ASSETS

(Rs.'000)

Assets	Gross Block				Depreciation				Net Block	
	1st April 2008	Additions	Deductions	31st March, 2009	1st April, 2008	For the Year	On Deductions	31st March, 2009	As at 31st March, 2009	As at 31st March, 2008
Buildings and Roads:										
i) Owned	535	-	-	535	5	9	-	59	476	485
ii) Tenancy rights acquired	2,500	-	-	2,500	652	41	-	693	1,807	1,848
Equipment	223	-	-	223	206	15	-	220	3	18
Vehicles	416	-	-	416	254	39	-	293	123	162
At Business Centre										
- Improvement to premises	1,295	-	-	1,295	1,295	-	-	1,295	-	-
- Equipment	1,826	-	-	1,826	1,826	-	-	1,826	-	-
- Furniture and Fittings	4,893	-	-	4,893	4,893	-	-	4,893	-	-
Total	11,688	-	-	11,688	9,130	104	-	9,279	2,409	-
Previous Year	11,688	-	-	11,688	9,068	107	-	9,175		2,513

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

	As at 31st March, 2009		As at 31st March, 2008	
	Rs. '000	Rs. '000	Rs. '000	Rs. '000
Schedule 4				
INVESTMENTS				
LONG TERM - TRADE (quoted)				
30,396 shares of Rs.10 each of RPG Cables Limited		1,086		1,086
LONG TERM - TRADE (unquoted)				
(IN A SUBSIDIARY)				
49,78,800 (Previous Year: 13,10,400) shares of Rs.10 each of RPG Itochu Finance Limited *	36,684		13,596	
Add/(Less) Provision for diminution in value of Investments written back	13,596		(13,596)	
		50,280		-
		<u>51,366</u>		<u>1,086</u>
OTHER THAN TRADE (unquoted unless otherwise stated):				
LONG TERM INVESTMENTS				
Nil (Previous Year 9,387 Bonds) of 6.75% Tax free US 64 Bonds of Rs. 100 each (quoted)		-		939
3,600, 5.33% NABARD Capital Gains Bonds of Rs. 10,000 each of National Bank for Agriculture and Rural Development		36,000		36,000
		<u>36,000</u>		<u>36,939</u>
CURRENT INVESTMENTS (unquoted)				
Units of Mutual Funds :				
5,46,008 Units (Previous Year:5,10,579 Units) of Rs.10 each in DSP Merrill Lynch Short Term Weekly - Dividend [35,429 Units Purchased during the year]		5,562		5,201
5,41,085 Units (Previous Year:4,95,593 Units) of Rs.10 each in Reliance Short Term Fund -Retail Plan - Dividend Plan [45,492 Units Purchased during the year]		5,719		5,237
7,882 Units (Previous Year:7,228 Units) of Rs.10 each in Templeton India Short Income Plan -Weekly Dividend [654 Units Purchased during the year]		8,546		7,841
2,79,315 Units (Previous Year:2,60,192 Units) of Rs.10 each in TFLD Tata Floater Fund-Daily Dividend [19,123 Units Purchased during the year]		2,803		2,611
		<u>109,996</u>		<u>58,915</u>
Aggregate amount of quoted investments				
Cost		1,086		2,025
Market value Rs.271 thousand (2007-08 Rs.1920 thousand)				
Aggregate amount of unquoted investments		108,910		56,890
		<u>109,996</u>		<u>58,915</u>

* 36,68,400 Shares subscribed during the year

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

	As at 31st March, 2009		As at 31st March, 2008	
	Rs. '000	Rs. '000	Rs. '000	Rs. '000
Schedule 5				
CURRENT ASSETS				
Interest accrued on Bank Deposits, Bonds, Inter Corporate Deposits and Advances				
Considered good	979		1,176	
Considered doubtful	8,759		10,492	
		9,738		11,668
Less: Provision for interest, doubtful of recovery		8,759		10,492
		979		1,176
SUNDRY DEBTORS (unsecured)				
Over six months :				
Considered good		2,628		3,353
Considered doubtful		2,396		2,396
		5,024		5,749
Other debts:				
Considered good		532		919
		5,556		6,668
Less: Provision for doubtful debts		2,396		2,396
		3,160		4,272
CASH AND BANK BALANCES				
Cash on hand		29		20
Balances with Scheduled Banks:				
On Current Accounts		800		81
On Deposit Accounts		11,034		15,714
		11,863		15,815
Schedule 6				
LOANS AND ADVANCES				
(Unsecured, Considered good unless otherwise stated)				
Advances recoverable in cash or in kind or in kind or for value to be received :				
Considered Good [includes Rs.Nil (Previous Year Rs.Nil) advances to a Subsidiary Company]	504		449	
Considered doubtful [includes Rs.18,64,000 (Previous Year Rs.18,14,000) advanced to a Subsidiary Company]	18,474		21,637	
	18,978		22,086	
Less: Provision for doubtful advances	18,474		21,637	
		504		449
Inter Corporate Deposits:				
Considered doubtful				
- to a Subsidiary Company			34,800	
- Others	8,186		8,186	
	8,186		42,986	
Less: Provision for doubtful deposits	8,186		42,986	
Advance payments of income-tax less provisions thereagainst		3,788		2,922
Balance with Central Excise on Current Accounts (considered doubtful)	113		113	
Less: Provision for balance doubtful of recovery	(113)		(113)	
		4,292		3,371

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

	As at 31st March, 2009 Rs. '000	As at 31st March, 2008 Rs. '000
Schedule 7		
CURRENT LIABILITIES AND PROVISIONS		
CURRENT LIABILITIES		
Sundry Creditors (no dues to micro enterprises and small enterprises) *	7,605	7,603
	<u>7,605</u>	<u>7,603</u>
PROVISIONS		
Income -tax less payments theragainst	103	261
Gratuity	278	259
Compensated absences	379	354
	<u>760</u>	<u>874</u>
	<u>8,365</u>	<u>8,477</u>

* None of the creditors has informed the company of its status as a micro enterprises and small enterprises.

SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	Year ended 31st March, 2009		Year ended 31st March, 2008	
	Rs. '000	Rs. '000	Rs. '000	Rs. '000
Schedul 8				
OTHER INCOME				
Dividends (gross) on current investments (non- trade)		1,739		891
Interest (gross) on:				
- long term investments (non-trade)	1,929		1,982	
- Bank Deposits, Bonds,				
Inter Corporate Deposits and advances	1,151		2,122	
(tax deducted at source Rs.6.04 lakh; 2007-08 Rs.5.49 lakhs)				
- Others	157			
		3,237		4,104
		<u>4,976</u>		<u>4,995</u>
Schedule 9				
EMPLOYEES COSTS				
Salaries, wages,allowances and bonus		933		966
Contribution to P rovident Fund		50		50
Gratuity		18		86
Welfare Expenses		91		89
		<u>1,092</u>		<u>1,191</u>
Schedule 10				
OTHER EXPENDITURE				
Electricity		1,453		1,205
Rent		126		107
Repairs and Maintenance:				
Building		409		257
Others		171		297
Insurance		10		10
Rates and Taxes		8		7
Professional Fees		5,458		2,728
Telephones, Cables and Postage		60		70
Shares/Debenture Handling Charges		148		153
Travelling Expenses		277		47
Motor Vehicle Expenses		156		115
Printing and Stationery		36		25
Bank Charges		9		8
Miscellaneous Expenses		667		653
Royalty Receivable written off	3,164			
Less: Provision held	3,164			
		<u>8,988</u>		<u>5,682</u>

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

	2008-09		2007-08	
	Rs. '000	Rs. '000	Rs. '000	Rs. '000
A. CASH FLOW FROM OPERATING ACTIVITIES:				
NET PROFIT / (LOSS) BEFORE TAX		46,788		(63,425)
Adjusted for:				
Depreciation	104		107	
Provision for doubtful deposits/accrued interest and advances	-		49,710	
Provision for doubtful debts written back	(36,534)		-	
Dividend income	(1,739)		(891)	
Provision for diminution in the value of investments	(13,596)		13,596	
Interest income	(3,237)		(4,104)	
		(55,002)		58,418
OPERATING LOSS BEFORE WORKING CAPITAL CHANGES AND OTHER ADJUSTMENTS		(8,214)		(5,007)
Changes in:				
Trade and other receivables	35,746		29,142	
Trade payables	2		(574)	
Bank Overdraft in the ordinary course of business	-		(93)	
Provisions - Compensated absences/gratuity	44		145	
		35,792		28,620
CASH GENERATED FROM / (USED IN) OPERATIONS		27,578		23,613
Direct taxes paid (net of refunds)		(953)		(851)
NET CASH FROM / (USED IN) OPERATING ACTIVITIES (a)		26,625		22,762
B. CASH FLOW FROM INVESTING ACTIVITIES:				
Purchase of investments		(38,424)		(20,890)
Proceeds from sale / redemption of investments		939		-
Dividend received		1,739		891
Interest received		5,169		3,969
NET CASH FROM / (USED IN) INVESTING ACTIVITIES (b)		(30,577)		(16,030)
C. CASH FLOW FROM FINANCING ACTIVITIES:				
Transferred to Investors Protection Fund		-		(6)
NET CASH USED IN FINANCING ACTIVITIES (c)		-		(6)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (a + b + c)		(3,952)		6,726

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

	2008-09		2007-08	
	Rs. '000	Rs. '000	Rs. '000	Rs. '000
CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR, COMPRISING:				
Cash on hand		20		8
Balance with scheduled banks on current accounts and fixed deposit accounts		<u>15,795</u>	<u>9,081</u>	
			15,815	9,089
CASH AND CASH EQUIVALENTS AS AT THE COMMENCEMENT OF THE YEAR, COMPRISING:				
Cash on hand		29		20
Balance with scheduled banks on current accounts and fixed deposit accounts		<u>11,834</u>	<u>15,795</u>	
			11,863	15,815
NET INCREASE / (DECREASE) AS DISCLOSED ABOVE		<u>(3,952)</u>	<u>6,726</u>	

Notes:

- Figures in brackets are outflows / deductions.
- Previous year's figures have been regrouped wherever necessary.

Per our report attached to the Balance Sheet

For **J.R.SUMONDY & CO.**
Chartered Accountants

JAWAHAR R.SUMONDY
Proprietor
Membership No:41900

Mumbai: June 29, 2009

For and on behalf of the Board of Directors

H.N. Singh Rajpoot
Director

T.M.Elavia
Director

Kishore Shete
Manager

Mumbai: June 29, 2009

SCHEDULE FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2009

Schedule 11

NOTES TO THE ACCOUNTS

1. Significant Accounting Policies:

(a) Basis of Accounting:

The financial statements are prepared under the historical cost convention on an accrual basis and are in accordance with the requirements of the Companies Act, 1956, and comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the said Act.

(b) Fixed Assets and depreciation:

All fixed assets are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use, less accumulated depreciation.

Depreciation is provided on the straight line method at the rates prescribed under Schedule XIV to the Companies Act, 1956 except that depreciation on fixed assets at the Business Centre is provided at the rate of 33 1/3 per cent on the straight line method.

(c) Investments:

(i) Long term investments are stated at cost. Provision for diminution is made to recognise a decline, other than temporary, in value of long term investments where applicable.

(ii) Current investments are stated at lower of cost and fair value.

(d) Employee Benefits:

The Company has only one employee who has attained the age of superannuation.

1. Short term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

2. Long -term benefit:

(i) Defined Contribution Plan:

a. Provident Fund:

The eligible employee of the Company is entitled to receive post employment benefits in respect of provident fund, in which both

employee and the company make monthly contribution at a specified percentage of the employee's eligible salary (currently 12% of employee's eligible salary). The contribution is made to Employees Provident Fund Organisation. Provident Fund is classified as Defined Contribution Plan as the Company has no further obligation beyond making the contribution. The Company's contribution to Defined Contribution Plan is charged to profit and loss as incurred.

b. Superannuation:

The Company has made provision @ 15% of employee's eligible salary every year and no contribution is presently made since the employee has crossed the age of superannuation. The same will be paid to the employee on his separation.

(ii) Defined Benefit Plan:

a. Gratuity:

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employee. The plan provides a lump sum payment to vested employee at retirement/separation, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. The Gratuity Fund benefits are administered by a trust formed for this purpose through the Group Schemes of the Life Insurance Corporation of India (LIC). The Company has made provision on arithmetical basis considering funds lying with LIC for this purpose.

b. Compensated absences:

The Company provides for the encashment of leave or leave with pay subject to certain rules. The employee is entitled to accumulate leave for future encashment / availment. The liability is recognized based on the number of unutilized leave at each balance sheet date on an arithmetic basis.

SCHEDULE FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2009
NOTES TO THE ACCOUNTS - Schedule 11 (Contd.)
2. Contingent Liabilities not provided for:

	As at 31st March, 2009	As at 31st March, 2008
	Rs. '000	Rs. '000
(a) Claims against the company not acknowledged as debts estimated at	7,621	7,621
(b) Income -tax matters	58,285	56,612
(c) The company has received various show cause notices and on order from Excise and Customs Authorities which have been replied to by the Company. The Contingent liability, if any, on the basis of such notices/demands, except for those which have become time barred are estimated at	358	358

Note: The company is contesting matters stated in (a), (b), and (c) above at various forums and outflow of resources, if any, will depend on outcome of these matters.

3. Auditor's Remuneration (including service tax where applicable)

		Year ended 31st March, 2009 Rs. '000	Year ended 31st March, 2008 Rs. '000
(i)	Audit fees	28	156
(ii)	Report under section 44AB of the Income-tax Act, 1961	-	54
(iii)	Taxation matters	-	1,113
(iv)	Company law matters	-	17
(v)	Other matters	-	118
(vi)	Reimbursement of out-of-pocket expenses	-	5

4. Managerial Remuneration
(a) Manager's Remuneration

		Year ended 31st March, 2009 Rs. '000	Year ended 31st March, 2008 Rs. '000
(i)	Salary	671	671
(ii)	Contribution to provident fund	50	50
(iii)	Value of perquisites	371	470
	Total	1,092	1,191

(b) Director's Fees

	Year ended 31st March, 2009 Rs. '000	Year ended 31st March, 2008 Rs. '000
Director Fees	40	44

5. As the company's activity falls within a single business and geographical segment viz. Business Centre, the disclosure requirements of Accounting Standard 17 "Segment Reporting" notified by the Companies Act, 1956 is not applicable.

6. Information relating to Related Party Transactions as per Accounting Standard 18 "Related Party Disclosures" notified by the Companies Act, 1956 is given below:

a) Related party relationship where control exists:

RPG Itochu Finance Limited, subsidiary company.

(i) Intercompany Deposits:	Rs. '000
Repaid during the year	-Rs. Nil (2007-08 Rs.34,000)
Amount converted into capital	-Rs.34,800 (2007-08 Rs.Nil)
Balance as at year end	-Rs.Nil (2007-08 Rs.34,800)
Provision thereagainst -	Rs.Nil (2007-08 Rs.34,800)
(ii) Interest accrued thereon:	
Amount converted into capital -	Rs.1,734 (2007-08 Rs.Nil)
Balance as at year end	-Rs.4,192 (2007-08 Rs.5,926)
Provision there against-	Rs.4,192 (2007-08 Rs.5,926)
(iii) Advance given:	
During the year	-Rs.200 (2007-08 Rs.2,213)
Refunded during the year	-Rs.Nil (2007-08 Rs.1,213)
Amount converted into capital	-Rs.150 (2007-08 Rs.Nil)
Balance as at year end	-Rs. 50 (2007-08 Rs.1,814)
Provision thereagainst	-Rs. Nil (2007-08 Rs.1,814)

SCHEDULE FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2009

NOTES TO THE ACCOUNTS - Schedule 11 (Contd.)

b) Key Management Personnel:

Mr.K.C.Shete, Manager.

Transaction during the year with Mr.K.C.Shete, is in the nature of remuneration paid/payable to him and is disclosed in the Note 4 (a).

Amount payable to him as at 31st March, 2009 is Rs. 76 thousand (2007-08: Rs.60 thousand).

No amount pertaining to these parties have been written off or written back during the year.

7. The company has substantial carry forward of business losses under Income-tax Act, 1961. However, as the availability of sufficient future taxable income against which such depreciation and losses can be set-off cannot be stated to be virtually certain, the deferred tax asset has not been recognised.

8. These accounts have been prepared on a going concern basis, notwithstanding the debit balance of Rs. 1,69,540 thousand (2007-08 : Rs. 2,16,292 thousand) in the profit and loss account as at the year end, since the Directors are confident that the realisable value of the assets are sufficient to discharge its liabilities in the ordinary course of business.

9. Based on information available with the Company, there are no amounts due to the suppliers under the Micro, Small and Medium Enterprises Development Act, 2006. This has been relied upon by the auditors.

10. Employee benefits:

Effective April 1, 2007 the Company has adopted revised Accounting Standard 15 (AS-15)'Employee Benefits'. Pursuant to the adoption, no adjustment was requested to be made to general reserve as there is no impact of revised AS-15.

(a) Defined Contribution Plan

Contribution to Defined Contribution Plan in the statement of profit and loss account under payments to and provisions for employee, in Schedule -7 for the year are as under:

	As at 31st March, 2009 Rs. '000	As at 31st March, 2008 Rs. '000
Employer's contribution to Provident Fund	50	50

(b) Defined Benefit Plan

Gratuity as per arithmetic basis considering funds lying with LIC as on 31st March, 2009.

	As at 31st March, 2009 Rs. '000	As at 31st March, 2008 Rs. '000
(i) Net assets / (liabilities) recognized in the Balance Sheet	278	259
(ii) Expenses recognised in the income statements.	18	86

11. Previous year's figures have been regrouped where necessary.

For and on behalf of the Board of Directors

H.N.Singh Rajpoot
Director

T.M.Elavia
Director

Kishore Shete
Manager

Mumbai: June 29, 2009

**ANNEXURE REFERRED TO IN NOTE 11 OF NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 31ST MARCH, 2009**

Balance Sheet Abstract and Company's General Business Profile

I. Registration Details

State Code	<div>11</div>		
Registration No.	<div>12406</div>		
Balance Sheet Date	<div>Date</div>	<div>Month</div>	<div>Year</div>
	31	03	2009

II. Capital Raised during the year (Amount in Rs. Thousands)

Public Issue	NIL	Rights Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities	293876	Total Assets	293876
Sources of Funds			
Paid-Up Capital	118951	Reserves and Surplus	174925
Secured Loans	NIL	Unsecured Loans	NIL
Application of Funds			
Net Fixed Assets	2409	Investments	109996
Net Current Assets	11929	Accumulated Losses	169542
Misc. Expenditure	NIL		

IV. Performance of Company (Amount in Rs. Thousands)

Turnover	56972	Total Expenditure	10184
Profit / (Loss) Before Tax	46788	Profit / (Loss) After Tax	46749
Earning per share in Rs.	3.93	Dividend	NIL

V. Generic Names of Three Principal Products / Services of Company (as per monetary terms)

Service Description	Business Centre
Item code No.	Not applicable

For and on behalf of the Board of Directors

H.N.Singh Rajpoot
Director

T.M.Elavia
Director

Kishore Shete
Manager

Mumbai: June 29, 2009

Mumbai: June 29, 2009

AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF FGP LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2009

1. We have audited the attached consolidated balance sheet of FGP Limited, the parent company and its subsidiary, namely, RPG Itochu Finance Limited (collectively referred to as 'the group') as at 31st March, 2009, and also the consolidated profit and loss account and the consolidated cash flow statement for the year ended on that date both annexed thereto. These financial statements are the responsibility of the management of the parent company. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of the subsidiary which reflects total assets of Rs. 24958 thousands as at 31st March, 2009 (as at 31st March, 2008: Rs. 11963 thousands), profit of Rs. 21845 thousands, revenues of Rs.1735 thousands and operating cash flows of Rs. 5791 thousands for the year ended 31st March, 2009 (for the year ended 31st March, 2008, loss of Rs. 46708 thousands, revenues of Rs.Nil and operating cash flows of Rs. 32965 thousands) (these figures include intragroup balances and intragroup transactions eliminated on consolidation). The financial statements have been audited by other auditors whose report has been furnished to us, and in our opinion, insofar as it relates to the amounts included in respect of subsidiary, is based on the report of the other auditor.
4. We report that the consolidated financial statements have been prepared by the parent company in accordance with the requirements of Accounting Standard 21 'Consolidated Financial Statements' and on the basis of the separate audited financial statements of the parent company and its subsidiary included in the consolidated financial statements.
5. On the basis of the information and explanations given to us and on the consideration of the separate audit reports on individual financial statements of the parent company and its subsidiary, we are of the opinion that the said consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i. in the case of the consolidated balance sheet, of the consolidated state of affairs of the group as at 31st March, 2009;
 - ii. in the case of the consolidated profit and loss account, of the consolidated loss of the group for the year ended on that date; and
 - iii. in the case of the consolidated cash flow statement, of the consolidated cash flows of the group for the year ended on that date.

For J.R.SUMONDY & CO.
Chartered Accountants

JAWAHAR R.SUMONDY
Proprietor
Membership No. 41900

Mumbai
June 29, 2009

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2009

	Schedule	As at 31st March, 2009 Rs. '000	As at 31st March, 2008 Rs. '000
SOURCES OF FUNDS:			
SHAREHOLDERS' FUNDS:			
Share Capital	1	118,951	118,951
Reserves and Surplus	2	179,310	174,960
TOTAL		298,261	293,911
LOAN FUNDS			
Unsecured Loans		2,500	2,500
TOTAL		300,761	296,411
APPLICATION OF FUNDS:			
FIXED ASSETS			
Gross Block	3	11,688	11,688
Less: Depreciation		9,279	9,175
Net Block		2,409	2,513
Goodwill		492	-
INVESTMENTS	4	66,994	58,915
DEFERRED TAX ASSET		12,340	21
CURRENT ASSETS, LOANS AND ADVANCES:			
CURRENT ASSETS			
Interest accrued on Bank Deposits, Bonds, Inter	5		
Corporate Deposits and Advances		979	1,176
Sundry Debtors		3,160	4,272
Cash and Bank Balances		12,419	15,974
		16,558	21,422
LOANS AND ADVANCES	6	16,353	15,153
		32,911	36,575
Less: CURRENT LIABILITIES AND PROVISIONS			
Current Liabilities	7	9,861	11,061
Provisions		760	882
		10,621	11,943
NET CURRENT ASSETS		22,290	24,632
Debit balance in Profit and Loss Account		196,236	210,330
TOTAL		300,761	296,411
Notes to the Accounts	11		

Per our report attached
For **J.R.SUMONDY & CO.**
Chartered Accountants

JAWAHAR R.SUMONDY
Proprietor
Membership No:41900

Mumbai: June 29, 2009

For and on behalf of the Board of Directors

H.N. Singh Rajpoot
Director

T.M.Elavia
Director

Kishore Shete
Manager

Mumbai: June 29, 2009

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	Schedule	Year ended 31st March, 2009 Rs. '000	Year ended 31st March, 2008 Rs. '000
INCOME :			
Income from Business Centre		1,866	1,866
Income of Earlier Years		1,663	-
Income on Income Tax Refund		73	-
Provision for doubtful debts/accrued interest written back		46,905	-
Other income	8	4,976	4,995
		<u>55,483</u>	<u>6,861</u>
EXPENDITURE :			
Employee Costs	9	1,452	1,191
Other Expenditure	10	9,107	5,803
Depreciation		104	107
Bad debts written off		38,593	-
Provision for doubtful deposits/accrued interest and advances		-	53,765
Interest		42	-
		<u>49,298</u>	<u>60,866</u>
PROFIT / (LOSS) BEFORE TAX		<u>6,185</u>	<u>(54,005)</u>
Less: Provision for taxation			
- Deffered Tax		(12,318)	(7)
- Fringe Benefit Tax		39	19
Income tax in respect of an earlier year		-	17
PROFIT / (LOSS) AFTER TAX		<u>18,464</u>	<u>(54,034)</u>
Less: Transferred to Statutory Reserve		<u>4,370</u>	-
		<u>14,095</u>	<u>(54,034)</u>
Debit balance brought forward		(210,330)	(156,296)
Debit balance carried to Balance Sheet		<u>(196,236)</u>	<u>(210,330)</u>
Notes to the Accounts	11		
Basic, as well as diluted, earning per equity share (Rs.)		155	(454)
Numerator - Profit/(Loss) after tax (Rs. in thousands)		18,464	(54,034)
Denominator - Number of equity shares			
(no change during the period 1-4-2007 to 31-3-2009)		1,18,95,051	1,18,95,051
Nominal value per equity share (Rs.)		10.00	10.00

Per our report attached to the Balance Sheet

For **J.R.SUMONDY & CO.**

Chartered Accountants

JAWAHAR R.SUMONDY

Proprietor

Membership No:41900

Mumbai: June 29, 2009

For and on behalf of the Board of Directors

H.N. Singh Rajpoot

Director

T.M.Elavia

Director

Kishore Shete

Manager

Mumbai: June 29, 2009

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2009

	As at 31st March, 2009 Rs. '000	As at 31st March, 2009 Rs. '000
--	---------------------------------------	---------------------------------------

Schedule 1

SHARE CAPITAL

Authorised:

1,50,00,000 equity shares of Rs.10 each
50,00,000 preference shares of Rs.10 each

150,000	150,000
50,000	50,000
200,000	200,000

Issued:

1,18,95,811 equity shares of Rs.10 each

118,958	118,958
---------	---------

Subscribed:

1,18,95,051 equity shares of Rs.10 each fully paid-up

118,951	118,951
---------	---------

(Of the above shares:

1,50,000 equity shares are allotted as fully paid-up pursuant to

a contract without payment being received in cash;

1,27,998 equity shares are allotted to ICICI Limited (now ICICI Bank Limited)

in exercise of their option to convert part of their loans into shares;

6,73,520 equity shares are allotted against convertible portion of

Debentures; and

24,96,757 equity shares are allotted as fully paid-up by way of
bonus shares.

Schedule 2

RESERVES AND SURPLUS

Capital Reserve on Consolidation

20

Capital Reserve:

As per last Balance Sheet

6 6

Share Premium Account:

As per last Balance Sheet

174,919 174,919

Statutory Reserve

4,385 15

179,310 174,960

Schedule 3

FIXED ASSETS

(Rs. '000)

Assets	Gross Block				Depreciation				Net Block	
	1st April 2008	Additions	Deductions	31st March, 2009	1st April, 2008	For the year	On Deductions	31st March, 2009	As at 31st March, 2009	As at 31st March, 2008
Buildings and Roads:										
i) Owned	535	-	-	535	5	9	-	59	476	485
ii) Tenancy rights acquired	2,500	-	-	2,500	652	41	-	693	1,807	1,848
Equipment	223	-	-	223	205	15	-	220	3	18
Vehicles	416	-	-	416	254	39	-	293	123	162
At Business Centre										
-Improvement to premises	1,295	-	-	1,295	1,295	-	-	1,295	-	-
-Equipment	1,826	-	-	1,826	1,826	-	-	1,826	-	-
-Furniture and Fittings	4,893	-	-	4,893	4,893	-	-	4,893	-	-
Total	11,688	-	-	11,688	9,130	104	-	9,279	2,409	
Previous Year	11,688	-	-	11,688	9,068	107	-	9,175		2,513

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2009

	As at 31st March, 2009 Rs. '000	As at 31st March, 2008 Rs. '000
Schedule 4		
INVESTMENTS		
LONG TERM - TRADE (quoted)		
30,396 shares of Rs.10 each of RPG Cables Limited	1,086	1,086
LONG TERM - TRADE (unquoted)		
4980 (Previous Year - Nil) shares of Rs. 10 each of RPG Dholpur Power Company Pvt. Ltd.	-	-
6800 (Previous Year - Nil) shares of Rs 10 each of Brabourne Investments Ltd.	681	-
568982 (Previous Year - Nil) shares of Rs. 10 each of Eastern Aviation & Industries Ltd.	5,690	-
9070 (Previous Year - Nil) shares of Rs. 100 each of Chattarpati Investments Ltd.	907	-
	<u>8,364</u>	<u>1,086</u>
OTHER THAN TRADE (unquoted unless otherwise stated):		
LONG TERM INVESTMENTS		
9,387 Bonds of 6.75% Tax free US 64 Bonds of Rs. 100 each (quoted)	-	939
3,600 5.33% NABARD Capital Gains Bonds of Rs. 10,000 each of National Bank for Agriculture and Rural Development	36,000	36,000
	<u>36,000</u>	<u>36,939</u>
CURRENT INVESTMENTS (unquoted)		
Units of Mutual Funds	22,630	20,890
	<u>66,994</u>	<u>58,915</u>
Aggregate amount of quoted investments		
Cost	1,086	2,025
Market value Rs.271 thousand (2007-08 Rs. 1920 thousand)	65,908	56,890
Aggregate amount of unquoted investments	<u>66,994</u>	<u>58,915</u>

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2009

	As at 31st March, 2009		As at 31st March, 2008	
	Rs. '000	Rs. '000	Rs. '000	Rs. '000
Schedule 5				
CURRENT ASSETS				
Interest accrued on Bank Deposits, Bonds, Inter Corporate Deposits and Advances				
Considered good	979		1,176	
Considered doubtful	4,566		4,566	
		5,545		5,742
Less: Provision for interest, doubtful of recovery		4,566		4,566
		979		1,176
SUNDRY DEBTORS (unsecured)				
Over six months :				
Considered good		2,628		3,353
Considered doubtful		2,396		2,396
		5,024		5,749
Other debts:				
Considered good		532		919
		5,556		6,668
Less: Provision for doubtful debts		2,396		2,396
		3,160		4,272
CASH AND BANK BALANCES				
Cash on hand		29		20
Balances with Scheduled Banks:				
On Current Accounts		1,356		240
On Deposit Accounts		11,034		15,714
		12,419		15,974
Schedule 6				
LOANS AND ADVANCES				
(Unsecured, Considered good unless otherwise stated)				
Advances recoverable in cash or in kind or for value to be received:				
Considered Good	9,392		5,177	
Considered doubtful	16,610		19,923	
	26,002		25,100	
Less: Provision for doubtful advances	16,610		19,923	
		9,392		5,177
Inter Corporate Deposits advanced to:				
Considered good	-		7,054	
Considered doubtful	11,369		54,077	
	11,369		61,131	
Less: Provision for doubtful deposits	8,186		54,077	
		3,173		7,054
Advance payments of income-tax less provisions thereagainst		3,788		2,922
Balance with Central Excise on Current Accounts (considered doubtful)	113		113	
Less: Provision for balance doubtful of recovery	(113)		(113)	
		16,353		15,153

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2009

	As at 31st March, 2009 Rs. '000	As at 31st March, 2008 Rs. '000
Schedule 7		
CURRENT LIABILITIES AND PROVISIONS		
CURRENT LIABILITIES		
Sundry Creditors (no dues to micro enterprises and small enterprises)*	5,553	10,995
Interest Payable	4,308	66
	<u>9,861</u>	<u>11,061</u>
PROVISIONS		
Income -tax less payments thereagainst	103	269
Gratuity	278	259
Leave encashment	379	354
	<u>760</u>	<u>882</u>
	<u>10,621</u>	<u>11,943</u>

* None of the creditors has informed the company of its status as a micro enterprises and small enterprises

SCHEDULES FORMING PART OF THE CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	Year ended 31st March, 2009 Rs. '000	Year ended 31st March, 2008 Rs. '000
Schedule 8		
OTHER INCOME		
Dividends (gross) on current investments (non- trade)	1,739	891
Interest (gross) on:		
- long term investments (non-trade)	1,929	1,982
- Bank Deposits, Bonds, Inter Corporate Deposits and advances	1,151	2,122
- Others	157	-
	<u>3,237</u>	<u>4,104</u>
	<u>4,976</u>	<u>4,995</u>
Schedule 9		
EMPLOYEE COSTS		
Salaries, wages, allowance and bonus	1,293	966
Contribution to Provident and other Funds	50	50
Gratuity	18	86
Welfare Expenses	91	89
	<u>1,452</u>	<u>1,191</u>
Schedule 10		
OTHER EXPENDITURE		
Electricity	1,453	1,205
Rent	126	107
Repairs and Maintenance:		
Building	409	257
Others	171	297
Insurance	10	10
Rates and Taxes	8	7
Professional Fees	5,515	2,780
Telephones, Cables and Postage	60	70
Shares/Debenture Handling Charges	148	153
Travelling Expenses	277	47
Motor Vehicle Expenses	156	115
Printing and Stationery	36	25
Bank Charges	9	8
Miscellaneous Expenses	729	722
Royalty Receivable written off	3,164	-
Less: Provision held	<u>3,164</u>	<u>-</u>
	<u>9,107</u>	<u>5,803</u>

**SCHEDULE FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2009**

Schedule 11

NOTES TO THE ACCOUNTS

1. Significant Accounting Policies:

(a) Basis of Accounting:

- (i) The consolidated financial statements are prepared under the historical cost convention on an accrual basis and are in accordance with the requirements of Accounting Standards -21 "Consolidated Financial Statements".
- (ii) These financial statements comprise: (i) the consolidation of the financial statements of FGP Limited (the Parent company) and the financial statements of RPG Itochu Finance Limited (RPGIFL), a wholly owned subsidiary, together referred to as "the group"

(b) Fixed Assets and depreciation:

All fixed assets are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use, less accumulated depreciation.

Depreciation is provided on the straight line method at the rates prescribed under Schedule XIV to the Companies Act, 1956 except that depreciation on fixed assets at the Business Centre is provided at the rate of 33 1/3 per cent on the straight line method.

(c) Investments:

- (i) Long term investments are stated at cost. Provision for diminution is made to recognise a decline, other than temporary, in value of long term investments where applicable.
- (ii) Current investments are stated at lower of cost and fair value.

(d) Employee Benefits:

The group has only one employee who has attained the age of superannuation.

- 1. Short term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

2. Long-term benefit

(i) Defined Contribution Plan:

a. Provident Fund:

The eligible employee of the Company is entitled to receive post employment benefits in respect of provident fund,

in which both employee and the company make monthly contribution at a specified percentage of the employee's eligible salary (currently 12% of employees' eligible salary). The contribution is made to Employees Provident Fund Organisation. Provident Fund is classified as Defined Contribution Plan as the Company has no further obligation beyond making the contribution. The Company's contribution to Defined Contribution Plan is charged to profit and loss as incurred.

b. Superannuation:

The group has made provision @ 15% of employee's eligible salary every year and no contribution is presently made since the employee has crossed the age of superannuation. The same will be paid to the employee on his separation.

(ii) Defined Benefit Plan:

a. Gratuity:

The group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employee. The plan provides a lump sum payment to vested employee at retirement/separation, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. The Gratuity Fund benefits are administered by a trust formed for this purpose through the Group Schemes of the Life Insurance Corporation of India (LIC). The Company has made provision on arithmetical basis considering funds lying with LIC for this purpose.

b. Compensated absences:

The group provides for the encashment of leave or leave with pay subject to certain rules. The employee is entitled to accumulate leave for future

SCHEDULE FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2009
NOTES TO THE ACCOUNTS - Schedule 11 (Contd.)

encashment / availment. The liability is recognized based on the number of unutilized leave at each balance sheet date on an arithmetic basis.

(e) Taxes on Income:

Current tax is determined as the amount payable in respect of taxable income for the period. Deferred tax is recognized on timing difference being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

2. Contingent Liabilities not provided for:

		As at 31st March, 2009 Rs. '000	As at 31st March, 2008 Rs. '000
(a)	Claims against the Company not acknowledged as debts estimated at	7621	7621
(b)	Income tax	58285	56612
(c)	The company has received various show cause notices and an order from Excise and Customs authorities, which have been replied to by the company. The contingent liability, if any, on the basis of such notices/ demands, except for those which have become time barred are estimated at	358	358
(d)	The income Tax Department has raised a demand vide its order dated 26/03/2004 on the subsidiary company for the Assessment year 2001-02. The appeal filed by the Company before CIT (Appeal) was dismissed vide order dated 31-03-2005. The subsidiary company had appealed before Income Tax Appellate Tribunal in April, 2009. The ITAT decided the appeal in March 2008 in favour of the subsidiary company and deleted the demand	-	2524

		As at 31st March, 2009 Rs. '000	As at 31st March, 2008 Rs. '000
(e)	In respect of the subsidiary company, a customer filed a case against the company in Court for a claim. The Honorable vide its order dated 26/10/2004. However, the Customer has filed an appeal before The State Consumer Dispute Redressal Commission, New Delhi. In terms of the order of the Commission, the Company has deposited an amount of Rs. 0.25 lakh with Commission. Presently, the Company has filed an SLP Before the Hon. Supreme Court which has referred the Case back to District Court where the hearing is in progress.	346	346

Note: The company is contesting matters stated in (a), (b), and (c) above at various forums and outflow of resources, if any, will depend on outcome of these matters.

3. Auditor's Remuneration (including service tax where applicable)

		Year ended 31st March, 2009 Rs. '000	Year ended 31st March, 2008 Rs. '000
(i)	Audit fees	50	63
(ii)	Report under Section 44AB of the Income tax Act, 1961	-	63
(iii)	Taxation matters	18	1134
(iv)	Company law matters	-	17
(v)	Other matters	16	135
(vi)	Reimbursement of out-of-pocket expenses	-	-

SCHEDULE FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2009

NOTES TO THE ACCOUNTS - Schedule 11 (Contd.)

4. Managerial Remuneration

		Year ended 31st March, 2009 Rs. '000	Year ended 31st March, 2008 Rs. '000
(a)	Managers remuneration		
(i)	Salary	671	671
(ii)	Contribution to Provident Fund	50	50
(iii)	Value of perquisites	371	470
	Total	1092	1191
(b)	Director' fees	40	44

5. Segment Information

The Composition of Business Segment pertains to Business Centre and Financial Services.

Rs. '000

	Business Centre	Financial Services	Total
A Segment Revenue			
External Revenue	1866		1866
	[1866]	[-]	[1866]
Total Revenue	1866		1866
	[18.00]	[-]	[1866]
B Segment Results			
Other Income	[(12284)]	[(46716)]	[(59000)]
			4976
			[4995]
Profit / (Loss) before taxation			56315
			[(54005)]
Taxation			12279
			[(29)]
Net Profit / (Loss)			68594
			[(54034)]
C Other Information			
Segment Assets	[6785]	[11782]	[18567]
Other Assets	-	-	-
	[-]	[-]	[289787]
Total Assets	[6785]	[11782]	[308354]
	[8216]	[5892]	[14108]
Other Liabilities	-	-	-
	[-]	[-]	[294246]
Total Liabilities	[8216]	[5892]	[308354]
Depreciation	104	-	104
	[107]	[-]	[107]
Non Cash expenses other than depreciation			
	[-]	[-]	[-]

Figures in italics and in brackets are the corresponding figures in respect of the previous year.

6. Information relating to Related Party Transactions as per Accounting Standard 18 'Related Party Disclosures' notified under the Companies Act, 1956 is given below:

Key management Personnel: Mr.K.C.Shete, Manager of the parent company

Transaction during the year with Mr.K.C.Shete, is in the nature of remuneration paid/ payable to him and is disclosed in the Note 4 (a).

Amount payable to him as at 31st March, 2009 is Rs.76 thousand (2007-08 Rs.60 thousand)

No amount pertaining to him has been written off or written back during the year.

7. The parent company has substantial carry forward of business losses under Income-tax Act, 1961. However, as the availability of sufficient future taxable income against which such depreciation and losses can be set-off cannot be stated to be virtually certain, the deferred tax asset has not been recognised.

8. These accounts have been prepared on a going concern basis, notwithstanding the debit balance of Rs,1,96,236 thous. (2007-08 : Rs.2,10,330 thous.) in the profit and loss account as at the year end, since the Directors are confident that the realisable value of the assets are sufficient to discharges its liabilities in the ordinary course of business.

9. Based on information available with the Company, there are no amounts due to the suppliers under the Micro, Small and Medium Enterprises Development Act, 2006. This has been relied upon by the auditors.

10. Employee benefits:

Effective April 1, 2007 the group has adopted revised Accounting Standard 15 (AS-15)'Employee Benefits'. Pursuant to the adoption, no adjustment was requested to be made to general reserve as there is no impact of revised AS-15.

(a) Defined Contribution Plan

Contribution to Defined Contribution Plan in the statement of consolidated profit and loss account under payments to and provisions for employee, in Schedule -7 for the year are as under:

	As at 31st March, 2009 Rs. '000	As at 31st March, 2008 Rs. '000
Employer's contribution to Provident Fund	50	50

SCHEDULE FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2009
NOTES TO THE ACCOUNTS - Schedule 11 (Contd.)
(b) Defined Benefit Plan

Gratuity as per arithmetic basis considering funds lying with LIC as on 31st March, 2009.

		As at 31st March, 2009 Rs. '000	As at 31st March, 2008 Rs. '000
			Gratuity
(i)	Net assets / (liabilities) recognized in the Balance Sheet.	278	259
(ii)	Expenses recognised in the income statements.	18	86

11. The subsidiary company had during earlier years given the Corporate Loan to RPG Cables Ltd. against which the balance outstanding on the Balance sheet date was Rs.376.08 Lacs. On 25th September, 2006, RPG Cables Ltd was declared as a Sick Company by BIFR and State Bank of India (SBI) was appointed as operation agency. SBI has prepared a rehabilitation Scheme and same was filed with BIFR in January 2008 for its approval. Pending approval of Rehabilitation scheme by BIFR, the subsidiary company has not recognized any interest income and considered the Loan as unsecured-doubtful and has provided the said amount of Rs.376.08 lacs during the previous year. During the year the same has been written off.
12. The subsidiary company has given an amount of Rs.35 lacs to RPG Paging Services Limited (RPSL) as an Inter Corporate Loan. As the RPSL providing paging services expired on 10.08.2004, the subsidiary company has made the provision of the entire amount of Rs.35 Lacs in the earlier years. Now as there is no hope of recovery of this amount from RPSL, the subsidiary company has written off the said amount of Rs.35 lacs during the year and has set off against the provision made in earlier years.

13. In compliance of Prudential norms of Reserve Bank of India for Non-Banking Financial Companies relating to Income recognition and provision for non performing assets, the subsidiary company has not recognized income of Rs.9.97 lacs receivable from Jubilee Investments and Industries Ltd. & RPG Cellular Investments and Holdings Pvt. Ltd. as interest for the year 2007-08, despite balance confirmation received from them for the same, due to non receipt of interest income of Rs.6.04 lacs for earlier years. Accordingly the subsidiary company has derecognized the said interest income Rs.6.04 lacs during the year and has made provision for Rs.82.84 Lacs given to the said Companies in earlier years. During the current year the Subsidiary received the interest and the same is recognized in the books. It also reorganized its borrowings as well as advances to restructure its dealing with debtors and creditors and reorganized itself.
14. Previous year's figures have been regrouped where necessary.

For and on behalf of the Board of Directors

H.N.Singh Rajpoot
Director

T.M.Elavia
Director

Kishore Shete
Manager

Mumbai: June 29, 2009

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

	2008-09		2007-08	
	Rs.'000	Rs.'000	Rs.'000	Rs.'000
A. CASH FLOW FROM OPERATING ACTIVITIES:				
NET PROFIT / (LOSS) BEFORE TAX		18,464		(54,005)
Adjusted for:				
Depreciation	104		107	
Provision for doubtful deposits/accrued interest and advances	-		49,661	
Provision for doubtful debts written back	(46,905)		-	
Income of subsidiary de-recognised under prudential norms	-		604	
Dividend income	(1,739)		(891)	
Interest Paid	42			
Interest income	(3,237)		(4,104)	
Income of earlier years/ Tax refund				
Bad debts written off	38,593		3,500	
		(13,142)		48,877
OPERATING LOSS BEFORE WORKING CAPITAL CHANGES AND OTHER ADJUSTMENTS		5,322		(5,128)
Changes in:				
Trade and other receivables	(3,911)		27,221	
Trade payables	(1,199)		(1,882)	
Provisions - Compensated absences/gratuity	44		145	
		(5,066)		25,484
CASH GENERATED FROM / (USED IN) OPERATIONS		256		20,356
Direct taxes paid (net of refunds)		(1,063)		(851)
NET CASH FROM / (USED IN) OPERATING ACTIVITIES (a)		(807)		19,505
B. CASH FLOW FROM INVESTING ACTIVITIES:				
Purchase of investments		(8,079)		(20,890)
Proceeds from sale / redemption of investments		-		-
Dividend received		1,739		891
Interest received		3,237		6,191
NET CASH FROM / (USED IN) INVESTING ACTIVITIES (b)		(3,103)		(13,808)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

	2008-09		2007-08	
	Rs.'000	Rs.'000	Rs.'000	Rs.'000
C. CASH FLOW FROM FINANCING ACTIVITIES:				
Interest Paid		(42)	-	-
Repayment of borrowings		-	-	-
Transferred to Investors Protection Fund		-		(6)
NET CASH USED IN FINANCING ACTIVITIES	(c)	<u>(42)</u>		<u>(6)</u>
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS				
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(a + b + c)	<u>(3,952)</u>		<u>5,691</u>
CASH AND CASH EQUIVALENTS AS AT THE COMMENCEMENT OF THE YEAR, COMPRISING:				
Cash on hand	20		8	
Balance with scheduled banks on current accounts and fixed deposit accounts	<u>15,954</u>		<u>10,275</u>	
		15,974		10,283
CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR, COMPRISING:				
Cash on hand	29		20	
Balance with scheduled banks on current accounts and fixed deposit accounts	<u>11,834</u>		<u>15,954</u>	
		12,419		15,974
NET INCREASE / (DECREASE) AS DISCLOSED ABOVE		<u>(3,952)</u>		<u>5,691</u>

- Notes: 1. Figures in brackets are outflows/deductions.
2. Previous year's figures have been regrouped wherever necessary.
3. Interest income and interest expense in respect of operations of subsidiary company has been considered as an operating activity in view of nature of that company.

Per our report attached to the Balance Sheet

For **J.R.SUMONDY & CO.**
Chartered Accountants

JAWAHAR R.SUMONDY
Proprietor
Membership No:41900

Mumbai: June 29, 2009

For and on behalf of the Board of Directors

H.N. Singh Rajpoot
Director

T.M.Elavia
Director

Kishore Shete
Manager

Mumbai: June 29, 2009

PARTICULARS OF THE SUBSIDIARY RPG ITOCHU FINANCE LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2009

		31st March, 2009 Rs.in ' 000	31st March, 2008 Rs.in ' 000
(a)	Share Capital	49,788	13,104
(b)	Reserves & Surplus	4385	15
(c)	Total Assets	12618	11,941
(d)	Total Liabilities	7749	11,206
(e)	Investments	7278	Nil
(f)	Turnover	1735	Nil
(g)	Profit (Loss) Before Taxation	9527	(46,715)
(h)	Provision for taxation	(12319)	(7)
(i)	Profit (Loss) After taxation	21846	(46708)
(j)	Proposed Dividend	Nil	Nil