

FGP LIMITED

Regd. Off. - Commercial Union House, 9 / Wallace Street,
Fort, Mumbai - 400 001.
Tel : 2207 0273 / 2201 5269
Email : fgpltd03@gmail.com ♦ Website : www.fgpltd.in
CIN : L26100MH1962PLC012406

September 19, 2017

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Re: Security Code: 500142

Sub: Submission of Annual Report for FY 2016-17 pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sir,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the financial year ended March 31, 2017 which was approved and adopted at the 55th Annual General Meeting of the Company held on September 18, 2017.

Kindly take the same on record and acknowledge receipt.

Thanking you

Yours faithfully
For FGP Limited

Aayushi Mulasi
Aayushi Mulasi
Company Secretary



Encl: As above

FGP LIMITED

**55TH ANNUAL REPORT
2016-17**

Directors

H.N.Singh Rajpoot
(Chairman)

Vimal Kejriwal

H.C.Dalal

Shruti Joshi

Prem Kapil

Kishore Shete
(Wholetime Director)

Registered Office

Commercial Union House
9,Wallace Street,
Fort,Mumbai 400 001

Auditors

V.S. Somani & Co.

Bankers

ICICI Bank Ltd.

Registrars & Transfer Agents

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building, Opp. Vasant
Oasis, Makwana Road, Marol, Andheri East,
Mumbai – 400 059

INDEX

SR. NO.	DESCRIPTION	PAGE NO.
1	Notice	4
2	Directors' Report	9
3	Management Discussion and Analysis	12
4	Report on Corporate Governance	25
5	Auditors' Report	36
6	Balance Sheet	40
7	Statement of Profit and Loss	41
8	Cash Flow Statement	42
9	Notes to Financial Statements	43

FORWARD LOOKING STATEMENT

Statements in this Annual Report describing the Company's objectives, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

The information is based upon certain material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection as reflected in the forward-looking statements, including the perception of historical trends, current conditions and expected future developments, as well as other factors that are believed to be appropriate in the circumstances. While the Company considers these assumptions to be reasonable based on information currently available to management, they may prove to be incorrect.

NOTICE

To The Members of
FGP LIMITED

Notice is hereby given that the Fifty Fifth Annual General Meeting of the members of FGP Limited will be held on Monday, September 18, 2017 at 04.00 p.m. at the K Bhagat Tarachand Banquet, Plot No. 44 A, Off Hemu Kalani Marg, Behind SBI Swastik Park Branch, Behind Maruti Suzuki Showroom, Near Chagan Mitha Petrol Pump, Chembur, Mumbai 400 071 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2017, the Report of the Auditors' thereon and the Report of the Directors for the year ended on that date.
2. To appoint a Director in place of Mr. H.N. Singh Rajpoot (DIN- 00080836), who retires by rotation and, being eligible, has offered himself for reappointment.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof), the appointment of M/s. V. S. Somani & Co., Chartered Accountants (registered with the Institute of Chartered Accountants of India vide Firm Registration No 117589W), who were appointed as Statutory Auditors of the Company to hold office from the conclusion of the Fifty- fourth Annual General Meeting till the conclusion of the Fifty- Seventh Annual General Meeting be and is hereby ratified and confirmed as the Statutory Auditors of the Company to hold office from the conclusion of the Fifty- Fifth Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 2013 and in supersession of the Special Resolution passed at the Fifty- Fourth Annual General Meeting of the Company held on September 28, 2016, consent of the members of the Company be and is hereby accorded to keep the Register of members along with the indices of members and/ or any other related documents required to be kept at the Registered office of the Company at the office of **Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059** hereinafter referred to as the Registrar & Share Transfer Agent) or any other office of the said Registrar & Share Transfer Agent.

RESOLVED FURTHER THAT Mr. H. N. Singh Rajpoot, Director, Mr. Kishore Shete, Whole-time Director and/ or Ms. Aayushi Mulasi, the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. **THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Pursuant to Section 105 of the Companies Act, 2013 ('the Act'), a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. During the business hours of the Company, proxies are open for inspection for the period beginning before 24 (twenty four) hours from the commencement of the meeting and ending with the conclusion of the meeting, provided that an advance notice of not less than 3 (three) days is given to the Company.
4. Proxy, in prescribed Form MGT-11 is enclosed herewith. The Proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
5. Members are requested to kindly refer to the chapter on Corporate Governance Report in the Annual Report for the information in respect of Directors seeking appointment / re-appointment and their shareholding in the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and Clause 1.2.5 of Secretarial Standard - 2 (SS-2) on "General Meetings".
6. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. The Register of Members and the Share Transfer Books of the Company shall be closed from Monday, September 11, 2017 to Monday, September 18, 2017 (both days inclusive).
8. Only registered Members carrying the attendance slip and the holders of valid proxies registered with the Company will be permitted to attend the Meeting. Corporate Members intending to send their representatives are requested to send a certified true copy of the Resolution authorizing the representative to attend and vote at the Annual General Meeting.

9. Consolidation of Folios:

The members holding shares in the same name or in the same order of names, under different folios, are requested to notify the relevant details of the said holdings to Bigshare Services Pvt. Ltd. Limited at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra for consolidation of their shareholding into a single folio.

10. Change in address:

Members are requested to notify promptly any change in their addresses to the following:

- a) Their Depository Participants (DP) if shares are held in demat form.
- b) The Company's Registrar & Share Transfer Agents Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra if shares are held in physical form quoting their folio numbers.

11. Members holding shares in physical form are requested to convert their holdings into dematerialised mode to avoid loss of shares, quick credit of dividend and fraudulent transactions.

12. Green Initiative:

Pursuant to the provisions of Section 101 of the Act and Rules made thereunder, the companies are allowed to send communication to members electronically. To support the "Green Initiative", members holding shares in dematerialised form are requested to register their email address is with their Depository Participant(s) (DP) and members holding shares in physical form are requested to register their email addresses with the Company at fgpltd03@gmail.com or with the Registrar and Share Transfer Agents viz. Bigshare Services Private Limited, by sending a duly signed request.

13. As per Regulation 40(7) of the Listing Regulations, submission of a copy of Permanent Account Number ('PAN') card of the transferor and transferee is mandatory for transfer of shares held in physical form. Also, the Securities and Exchange Board of India ('SEBI') has mandated the submission of PAN of their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.

14. Important notice for Members:

- For the convenience of the Members and for proper conduct of the Meeting, members are requested to duly sign at the place provided on the Attendance Slip sent alongwith the Annual Report and are required to deposit the same at the counter at the entrance of the venue of the meeting.
- Members can avail the nomination facility, under Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital

and Debentures) Rules, 2014 by filing Form No. SH-13. Blank forms will be supplied on request.

15. Electronic Copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form and the Copy of the Annual Report for 2016-17 is being sent to all the members whose email address is registered with the Company or Depository Participant unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith the Proxy Form, both forming a part of the Annual Report for 2016-2017 and the Attendance Slip is being sent in permitted mode.

16. Members may also note that the Notice of the 55th Annual General Meeting and the Annual Report for 2016-2017 will be available on the Company's Website: www.fgpltd.in for download and also placed on the website of CDSL.

17. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting shall be available for inspection by the Members at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Annual General Meeting.

18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.

19. E-voting:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ('AGM') by electronic means. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by Central Depository Services (India) Limited ('CDSL'). The remote e-voting period will commence at 9:00 a.m. on Friday, September 15, 2017 and will end at 5:00 p.m. on Sunday, September 17, 2017. The Company has appointed Mr. P. N. Parikh, or failing him Mr. Mitesh Dhabliwala of M/s. Parikh Parekh & Associates, Company Secretaries, to act as the Scrutinizer, to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner. The Company has made necessary arrangements

with CDSL to facilitate remote e-voting. The Members desiring to vote through remote e-voting mode may refer to the detailed procedure on e-voting given hereinafter.

Members have an option to vote either through remote e-voting or through physical Ballot Form at the AGM. If a member has opted for remote e-voting, then he/she should not vote at the AGM. However, in case Members cast their vote both via physical ballot at AGM and remote e-voting then remote e-voting shall prevail and voting done through physical ballot shall be treated as invalid. The Members who cast their vote by remote e-voting, may attend and participate at the AGM, however, shall not be entitled to cast their vote at the AGM.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 11, 2017 ("the cut-off date"). Any person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the AGM.

Any person who acquires the shares of the Company post dispatch of the Notice of this AGM but holding the shares prior to the cut-off date, may follow the same procedure as mentioned below for e-voting.

20. The Scrutinizer shall, immediately after the conclusion of voting at the Fifty-Fifth Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.
21. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.fgpltd.in and on the website of CDSL after declaration of results by the Chairman or a person authorized by him in writing and shall also be communicated to the Bombay Stock Exchange where the shares of the Company are listed, within 48 (Forty Eight) hours after the AGM. The results shall also be displayed on the notice board at the Registered Office of the Company.

The instructions for Members for voting electronically are as under:-

- (i) The remote e-voting period begins at 9:00 a.m. on Friday, September 15, 2017 and ends on 5:00 p.m. on Sunday, September 17, 2017. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of September 11, 2017, may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the folio/demat account number in the PAN field. • In case the folio/demat account number is less than 8 (eight) digits enter the applicable number of 0's (Zero's) before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar and folio number is 100 then enter RA00000100 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation'

menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for “FGP Limited” on which you choose to vote.

**Electronic Voting Sequence Number (‘EVSN’):
170818011**

- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

(xxi) The Notice of this AGM is available on the Company’s website www.fgpltd.in and also on the website of CDSL www.cdslindia.com.

Under the Authority of
the Board of Directors

Aayushi Mulasi
Company Secretary

Dated: August 07, 2017
Place : Mumbai

Registered Office:
FGP Limited
Commercial Union House,
9 / Wallace Street
Fort, Mumbai - 400 001

ANNEXURE TO THE NOTICE

Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”) forming part of the notice dated August 07, 2017.

Item No. 4:

The Board has received an intimation from M/s. Bigshare Services Private Limited (“Bigshare”) its Registrar and Share Transfer Agent (RTA) stating that their corporate office has shifted from E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai – 400 072 to the following address: 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059 and that all records of the Company shall now be maintained at the new office address.

Pursuant to the provisions of Section 94 of the Companies Act, 2013 (the Act), all registers required to be maintained under Section 88 of the Companies Act, 2013 and annual return filed under Section 92 of the Act shall

be kept at the registered office of the Company. However, such registers or copies of return may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the company and the Registrar has been given a copy of the proposed special resolution in advance.

The members, at the Fifty-Fourth AGM of the Company held on September 28, 2016 had approved the place of keeping the register of members and including indices of members at the RTA's previous office. Accordingly, it has been decided that the statutory records of the Company viz. Register of Members and Indices of members currently maintained at E-2/3, Ansa Industrial Estate, Saki vihar Road, Saki Naka, Andheri (East), Mumbai – 400 072 be kept at the new corporate office of Bigshare at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra with immediate effect.

The Board of Directors recommend the resolution at Item No. 4 of the accompanying notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned with or interested in the above resolution.

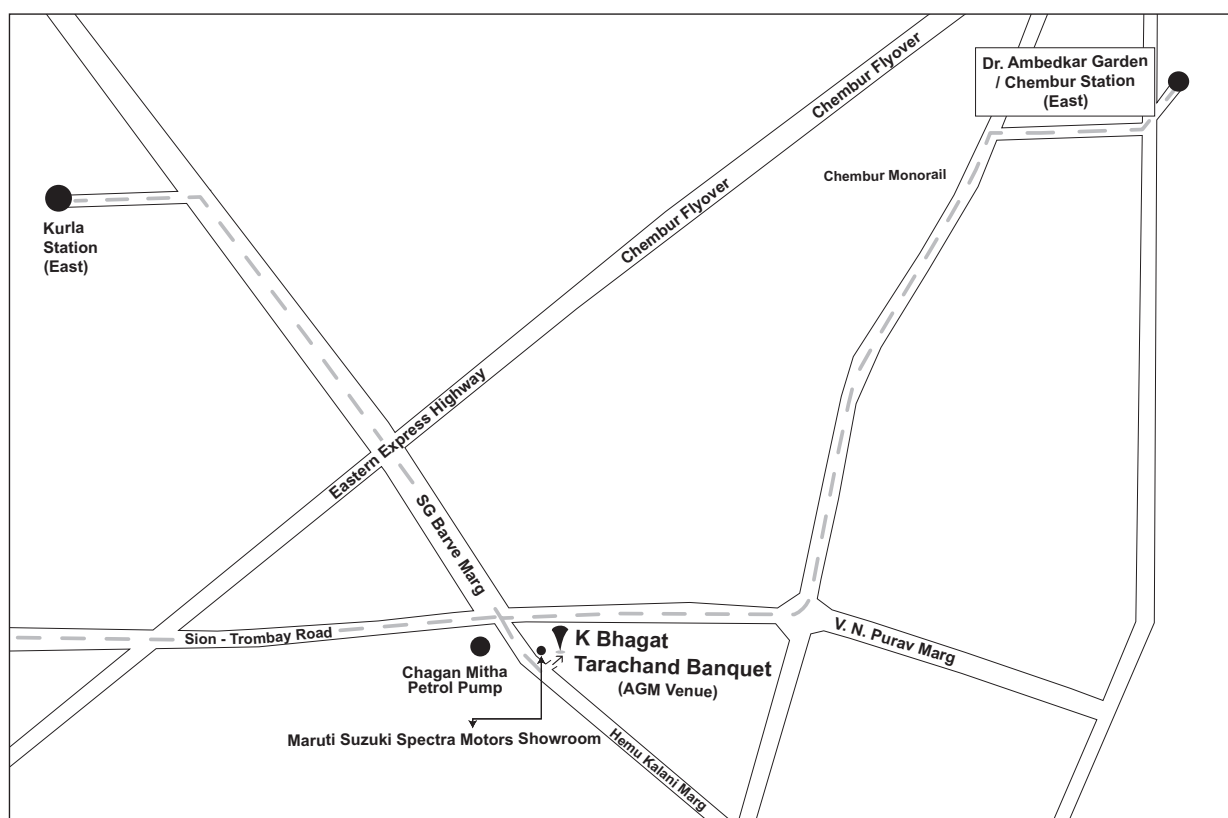
Under the Authority of the
Board of Directors

Aayushi Mulasi
Company Secretary

Dated: August 07, 2017
Place : Mumbai

Registered Office:
FGP Limited
Commercial Union House,
9 / Wallace Street
Fort, Mumbai - 400 001

ROUTE MAP FOR THE VENUE OF 55TH ANNUAL GENERAL MEETING



Venue: K Bhagat Tarachand Banquet, Plot No. 44 A, Off Hemu Kalani Marg, Behind SBI Swastik Park Branch, Behind Maruti Suzuki Showroom, Near Chagan Mitha Petrol Pump, Chembur, Mumbai 400 071.

Prominent Landmark: Chagan Mitha Petrol Pump.

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present their 55th Annual Report together with the Audited Financial Statements, Directors' Report and Annexures for the year ended March 31, 2017.

STATE OF COMPANY'S AFFAIRS AND FINANCIAL SUMMARY

Scenario - The demand for Business Centre did not revive during the FY 2016-17. It is evident that a few large developers with a pan-India presence dominate the market. Demand for commercial space is not as high as that of residential and retail space.

However, considering the Budget 2016-17, the corporate real estate space is expected benefit from the sunset clause for Special Economic Zones (SEZs). Thus, its is expected that there may be a decent increase in the Company's business centre income in the future.

Financial Summary - The income of the Company for the year remained the same at ₹ 12.60 lakhs. However, a slight improvement in the other income of the Company was observed thereby increasing the total income during the year to ₹ 37.89 lakhs as against ₹ 33.46 for FY 2015-16; representing a total growth of 13.24% over the previous year.

The loss during the year stood at ₹ 80.59 lakhs as against ₹ 60.82 lakhs in the previous year. The accumulated loss of ₹ 2609.76 lakhs has been carried to Balance Sheet.

In the preparation of financial statements, no treatment different from that prescribed in the applicable Accounting Standards has been followed.

LISTING

The Equity Shares of the Company are listed at the BSE Ltd. The Company has paid the Annual Listing Fees to the Stock Exchange, for the year 2017-18.

EXTRACT OF ANNUAL RETURN

Details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure A".

MEETINGS OF THE BOARD

During the year under review, 5 (Five) meetings of the Board of Directors were held, details of which are set out in the Corporate Governance Report which forms a part of this Report.

BOARD COMMITTEES

Detailed composition of the mandatory Board committees namely Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, number of meetings held during the year under review

and other related details are set out in the Corporate Governance Report which forms part of this Report.

There have been no situations where the Board has not accepted any recommendation of the Audit Committee.

DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134 OF THE COMPANIES ACT, 2013

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3) (c) read with Section 134(5) of the Companies Act, 2013. As specifically required under Section 134 of the Companies Act, 2013, your Directors state that:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2017, the applicable accounting standards had been followed and there were no material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year as at March 31, 2017 and of the loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS OF THE COMPANY UNDER SECTION 149(6) OF THE COMPANIES ACT, 2013

The Company has received declarations as required under Section 149(7) of the Companies Act, 2013 from all its independent directors stating that they meet the criteria of independence pursuant to Section 149(6) of the Companies Act, 2013 ("the Act"), viz;

- a. Mr. H.C. Dalal
- b. Ms. Shruti Joshi
- c. Mr. Prem Kapil
- d. Mr. Vimal Kejriwal

The Board has at its Meeting held on May 25, 2017 confirmed that in its opinion the independent directors of the Company possess the appropriate balance of skills, experience and knowledge as set out in Section 149(6) of the Act.

PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS AND DISCLOSURES ON THE REMUNERATION OF THE DIRECTORS

All pecuniary relationship or transactions of the non-executive Directors vis-à-vis the Company, along with criteria for such payments and disclosures on the remuneration of the Directors along with their shareholding are disclosed in Corporate Governance Report and Form MGT-9 which forms part of this Report.

NOMINATION & REMUNERATION POLICY

The Board of Directors has on the recommendation of the Nomination and Remuneration Committee formulated a policy on "Appointment, Training, Evaluation and Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel". This policy interalia covers the requirements specified under Section 178(3) of the Act comprising of criteria for determining qualifications, positive attributes and independence of a director, etc.

The Policy provisions covering the requirements under Section 178 of the Act, are given in "Annexure B" to this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans, nor provided any guarantee under Section 186 of Companies Act, 2013.

Details of investments made during the year are stated in the notes to Financial Statements.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

The Company has formulated a Policy on related party transactions. This policy as approved by the Board is uploaded on the Company's website on the below link: <http://www.fgpltd.in/RelatedPartyTransactionsPolicy.pdf>

The Company has not entered into any transaction with related parties during the year under review which requires reporting in Form AOC – 2 in terms of Companies Act, 2013 read with Companies (Accounts) Rules, 2014.

TRANSFER TO RESERVES

The Company has not transferred any sum to General Reserve in view of loss incurred during the year ended March 31, 2017.

DIVIDEND

In view of the loss incurred by the Company, the Directors regret their inability to recommend dividend.

MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year on March 31, 2017 to which the financial statements relate and the date of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information to be furnished under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished below.

Conservation of Energy: The Company is engaged in the Business Centre activity under which its operations do not account for substantial energy consumption. However, the Company has taken all necessary steps to conserve energy. The management has ensured that all these measures are complied with.

Technology Absorption: The provisions relating to technology absorption are not applicable to the Company.

Foreign exchange:

Foreign Exchange Earnings : NIL

Foreign Exchange Outgo: NIL

RISK MANAGEMENT

The Company has laid down a well defined risk management mechanism covering the risk mapping and trend analysis of both business and non-business risks, risk exposure, potential impact and risk mitigation process. The Board periodically reviews the risks and suggests steps to be taken to manage/ mitigate the same through a properly defined framework. In line with the new regulatory requirements, the Company has formally framed a Risk Management Policy to identify and assess the key risks areas, monitor and report compliance and effectiveness of the policy and procedure.

A Risk Management Committee under the Chairmanship of Mr. H.C. Dalal was also constituted voluntarily to oversee the risk management process in the Company. However, in its meeting held on February 02, 2017, the Board stated that since the Audit Committee of the Board was designated under the SEBI LODR to review and monitor the risks associated with the Company and measures to mitigate the same and that the Company was not mandatorily required to constitute this Committee under the applicable Act and SEBI Regulations. Hence, Risk Management Committee may be dissolved w.e.f. February 02, 2017 and the Board entrusted the responsibility of overseeing the risk management functions to the Audit Committee.

CORPORATE SOCIAL RESPONSIBILITY

The Company doesn't fall under the categories of companies required to constitute the Corporate Social Responsibility (CSR) Committee as per section 135 of

the Companies Act, 2013. Therefore, the Company has neither constituted CSR Committee nor has it developed or implemented any Policy on Corporate Social Responsibility.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL (UPTO THE DATE OF THIS REPORT)

Directors:

Mr. H. N. Singh Rajpoot, Director retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.

During the year under review, there was no change in the composition of the Board of Directors of the Company.

Key Managerial Personnel:

The term of Mr. Kishore Shete, who was re-appointed as the Whole-time Director of the Company w.e.f. April 01, 2015 for a period of two years was further re-appointed as the Whole-time director for a period of one year w.e.f. April 01, 2017 upon the recommendation of the Nomination and Remuneration Committee.

Mr. Abhay Vasant Nerurkar, Chief Financial Officer (CFO) of the Company resigned from the position of CFO with effect from June 30, 2017 and the Board of directors approved the appointment of Mr. Rajesh Desai as the CFO in his place with effect from November 01, 2017.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary/joint venture/ associate.

There were no companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year.

DEPOSITS

The Company has not accepted any deposits during the year.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations.

The Company has received eviction notices from the National Insurance Company Limited (NIC), owner of Commercial Union House, property occupied by the Company as its registered office. Presently, the status of the matter is dormant since February 2015.

CHANGE IN THE NATURE OF BUSINESS

The Company has been engaged in the business of providing Business Centre facilities. During the year under review, there was no change in the nature of the business.

INTERNAL FINANCIAL CONTROL

Details in respect of adequacy of internal financial controls with reference to the Financial Statements are stated in Management Discussion and Analysis which forms part of this Report.

INFORMATION PURSUANT TO RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1	The ratio of the remuneration of each director to the median remuneration of the employees of the company excluding Managing Director for the financial year	Mr. H.N. Singh Rajpoot(Chairman) – 0.00594:1 Mr. H.C. Dalal – 0.00594:1 Ms. Shruti Joshi – 0.00388:1 Mr. Prem Kapil – 0.00251:1 Mr. Vimal Kejriwal - 0.00228:1 Mr. Kishore Shete(Whole-time Director) – 0.184288:1
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Mr. H.N. Singh Rajpoot(Chairman) – NIL Mr. H.C. Dalal – NIL Ms. Shruti Joshi – 50% Mr. Prem Kapil – 28.57% Mr. Vimal Kejriwal - NIL Mr. Kishore Shete(Whole-time Director) – NIL Mr. Abhay Vasant Nerurkar (CFO) – Not applicable Ms. Aayushi Mulasi (Company Secretary) – NIL
3	The percentage increase in the median remuneration of employees	There is a approximately 88% increase in median for FY 2016-17 as compared to the previous year.

4	The number of permanent employees on the rolls of company	2 employees as on March 31, 2017.
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Not applicable to the Company.
6	Affirmation that the remuneration is as per the remuneration policy of the company.	The remuneration to employees of the Company is as per the remuneration policy of the Company.

The Company does not have any employee whose particulars are required to be given pursuant to the provisions of Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Audit Committee's terms of reference inter alia include vigil mechanism which also incorporates a whistle blower policy in terms of Section 177 (10) of the Companies Act, 2013 and in compliance with Chapter II read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has adopted Whistle Blower policy in the meeting of Board of Directors held on August 12, 2014. The Whistle Blower mechanism provides for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Governance and Ethics. The Policy is uploaded on the website of the Company on the link below:

<http://www.fgpltd.in/WhistleBlowerPolicy.pdf>

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company familiarized its independent directors on their roles, rights, responsibilities in the Company, nature of the industry in which company operates, business model of the company, etc. A note on the familiarization program adopted by the Company has been uploaded on the Company's website on the link below:

<http://www.fgpltd.in/FamiliarizationProgrammeForIndependentDirectors.pdf>

FORMAL ANNUAL PERFORMANCE EVALUATION

The Company has carried out the formal annual evaluation of the performance of the Board, committees of the Board, i.e. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and the Chairman and each of the directors individually.

The said evaluation was based on the following parameters stated in the Policy on Appointment, Training, Evaluation and Remuneration of the Directors, Key Managerial Personnel and Senior Managerial Personnel laid down by the Nomination & Remuneration Committee and adopted by the Company:

- (a) attendance at meetings of the Board and Committees thereof,
- (b) participation in meetings of the Board or Committee thereof,
- (c) contribution to strategic decision making,
- (d) review of risk assessment and risk mitigation,
- (e) review of financial statements and business performance
- (f) contribution to the enhancement of brand image of the Company.

INTER SE RELATIONSHIPS BETWEEN THE DIRECTORS

There are no relationships between the Directors inter se.

MANAGEMENT DISCUSSION AND ANALYSIS

a) Industry Structure and Developments:

Real estate and Infrastructure sector has been sluggish in the last few years. Infra projects continue to show significant delays on the completion front due to multiple reasons which include lack of funds and on-going disputes on the real estate front. The residential space continues to face headwinds in the form of muted sales and subdued consumer demand. Against this, commercial real estate market recovered, with improvements in both demand and supply. Things are looking up now with changes in the economy and various initiatives announced by the Government. The real estate sector continued to face a challenging environment due to lackluster demand scenario various policy hurdles, delay in approval cycle, continued high borrowing costs both for industry and the consumer.

The income of the Company for the year remained the same at ₹ 12.60 lakhs. However, a slight improvement in the other income of the Company was observed thereby increasing the total income during the year to ₹ 37.89 lakhs as against ₹ 33.46 for FY 2015-16; representing a total growth of 13.24% over the previous year. The Company strives to strengthen and expand its relationships with tenants, which will assist it in increasing the occupancy rate in its office properties.

b) Opportunities and Threats:

The Company's Business Centre is strategically located in Fort area of Mumbai. However, there is a limitation for expansion of the office space by the corporate in this area, as large number of corporates now prefer to shift their base to suburbs where there is greater scope to have a larger area. This trend has adversely impacted the Company's business. Nevertheless, some of them would prefer to maintain their establishments in the Fort Area, Mumbai, which may prove to be an opportunity to our Company.

Further, the Company is exposed to a number of risks such as regulatory, counterparty risk, but, it has implemented robust risk management policies and guidelines that set out the tolerance for Company's general risk philosophy. It has established a framework and process to monitor the exposures to implement appropriate measures in a timely and effective manner.

c) Outlook:

Looking at the above-mentioned facts, the future prospects for the business centre activity are not very promising. However, the management is looking out for alternative sources of generating revenue of the Company and by introducing new occupants in the existing business centres.

d) Risks and Concerns:

Risk management can be construed as the identification, assessment, and prioritization of risks followed by co-ordinated and economical application of resources to minimize, monitor, and control the probability and/or impact of unfortunate events or to maximize the realization of opportunities.

The Audit Committee (Risk Management Committee (RMC) has been dissolved w.e.f. February 02, 2017) of the Board of Directors manages and monitors the Company's risks.

e) 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 Company's performance point of view. Any kind of adverse factors are immediately reported to Board for their analysis and necessary action.

f) Financial Performance with respect to Operational Performance:

The Company has by and large been able to maintain its operations.

g) Human Resources:

The Company recognizes the value of human resource, which plays a vital role in overall performance of the Company. The 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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. Actual results might differ materially from those either expressed or implied.

AUDITORS**Statutory Auditors:**

M/s. V.S.Somani & Co., Chartered Accountants were appointed as the Statutory Auditors of the Company at the Fifty fourth AGM of the Company held on September 28, 2016 to hold office for a period of 3 (three) consecutive years from the conclusion of the Fifty Fourth AGM till the conclusion of the Fifty Seventh AGM subject to ratification by the members at every AGM of the Company.

They have confirmed that they are eligible to act as Statutory Auditors, if appointed, in accordance with Sections 139 and 141 of the Companies Act, 2013 and Rules made thereunder.

The Board of Directors after considering the recommendation by the Audit Committee recommends the ratification of appointment of M/s. V.S.Somani & Co., Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of the ensuing AGM till the conclusion of the next AGM.

Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. Parikh Parekh & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed to this Report in form MR-3 as "Annexure - C" in compliance with the provisions of Section 134(3) of Companies Act, 2013.

Internal Auditors:

The Board had appointed M/s. Vivek M. Tamhane & Co., Chartered Accountants as the Internal Auditors for the financial year 2016-17 under Section 138 of the Companies Act, 2013 and they have completed the internal audit in

line with the scope laid down by the Audit Committee for the financial year 2016-17.

Further, the Board has re-appointed M/s. Vivek M. Tamhane & Co. as Internal Auditors of the Company for the financial year 2017-18.

CORPORATE GOVERNANCE

A report on Corporate Governance along with a certificate from the Auditors of the Company regarding the compliance of conditions of Corporate Governance as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Report.

EXPLANATION AND COMMENTS ON AUDITOR'S AND SECRETARIAL AUDIT REPORT

There is no qualification, disclaimer, reservation or adverse remark made by the Statutory Auditors in Auditors' Report.

Further, there is no qualification, disclaimer, reservation or adverse remark made by the Company Secretary in practice in Secretarial Audit Report.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) RULES, 2014

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, the Company has constituted Internal Complaints Committee (ICC). The said Committee is guided by a Policy on Prevention of Sexual Harassment of Women at Workplace adopted by the company.

During the year 2016-17, the Company has not received any complaint with allegations of sexual harassment.

APPRECIATION

The Board of Directors place on record its appreciation towards all its employees for their services rendered and the shareholders for their constant support and for the faith reposed by them in the Company.

For and on behalf of the Board

H.N. Singh Rajpoot

Chairman

DIN : 00080836

Place: Mumbai

Date : August 07, 2017

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

as on financial year ended on 31.03.2017

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

I REGISTRATION & OTHER DETAILS:

i	CIN	L26100MH1962PLC012406
ii	Registration Date	June 27, 1962
iii	Name of the Company	FGP Limited
iv	Category/Sub-category of the Company	Company limited by Shares/ Indian Non-Government Company
v	Address of the Registered office & contact details	9, Wallace Street, Fort, Mumbai – 400 001, Maharashtra, Tel. : 022-22070273, 22015269, E-mail : fgpltd03@gmail.com Website : www.fgpltd.in
vi	Whether listed company	Yes. FGP Limited is listed on BSE Limited.
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/s Bigshare Services Private Limited Ltd., 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059 Ph. No.: 022 6263 8200; Fax No.: 022 6263 8299 Email: investor@bigshareonline.com ; Website: www.bigshareonline.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Business Centre Activity	681	57.14

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
	NIL				

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

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt.or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	4,583,249	0	4,583,249	38.53	4,588,261	0	4,588,261	38.57	0.04
d) Bank/Fl	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL:(A) (1)	4,583,249	0	4,583,249	38.53	4,588,261	0	4,588,261	38.57	0.04
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/Fl	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other...	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	4,583,249	0	4,583,249	38.53	4,588,261	0	4,588,261	38.57	0.04
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	23,781	23,781	0.20	0	0	0	0.00	-0.20
b) Banks/Fl	1,654	750	2,404	0.02	1,554	23,856	25,410	0.21	0.19
c) Central govt/State Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
e) Insurance Companies	685,381	750	686,131	5.77	685,381	750	686,131	5.77	0.00
f) FIIS	530	6,674	7,204	0.06	530	9,731	10,261	0.09	0.03
g) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
h) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B)(1):	687,565	31,955	719,520	6.05	687,465	34,337	721,802	6.07	0.02
(2) Non Institutions									
a) Bodies corporates									
i) Indian	207,456	24,641	232,097	1.95	183,200	24,641	207,841	1.75	-0.20
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakhs	3,611,070	780,878	4,391,948	36.92	3,292,695	1,103,017	4,395,712	36.95	0.03
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	1,850,996	0	1,850,996	15.56	1,862,723	0	1,862,723	15.66	0.10
c) Others (specify)									
(i) Overseas Corporate Bodies	0	97200	97,200	0.82	0	97,200	97,200	0.82	0.00
(ii) Non-resident individuals	13,631	6410	20,041	0.17	15,463	6,049	21,512	0.18	0.01
(iii) Any other (Non Domestic Cos.)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B)(2):	5,683,153	909,129	6,592,282	55.42	5,354,081	1,230,907	6,584,988	55.36	-0.06
Total Public Shareholding (B)= (B)(1)+(B)(2)	6,370,718	941,084	7,311,802	61.47	6,041,546	1,265,244	7,306,790	61.43	-0.04
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	10,953,967	941,084	11,895,051	100.00	10,629,807	1,277,888	11,895,051	100.00	0.00

(ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	SWALLOW ASSOCIATES LLP	2,886,046	24.26	0.00	2,886,046	24.26	0.00	0.00
2	INSTANT HOLDINGS LIMITED	1,697,197	14.27	0.00	1,702,059	14.31	0.00	0.04
3	CARNIVAL INVESTMENTS LIMITED	6	0	0.00	6	0.00	0.00	0.00
4	CRYSTAL INDIA TECH TRUST*	0	0	0.00	20	0.00	0.00	0.00
5	NUCLEUS LIFE TRUST*	0	0	0.00	20	0.00	0.00	0.00
6	PRISM ESTATES TRUST*	0	0	0.00	50	0.00	0.00	0.00
7	MONITOR PORTFOLIO TRUST*	0	0	0.00	20	0.00	0.00	0.00
8	SECURA INDIA TRUST*	0	0	0.00	20	0.00	0.00	0.00
9	STELLAR ENERGY TRUST*	0	0	0.00	20	0.00	0.00	0.0002
	Total	4,583,249	38.53	0.00	4,588,261	38.57	0.00	0.04

* During the year, Mr. Harsh Vardhan Goenka in his capacity as a Trustee of the following trusts had purchased shares of the Company, at the prevalent market price for:

1. Crystal India Tech Trust: 20 equity shares on November 17, 2016
2. Nucleus LifeTrust: 20 equity shares on November 17, 2016
3. Prism Estates Trust: 50 equity shares on January 16, 2017
4. Monitor Portfolio Trust: 20 equity shares on November 17, 2016
5. Secura India Trust: 20 equity shares on November 17, 2016;
6. Stellar Energy Trust: 20 equity Shares on November 17, 2016.

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

SI No.	Particulars of change including the change of increase/decrease (Refer Note 1 and 2 below)	Share holding at the beginning of the Year		Date of Purchase	Increase	Reason	Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company				No of shares	% of total shares of the company
	At the beginning of the year	4,583,249	38.53				4,583,249	38.53
1	Instant Holdings Limited	1,697,197	14.27	07.03.2017	2298	Market Purchase	4,585,547	38.55
				09.03.2017	600	Market Purchase	4,586,147	38.56
				14.03.2017	700	Market Purchase	4,586,847	38.56
				15.03.2017	1264	Market Purchase	4,588,111	38.57
2	Harsh Vardhan Goenka, Trustee of Secura India Trust	0	0.00	17.11.2016	20	Market Purchase	4,588,131	38.57

Sl. No.	Particulars of change including the change of increase/decrease (Refer Note 1 and 2 below)	Share holding at the beginning of the Year		Date of Purchase	Increase	Reason	Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company				No of shares	% of total shares of the company
3	Harsh Vardhan Goenka, Trustee of Crystal India Tech Trust	0	0.00	17.11.2016	20	Market Purchase	4,588,151	38.57
4	Harsh Vardhan Goenka, Trustee of Monitor Portfolio Trust	0	0.00	17.11.2016	20	Market Purchase	4,588,171	38.57
4	Harsh Vardhan Goenka, Trustee of Nucleus Life Trust	0	0.00	17.11.2016	20	Market Purchase	4,588,191	38.57
5	Harsh Vardhan Goenka, Trustee of Stellar Energy Trust	0	0.00	17.11.2016	20	Market Purchase	4,588,211	38.57
6	Harsh Vardhan Goenka, Trustee of Prism Estates Trust	0	0.00	16.01.2017	50	Market Purchase	4,588,261	38.57
	At the end of the year	4,583,249	38.53				4,588,261	38.57

- Note:** 1. The Shares held in multiple folios are combined based on the Permanent Account Number of the first named holder.
2. The date wise increase/decrease in the shareholding of the above Promoter / Entity is the date of purchase as intimated by the said Promoter / Entity.

(IV) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS AS ON MARCH 31, 2017 (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS)

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Life Insurance Corporation of India	426,479	3.59	426,479	3.59
2	The Oriental Insurance Company Limited	258,302	2.17	258,302	2.17
3	Dipak Kanayalal Shah	251,000	2.11	255,667	2.15
4	Rajendra Prasad Rathi	0	0.00	222,956	1.87
5	Sathya S	125,890	1.06	125,890	1.06
6	Savitri Devi Rathi	5055	0.04	111,691	0.94
7	Shivang Sanjay Seth	0	0.00	109,461	0.92
8	Jainex International Limited	97,200	0.82	97,200	0.82
9	Balram Bharwani	85,000	0.71	85,100	0.72
10	Rakesh Garg	44,858	0.38	44,858	0.38
11	Disha Sunil Magnani	43,400	0.36	43,400	0.36
12	Satyanarayan Khandelwal	40,111	0.34	40,171	0.34
13	Meera Milind Gadkari	25,792	0.22	30,112	0.25
14	Nirmal Bang Securities Private Limited	330,313	2.78	0	0.00

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

Shareholding of Directors & KMP

(v) Name : **Mr. Kishore Shete, Whole time Director**

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

V INDEBTEDNESS

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

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

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No	Particulars of Remuneration	Mr. Kishore Shete, Whole-time director	Total Amount
1	Gross salary		₹
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	634,912	634,912
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	172,009	172,009
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0
2	Stock option	0	0
3	Sweat Equity	0	0
4	Commission as % of profit	0	0
5	Others, please specify	0	0
	Total (A)	806,921	806,921
	Ceiling as per the Act		3,000,000

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors					Total Amount
		Mr. H.C. Dalal	Mr. Prem Kapil	Mr. Vimal Kejriwal	Ms. Shruti Joshi	Mr. H. N. Singh Rajpoot	
1	Independent Directors						₹
	(a) Fee for attending board/ committee meetings	26,000	11,000	10,000	17,000	-	64,000
	(b) Commission	0	0	0	0	-	0
	(c) Others, please specify	0	0	0	0	-	0
	Total (1)	26,000	11,000	10,000	17,000	0	64,000
2	Other Non Executive Directors						
	(a) Fee for attending board committee meetings	0	0	0	0	26,000	26,000
	(b) Commission	0	0	0	0	0	0
	(c) Others, please specify.	0	0	0	0	0	0
	Total (2)	0	0	0	0	26,000	26,000
	Total (B)=(1+2)	26,000	11,000	10,000	17,000	26,000	90,000
	Total Managerial Remuneration						90,000
	Overall Ceiling as per the Act.					₹ 1,00,000/- for each meeting	

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
		Mr. Abhay Vasant Nerurkar, CFO	Total
1	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	3,548,275	3,548,275
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	23,393	23,393
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
	as % of profit	0	0
	others, specify		0
5	Others, please specify	0	0
	Total	3,571,668	3,571,668

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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

Policy on Appointment, Training, Evaluation and Remuneration of Directors and Senior Management Personnel

1 Objective:

- (i) Ensure compliance of the applicable provisions of the Companies Act, 2013 (the Act) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to the Appointment, Training, Evaluation and Remuneration of the Directors, Senior Management Personnel, including Key Managerial Personnel,
- (ii) Adopt best practices to manage the affairs of the Company in seamless manner and achieve good corporate governance as well as sustained long-term value creation for stakeholders.

2 Constitution of the Nomination and Remuneration Committee:

The Board has re-constituted the Nomination and Remuneration Committee on May 28, 2015 and has revised its terms of reference in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on February 09, 2016.

3 Definitions:

- (i) Act means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- (ii) Board means Board of Directors of the Company.
- (iii) Company means FGP Limited.
- (iv) Directors" means Directors of the Company.
- (v) Managing Director (MD) means a director who, by virtue of the articles of a Company or an agreement with the Company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the Company and includes a director occupying the position of managing director, by whatever name called.
- (vi) Whole-time Director (WTD) in relation to Company includes a director in whole-time employment of the Company.
- (vii) Non Executive Directors (NED) in relation to Company means a member of a Company's Board of Directors who is not in whole time employment of the Company.
- (viii) Independent Director (ID) in relation to Company shall have the same meaning as defined under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ix) Key Managerial Personnel (KMP) means:
 - (i) the Chief Executive Officer (CEO) or the Managing Director(MD) or the Manager;
 - (ii) the Company Secretary (CS);
 - (iii) the Whole-time Director (WTD);
 - (iv) the Chief Financial Officer (CFO); and
 - (v) such other officer as may be prescribed by the Board of Directors from time to time.

- (x) Senior Management Personnel (SMP) means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Any word or term not defined in this Policy shall have the same meaning assigned under the Companies Act, 2013 read with Rules framed thereunder, if any else as per the General Clauses Act, 1897.

4 Diversity In The Board Of Directors:

Diversity refers to the variety of attributes of diverse nature between people and encompasses acceptance, respect and an understanding that each individual is unique. These differences can include age, gender, ethnicity, physical abilities, marital status, ideologies, background, knowledge and skills.

5 Requirements Relating To Directors:

- (i) The Company shall appoint only those persons who possess requisite qualifications & experience and positive attributes within overall framework of diversity and are able to provide policy direction to the Company, including directions on good Corporate Governance. Prior experience of being a CEO, MD, WTD of any company shall be given importance while considering appointment.
- (ii) Additional requirement for appointment of Audit Committee member:
 - a) He/she should be financially literate and possess the ability to read and understand basic financial statements i.e. Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement.
 - b) He/she should have accounting or related financial management expertise. A person will be considered to have accounting or related financial management expertise if he/she possesses experience in finance or accounting or requisite professional certification in accounting, or any other comparable experience or background which results in the financial sophistication.
 - c) He /she is or has been CEO/ CFO or other senior officer with financial oversight responsibilities.
- (iii) Disqualification:
 - (i) Any person to be appointed as Director shall not possess the following disqualifications prescribed in Section 164 (1) of the Companies Act, 2013:
 - (a) He/she shall not be less than 21 years of age.
 - (b) He/she shall not be of unsound mind nor stand so declared by a competent court.
 - (c) He/she shall not be an undischarged insolvent.
 - (d) He/she has not applied to be adjudicated as an insolvent and his/her application is pending.

- (e) He/she has not been convicted of an offense, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence.
- (ii) A person shall however not be appointed as director of the Company, if he is a director in a company which has failed to:
- File Financial Statements or Annual Returns for any continuous period of three financial years;
 - Repay deposits or pay interest thereon on due date
 - Redeem debentures on due date or pay interest due thereon
 - Pay dividend already declared by the said company, and such defaults continue for one year or more.
- (iv) Automatic vacation of the office:
A Director shall automatically vacate his office in the following cases:
- He/She attracts any disqualification mentioned herein above;
 - He/She absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board of Directors;
 - He/She acts in contravention of the provisions of section 184 relating to entering into contracts or arrangements in which he is directly or indirectly interested.
 - He/She fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184.
- (v) Applicability of Policies:
All persons appointed as Directors of the Company including the MD and the Executive Director(s), KMPs and SMPs shall ensure compliance with the Policies and Procedures adopted by the Company from time to time such as the Code of Conduct for Directors and Senior Management Personnel, the Code of Conduct for Prevention of Insider Trading, Whistle Blower Policy, Code of Corporate Governance and Ethics or any other Company's policy applicable to them.
- 6 Appointment of KMPs/ SMPs:**
- The appointment of the MD, CEO, WTD, CFO, Manager and the CS shall be approved by the Board of Directors by means of a resolution based on the recommendation of the Nomination and Remuneration Committee considering their positive attributes, qualifications and experience.
 - The appointments of SMP shall be approved by MD on recommendation of the Human Resources Department (HRD) or Department Head.
- 7 Evaluation of Performance:**
- The Nomination and Remuneration Committee (NRC) shall carry out the evaluation of performance of every Director as under:
 - Before re-appointment of Executive and non-Executive Directors.
 - At the time of recommendation of any remuneration payable to Executive and Non-Executive Directors or changes therein.
 - At such other time, as the applicable laws or the circumstances may require.
 - The evaluation of KMPs and SMPs shall be carried out by the Head of Department, if any excluding himself/herself and the MD/CEO/WTD, if any.
- The evaluation process adopted by the Company shall always consider the appropriate benchmarks set as per industry standards, performance of the Industry, the Company and of the individual KMP/SMP
- 8 Remuneration of NEDs, KMPs and SMPs:**
- Remuneration to the MD and WTD, if any, shall be proposed by the NRC and subsequently approved by the Board of Directors and the shareholders of the Company, whenever required.
 - Annual increment/ subsequent variation in remuneration to the MD/CEO/Manager/WTD, if any shall be approved by the NRC/ Board of Directors, within the overall limits approved by the shareholders of the Company.
 - The NEDs shall be entitled to receive the following within overall limits prescribed in the Companies Act, 2013:
 - Sitting fees as may be decided by the Board of Directors from time to time for attending the meeting of the Board and of the Committee thereof.
 - Payment of Commission as upto the limits permitted under Section 197 of the Companies Act, 2013 and approved by the shareholders from time to time.
 - IDs shall not be eligible for any Stock Options, pursuant to any Stock Option Plan adopted by the Company.
 - Remuneration payable to KMPs shall be recommended by NRC considering the evaluation mechanism and guiding principles of remuneration as mentioned in the policy.
 - Remuneration paid to the SMPs shall be determined by the Head of the Department by considering the evaluation mechanism as mentioned in this Policy.
- 9 DIRECTOR AND OFFICER LIABILITY INSURANCE:**
- The Company shall provide an insurance cover to Directors, KMPs & SMPs for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust shall not be treated as a part of remuneration paid to them.

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
FGP LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by FGP Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the FGP Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by FGP Limited for the financial year ended on 31st March, 2017 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) (Not applicable to the Company during the audit period) and;
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
- vi. Other laws applicable specifically to the Company namely:
 1. Transfer of Property Act, 1882;
 2. The Indian Contract Act, 1872;
 3. Bombay Municipal Corporation Act, 1888;
 4. The Maharashtra Ownership of Flats Act, 1963/ The Maharashtra Apartments Ownership Act, 1970;
 5. Property Tax;
 6. The Registration Act, 1908;
 7. Maharashtra Rent Control Act, 1999/ Bombay Rent, Hotel and Lodging House Rates Control Act, 1947

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreement entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For Parikh Parekh & Associates
Company Secretaries

Place: Mumbai Signature: Shalini Bhat
Date : August 07, 2017 FCS No: 6484 Partner
CP No: 6994

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,
The Members
FGP Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Parikh Parekh & Associates
Company Secretaries

Place: Mumbai Signature: Shalini Bhat
Date : August 07, 2017 FCS No: 6484 Partner
CP No: 6994

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company's philosophy on the Code of Governance is based on the belief that effective Corporate Governance practices constitute a strong foundation on which successful enterprises are built to last. Corporate Governance is essentially a system by which Companies are directed and controlled by the management in the best interest of all stakeholders. It is not mere compliance of laws, rules and regulations, but also the application of best management practices and adherence to the highest ethical principles in all its dealings, to achieve the objects of the Company, strive to enhance stakeholder value and discharge its social responsibility. Above all, it is a way of life, rather than merely a legal compulsion. Your Company recognizes that strong Corporate Governance is indispensable to resilient and vibrant capital markets and is, therefore, an important instrument of investor protection. It, therefore, continues to lay great emphasis on a corporate culture of conscience, integrity, fairness, transparency, accountability and responsibility for efficient and ethical conduct of its business.

A Report on compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") is given below:

Composition and category of Directors alongwith the details of their other directorships and committee memberships for the financial year 2016-17 are as follows:

Name of Director	Category	Particulars of Attendance			Directorship in other Companies excluding private companies in India & Foreign Companies	No. of Committees in which Chairman or Member [other than FGP Limited] *	
		No. of Board meetings held during the tenure	No. of Board meetings attended	Previous AGM held on September 28, 2016		Member	Chairman
Mr. H.N. Singh Rajpoot (DIN: 00080836)	Chairman, Non-Independent, Non- Executive Director	5	5	Yes	3	1	2
Mr. H. C. Dalal (DIN: 00206232)	Non-Executive, Independent Director	5	5	Yes	2	2	Nil
Ms. Shruti Joshi (DIN: 05277759)	Non-Executive, Independent Director	5	4	Yes	2	1	Nil
Mr. Prem Kapil (DIN: 06921601)	Non-Executive, Independent Director	5	4	Yes	2	1	Nil
Mr.Vimal Kejriwal (DIN: 00026981)	Non-Executive, Independent Director	5	3	No	2	Nil	Nil
Mr.Kishore Shete (DIN: 02495121)	Wholetime Director	5	5	Yes	2	2	Nil

*Only Audit committee and Stakeholders Relationship Committee are reckoned for this purpose as required by Regulation 26 of Listing Regulations.

2. BOARD OF DIRECTORS

The Board of Directors, along with its Committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby enhancing stakeholder value.

Composition of Board

The Board of Directors, as on 31.03.2017, comprised six Directors including one Whole-time Director, of which five were Non-Executive Directors. The Company has a Non-Executive Chairman and four Independent Directors as on 31.03.2017 comprising more than one-half of the total number of Directors. All Directors possess relevant qualifications and experience in general corporate management, finance, banking and other allied fields which enable them to effectively contribute to the Company in their capacity as Directors. All the Independent Directors have confirmed that they meet the 'independence' criteria as mentioned under Regulation 16(1)(b) of the Listing Regulations and Section 149 of the Act.

All the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Act and on the Committee positions held by them in other companies. None of the Directors on the Company's Board hold the office of Director in more than 20 companies, including 10 public companies. In accordance with Regulation 26 of the Listing Regulations none of the Directors are members in more than 10 committees or act as chairperson of more than 5 committees [the committees being, Audit Committee and Stakeholder Relationship Committee] across all listed entities in which he/she is a Director.

Mr. Kishore Shete holds Ten equity shares in the Company. None of the other directors of the Company holds any equity shares in the Company.

Board Meetings/ Committee Meetings and their proceedings

During the year 2016-17, five Board Meetings were held on May 25, 2016, August 02, 2016, November 09, 2016, February 02, 2017 and March 07, 2017. The gap between two meetings did not exceed 120 days.

Information Flow to the Board members

The agenda is circulated well in advance to the Board members, along with comprehensive information on the items in the agenda to enable the Board to arrive at appropriate decisions. The information as required under Part A of Schedule II to the Listing Regulations is made available to the Board. The Board also reviews the declarations made by the Chief Financial Officer and the Company Secretary regarding compliance with all applicable laws, on a quarterly basis.

Apart from receiving remuneration that they are entitled to under the Companies Act, 2013 as Non-Executive Directors and reimbursement of expenses incurred in the discharge of their duties, none of the Non-Executive Directors has any other material pecuniary relationship or transactions with the Company, its promoters, its Directors, its senior management or its subsidiaries and associates. None of the Directors are inter-se related to each other.

Details of Director proposed for Appointment/ Re-appointment at the ensuing Annual General Meeting of the Company pursuant to Regulation 36(3) of the Listing Regulations:

Mr. H.N. Singh Rajpoot

Mr. H. N. Singh Rajpoot, aged 60 years, is a science graduate and master in Economics. He is also a qualified Company Secretary, a Cost Accountant and a graduate in law with over 39 years of experience in corporate laws, securities laws, finance and commercial functions with corporates of repute, to name a few National Textile Corporation of UP Limited, Kanpur, Pradeshiya Industrial and Investment Corporation of UP Limited, Lucknow, a state level financial institution and CEAT Limited etc.

He has been actively involved in the functioning of professional bodies and industry forums. In the past, he was a member of the Finance and Banking Committee of PHD Chambers of Commerce and Industry, New Delhi. He has also served the profession of Company Secretary for more than a decade through his close association with the Institute of the Company Secretaries of India (ICSI), initially as the Hon. Secretary, Vice Chairman and Chairman of the Kanpur and Lucknow Chapters of Northern India Regional Council (NIRC) of ICSI and later, as the Hon. Vice Chairman

of the Professional Development Committee of NIRC of ICSI. Currently, he is the member of the Capital Markets Committee of the Bombay Chamber of Commerce and Industry, Mumbai and Corporate Laws Committee of the Federation of Indian Chambers of Commerce and Industry, New Delhi.

Other Directorships:

- Duncan Investments and Industries Limited
- Summit Securities Limited
- Janpragati Electoral Trust
- RPG Ventures Limited
- Mantle Advisors Private Limited
- Elasto Consulting Private Limited
- KEC Bikaner Sikar Transmission Private Limited
- RPG Industries Private Limited

Membership/Chairmanship of Committees of the Board in other public companies:

Sr. No.	Name of the Company	Name of the Committee of the Board of Directors	Member/ Chairman
1.	Summit Securities Limited	Stakeholders Relationship Committee	Chairman
		Audit Committee	Member

Mr. H. N. Singh Rajpoot does not hold any shares in the Company and he is not related to any member of the Board of Directors or to any Key Managerial Personnel of the Company.

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 www.fgpltd.in. All Board members and senior management personnel (as per Regulation 26 (3) of the Listing Regulations) have affirmed compliance with the applicable Code of Conduct. A declaration to this effect, signed by the Whole-time Director of the Company forms part of this Report.

Meeting of Independent Directors

During the year under review, the Independent Directors met on March 07, 2017, inter alia, to discuss matters as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 (3) of the Listing Regulations. At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole
- Reviewed the performance of the Chairman of the Company, taking into account the views of the Non-Executive Directors; and

- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

Board and Director Evaluation and criteria for evaluation

During the year, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Board Evaluation include inter alia, degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning. Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings, knowledge updation, using experience and credibility to performance of the Company, portrayal of ethical conduct and consistency.

Criteria for evaluation of the Committees of the Board include review of decision making and assessing core governance and compliance. The procedure followed for the performance evaluation of the Board, Committees and Directors is detailed in the Board's Report.

Familiarization Programme for Independent Directors

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

The Familiarization programmes imparted to Independent Directors are disclosed on the Company's website at the following web link:

<http://www.fgpltd.in/FamiliarizationProgrammeForIndependentDirectors.pdf>

3. AUDIT COMMITTEE

The composition of the Audit Committee is as per the requirements of Section 177 of Companies Act, 2013 and Regulation 18 of the Listing Regulations.

The charter of the Audit Committee as per Regulation 18 read with Part C of Schedule II of Listing Regulations inter alia articulates its role, powers and responsibility as follows:

- a. To recommend the appointment/re-appointment/re-placement, remuneration and terms of appointment of the Statutory Auditors and the Internal Auditors of the Company.
- b. To review and monitor independence and performance of the Statutory and Internal auditors and reviewing, with the management adequacy of the internal control systems;
- c. To approve transactions of the Company with Related Parties, including any subsequent modifications.
- d. To examine Financial Statements and Auditor's report thereon and for this purpose, to call, if necessary, the comments of the Auditors about the following:
 - I. Internal Control systems
 - II. Scope of audit, including observations of Auditors
- e. To scrutinize inter-corporate loans and investments made by the Company.
- f. To carry out valuation of undertakings and the assets of the Company as and when necessary.
- g. To evaluate the internal financial control systems.
- h. To evaluate the Risk Management Systems.
- i. To monitor, end use of funds raised through public offers (including public issue, rights issue, preferential issue, etc.) and related matters.
- j. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- k. To review effectiveness of the audit process and adequacy of the internal audit function including structure/staffing and reporting process and frequency of the internal audit.
- l. To recommend the Financial Statement to the Board for approval, after carrying out the procedure mentioned at (d) above.
- m. To investigate into any matter specified under serial nos. a. to i. above and for this purpose to obtain advice of external professionals, if necessary, and accord them full access to the information contained in the records of the Company.
- n. To give personal hearing to the Auditors and key managerial personnel when, if necessary, while reviewing the Auditor's Report.
- o. To oversee the Company's financial reporting process and disclosure of the financial information to ensure that the financial statements are correct, sufficient and creditable.

- p. To review the Annual Financial Statements and Auditor's Report with the Management before submitting the same to the Board particularly the following:
- i. Matters required to be included in the Directors', Responsibility Statement to be included in the Board's Report in terms of Clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - ii. Changes, if any, in accounting policies and practices and reasons for the same.
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management.
 - iv. Significant adjustments made in the financial statements arising out of audit findings
 - v. Compliance with listing and other legal requirements relating to financial statements.
 - vi. Disclosure of any related party transactions.
 - vii. Qualifications/ modified opinions in draft Audit Report.
- q. To review with the Management the quarterly financial statements before submitting the same to the Board.
- r. To discuss with the Internal Auditors any significant findings and follow-up thereof.
- s. To review findings of the internal investigation, including the matters of suspected frauds or irregularities or failure of internal control systems of material nature and reporting the matter to the board.
- t. To discuss with the Statutory Auditors the nature and scope of audit before commencement of the audit and also after completion of audit, to ascertain any internal area of concern.
- u. To look into the reasons for substantial defaults for payment to the deposit holders, debenture holders and creditors.
- v. To review the functioning of the Whistle Blower Mechanism.
- w. Approval of appointment of CFO (i.e. the whole-time Finance Director or any other persons heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- x. To Carry out any other function, as may be assigned to Audit Committee pursuant to any amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI guidelines and the applicable provisions of the Companies Act, 2013 as amended or re-enacted from time to time.
- y. To review the following information/document:
- (i) Management discussion and analysis of financial condition and results of operation;
 - (ii) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - (iii) Management letter of internal control weakness issued by the statutory auditors;
 - (iv) Internal audit reports relating to internal control weakness; and
 - (v) The appointment, removal and terms of remuneration of the Chief internal auditor.
 - (vi) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7).

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 Chairman of the Audit Committee Mr. H.C. Dalal was personally present at the 54th Annual General Meeting of the Company.

During the year 2016-17, four meetings of the Committee were held on May 25, 2016, August 02, 2016, November 09, 2016 and February 02, 2017 and the gap between two meetings did not exceed 120 days.

As on March 31, 2017, the composition and the particulars of meetings attended by the members was as follows:

Name of Director	Category	No. of Meetings Attended
Mr. H.C. Dalal, Chairman	Independent	4
Ms. Shruti Joshi	Independent	3
Mr. Vimal Kejriwal	Independent	2
Mr. H.N. Singh Rajpoot	Non- Independent	4

Requisite quorum was present at the above Meetings. The Chief Financial Officer, Statutory Auditors, Internal Auditors and any other executive as and when required are the invitees to the Audit Committee meetings. Company Secretary acts as the Secretary to the Audit Committee.

During the year, the Audit Committee reviewed key audit findings covering operational, financial and compliance areas. Risk mitigation plans covering key risks affecting the Company were presented to the Committee. The Chairman of the Committee briefs the Board members about the significant discussions at Audit Committee Meetings.

4. NOMINATION AND REMUNERATION COMMITTEE

The terms of reference of Nomination and Remuneration Committee ("NRC") include the new requirements as per Regulation 19 of the Listing Regulations read with Part D of Schedule II thereto as well as Section 178 of the Act and, inter alia include the following matters:

- a) To ensure that the general character of the management or the proposed management of the Company shall not be prejudicial to the interest of its present and/or future depositors, if any.
- b) To ensure fit and proper criteria status of existing/proposed directors.
- c) To lay down criteria such as qualification, positive attributes and independence for appointment of persons as directors or in the senior management.
- d) To identify persons who are qualified to become directors and who may be appointed in senior management positions, as per the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- e) To recommend to the Board the appointment and removal of the Directors, including Independent Directors;
- f) To formulate criteria for evaluation of performance of independent directors and the board of directors and to carry out evaluation of every director's performance;
- g) To recommend to the Board a policy relating to the remuneration for directors, including Managing Director(s) and Whole-time Director(s), key managerial personnel and other employees. While formulating the policy, the NRC shall ensure that:
 - (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
 - (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
 - (iii) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance

objectives appropriate to the working of the Company and its goals.

- h) To recommend remuneration to be paid to a Director for any service rendered by him to the Company which are of a professional nature and provide an opinion, whether such Director possess the requisite qualification for the practice of such profession;
- (i) To devise and recommend to the Board for approval a policy on diversity of board of directors;
- (j) To consider whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

The NRC deals with the matters specified in Regulation 19 read with Part D of Schedule II of Listing Regulations and also reviews the overall compensation structure and policies of the company.

During the year 2016-17, four meetings of the Committee were held on May 25, 2016, November 09, 2016, February 02, 2017 and March 07, 2017.

The composition and the particulars of meetings attended by the members were as follows:

Name of Director	Category	No. of Meetings Attended
Mr. Prem Kapil, Chairman	Independent	3
Mr. H.C. Dalal	Independent	4
Mr. H. N. Singh Rajpoot	Non- Independent	4

A. Payments to Non-executive Director and details of remuneration paid to all the Directors:

The Non-executive Directors are entitled to sitting fees for attending every board meeting. Further, members of the Board who are members on the Audit Committee receive sitting fees for attending the meetings of the Audit Committee. The sitting fees paid to the directors are within the limits prescribed under the Companies Act, 2013 and Rules made thereunder.

The remuneration paid to the Wholetime Director during the financial year 2016-17 is given hereunder:

Name	Salary (₹)	Perquisites (₹)	Commission	Total (₹)
Mr. Kishore Shete	6,34,912/-	1,72,009/-	NIL	8,06,921/-

Period of Contract: April 1, 2017 to March 31, 2018.

The Wholetime Director may terminate the contract by giving three months notice. The Company may terminate the contract by giving three months notice or by payment of three months basic salary in lieu of notice.

As at March 31, 2017, Mr. Kishore Shete held 10 Equity Shares of the Company.

The Non-Executive Directors were paid sitting fees in the following manner for per meeting:

1. Board Meeting: ₹ 2,000/-
2. Audit Committee Meeting : ₹ 2,000/-
3. Nomination and Remuneration Committee Meeting: ₹ 1000/-
4. Stakeholders Relationship Committee Meeting: ₹ 1000/-

The following sitting fees were paid to the directors for attending meetings of the Board of Directors and Committee meetings:

Name of Director	Sitting fees for Board Meeting (₹)	Sitting fees for Audit Committee Meeting (₹)	Sitting fees for Nomination & Remuneration Committee Meeting (₹)	Sitting fees for Stakeholders Committee Meeting (₹)
Mr. H.N.Singh Rajpoot	10,000	8,000	4,000	4,000
Ms. Shruti Joshi	8,000	6,000	-	3,000
Mr. Vimal Kejriwal	6,000	4,000	-	-
Mr. Prem Kapil	8,000	-	3,000	-
Mr. H. C. Dalal	10,000	8,000	4,000	4,000
Total	42,000	26,000	11,000	11,000

The NRC has formulated a Policy on Appointment, Training, Evaluation and Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel. The said policy has also been approved by the Board of Directors.

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

B. Nomination and Remuneration Policy:

The Board has approved Nomination and Remuneration Policy as recommended by Nomination and Remuneration Committee which forms part of Directors' Report.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee acts in accordance with the provisions of Section 178 of the Companies Act, 2013 and inter alia approves consolidation, split of certificates, rematerialization of shares, redressal of complaints received from the shareholders.

The terms of reference of the Stakeholders Relationship Committee envisage the following:

- a) Consider and resolve the grievances of the security holders i.e. currently, the shareholders and the deposit holders of the Company.
- b) Review and deal with complaints and queries received from the investors.
- c) Review and deal with responses to letters received from the Ministry of Corporate Affairs, the Stock Exchanges, the Depositories and Securities and Exchange Board of India (SEBI) and other regulatory authorities.
- d) Review the transfer and transmission of securities.
- e) Review issue of duplicate share certificates.

During the year 2016-17, four meetings of the Committee were held on May 25, 2016, August 02, 2016, November 09, 2016 and February 02, 2017.

Ms. Aayushi Mulasi, Company Secretary of the Company is the Compliance Officer for complying with the requirements of Securities Law and acts as Secretary to the Committee.

The composition and the particulars of meetings attended by the members were as follows:

Name of Director	Category	No. of Meetings Attended
Mr. H. N. Singh Rajpoot – Chairman	Non- Independent	4
Mr. H.C. Dalal	Independent	4
Mrs. Shruti Joshi	Independent	3
Mr. Kishore Shete	Non-Independent	4

The Board of Directors have, at their meeting held on February 09, 2016, delegated the following powers to Mr. H. N. Singh Rajpoot, Director, Mr. Kishore Shete, Whole-time Director and the Company Secretary:

- Transfer/transmission of shares/name deletion
- Split, consolidation and sub division of share/debenture certificates.

The Company had adopted a Code of Fair Disclosure and Conduct, under the amended SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the "Insider Trading Regulations") in the Board Meeting held on May 28, 2015, which lays down guidelines to regulate, monitor and report trading by the Company's employees and other connected persons in terms of Regulation 8 and 9 of the Insider Trading Regulations. The same was complied by all the employees and other connected persons during the year under review.

The Compliance Officer has been entrusted with the responsibility for ensuring compliance with and for the

effective implementation of the Regulations and the Code across the Company.

The queries received from investors are being regularly attended to and are being resolved. The Committee also reviews these queries.

The details of Shareholders Complaints received so far and attended during the Financial Year 2016-17 are as follows:-

Nature of Complaint	2016-17	
	Received	Attended to
Non-receipt of Dividend Warrant	1	1
Non-receipt of Demat Credit	5	5
TOTAL	6	6

Outstanding complaints as on March 31, 2017 were Nil. No requests for transfers were pending for approval as on March 31, 2017.

6. RISK MANAGEMENT COMMITTEE

During the year, the Risk Management Committee (RMC) comprised of Mr. H.C. Dalal (Chairman), Ms. Shruti Joshi, Mr. Vimal Kejriwal and Mr. H.N. Singh Rajpoot.

The terms of reference of the Committee include the following:

1. To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management.

2. To establish a framework for the company's risk management process and to ensure its implementation.

3. To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.

During the year 2016-17, one meeting of the Committee was held on February 02, 2017.

The composition and the particulars of meetings attended by the members were as follows:

Name of Director	Category	No. of Meetings Attended
Mr. H.C. Dalal, Chairman	Independent	1
Ms. Shruti Joshi	Independent	1
Mr. Vimal Kejriwal	Independent	1
Mr. H.N. Singh Rajpoot	Non- Independent	1

However, because the constitution of this Committee is applicable only to top 100 listed entities determined on the basis of market capitalization as at the end of immediate previous financial year, the Board of Directors, in its meeting held on February 02, 2017, passed a resolution for dissolution of Risk Management Committee formed voluntarily with effect from February 02, 2017.

7. DETAILS OF PREVIOUS GENERAL MEETINGS

Year	Venue	Day, Date	Time	Special resolution, if any
2013-14	Textiles Committee Complex, P.Balu Road, Prabhadevi, Mumbai - 400 025.	Tuesday, September 30, 2014	03.30 p.m.	None
2014-15	Textiles Committee Complex, P.Balu Road, Prabhadevi, Mumbai - 400 025.	Thursday, September 24, 2015	02.30 p.m.	<ul style="list-style-type: none"> • Adoption of revised Articles of Association of the Company • Re-appointment of Mr. Kishore Shete as Wholetime director of the Company.
2015-16	Textiles Committee Complex, P. Balu Road, Prabhadevi, Mumbai - 400 025.	Thursday, September 28, 2016	12 noon	Approval of change in place of keeping the Register of Members alongwith indices of members and any other document pertaining to change in Registrar and Share Transfer Agent

All resolutions moved at the last Annual General Meeting were passed by the requisite majority of shareholders. No Extra-ordinary General Meeting of the shareholders was held during the year. During the year under review, no resolution was put through by Postal Ballot. No resolution is proposed to be conducted through postal ballot.

In compliance with Regulation 44 of the Listing Regulations and provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Rules, the Company had offered e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company had entered into an agreement with Central Depository Services Limited (CDSL) for facilitating e-voting.

8. DISCLOSURES

- a. The Company has formulated a Related Party Transactions Policy Under the provisions of Regulation 23 of Listing Regulations and the same is displayed on the Company's website at the following weblink:

<http://www.fgpltd.in/RelatedPartyTransactionsPolicy.pdf>

- b. During the year, there were no materially significant related party transactions, i.e. transactions of the Company of material nature with its promoters, their subsidiaries, the Directors or the management or relatives, etc. that may have potential conflict with the interests of the Company at large. Declarations have been received from the senior management personnel to this effect.
- c. The Company has complied with the requirements of the Stock Exchanges/ SEBI and statutory authorities on all matters related to the capital markets during the last three years. No penalty or strictures were imposed on the Company by these authorities.
- d. The Whole-time Director and the Chief Financial Officer have certified to the Board in accordance with Part B of Schedule II to the Listing Regulations pertaining to CEO/ CFO certification for the Financial Year ended March 31, 2017 in their certificate dated June 09, 2017.
- e. The Company has formulated a Risk Management Committee and has a well defined risk management framework in place. The Company periodically places before the Audit Committee and the Board, the key risks and the risk assessment and mitigation procedures followed by the Company.

However, because the constitution of this Committee is applicable only to top 100 listed

entities determined on the basis of market capitalization as at the end of immediate previous financial year, the Board of Directors, in its meeting held on February 02, 2017, passed a resolution for dissolution of Risk Management Committee formed voluntarily with effect from February 02, 2017.

- f. The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. (Weblink: <http://www.fgpltd.in/WhistleBlowerPolicy.pdf>)
- g. The Company has prepared the Financial Statements in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.
- h. The Company has complied with all the mandatory and non mandatory requirements of the Listing Regulations relating to Corporate Governance and also complied with Clauses (b) to (i) of Regulation 46 (2) (except (h) which is not applicable to the Company) relating to the dissemination of information on the website of the Company. The status of compliance with the non-mandatory requirements listed in Part E of Schedule II of the Listing Regulations is as under:
- The Non-Executive Chairman maintains a separate office, for which the Company is not required to reimburse expenses.
 - The financial statements of the Company are with unmodified audit opinion.
 - The Chairman of the Board is a Non-Executive Director and his position is separate from that of the Managing Director & CEO.
 - The Internal Auditor reports to the Audit Committee.

Certificate from the Company's Statutory Auditors M/s. V.S. Somani & Co., Chartered Accountants confirming compliance with conditions of Corporate Governance as stipulated under Listing Regulations is attached and forms a part of Board Report.

9. MEANS OF COMMUNICATION

The quarterly, half-yearly and annual results are regularly submitted to the Stock Exchange in accordance with Regulation 33 of the Listing Regulations and are published in newspapers like Free Press Journal (English) and Navshakti (Marathi). These are not sent individually to the shareholders.

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

There were no presentations made to institutional investors or analysts.

10. GENERAL SHAREHOLDERS' INFORMATION

10.1 Annual General Meeting

- Date: September 18, 2017
- Time: 4 pm.
- Venue: K. Bhagat Tarachand Banquet, Plot No.44 A, Opp Hemu Kalani Marg, Sindhi Society, Chembur, Mumbai, Maharashtra 400071

10.2 Financial Year : 1st April to 31st March

- First quarter results : By first week of August*
- Second quarter results : By last week of October*
- Third quarter results : By first week of February*
- Fourth quarter results : By second last week of May*

*Tentative

10.3 Date of Book Closure

From: - Wednesday, September 11, 2017 to Wednesday, September 18 2017 (both days inclusive)

10.4 Dividend Payment Date: Not Applicable

10.5 Listing on Stock Exchange: At the BSE Limited

10.6 (a) Stock Code – Physical: BSE 500142

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

10.7 Market Price Data

High and Low prices of the Company's shares on BSE with corresponding BSE Sensex April 2016 to March 2017

Months	High		Low	
	FGP Price (₹)	BSE Sensex	FGP Price (₹)	BSE Sensex
April 2016	3.28	29,094.61	2.27	26,897.54
May 2016	2.97	28,071.16	2.30	26,423.99
June 2016	2.70	27,968.75	1.99	26,307.07
July 2016	2.78	28,578.33	2.17	27,416.39

August 2016	2.53	28,417.59	1.91	25,298.42
September 2016	2.20	26,471.82	1.73	24,833.54
October 2016	2.42	27,618.14	1.99	26,168.71
November 2016	2.88	26,824.30	2.07	25,451.42
December 2016	2.25	26,256.42	2.04	24,867.73
January 2017	2.20	26,197.27	1.83	23,839.76
February 2017	2.14	25,002.32	1.81	22,494.61
March 2017	2.12	25,479.62	1.58	23,133.18

10.8 Registrar & Share Transfer Agents: Bigshare Services Pvt. Ltd.

Unit: FGP Limited

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East, Mumbai – 400 059
Tel: 022 6263 8200
Fax: 022 6263 8299
Email: investor@bigshareonline.com;
Website: www.bigshareonline.com

10.9 Share Transfer System:

- Share transfers are registered and duly transferred share certificates are returned to the lodger within a period of fifteen days from the date of receipt, if the documents are otherwise in order.
- Pursuant to Regulation 40 (9) of the Listing Regulations, certificates have been issued on a half-yearly basis, by a Company Secretary in practice, certifying due compliance of share transfer formalities by the Company.
- A Company Secretary in practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).
- Pursuant to Regulation 7(3) of the Listing Regulations, certificates are filed with the stock exchange on half yearly basis by the Compliance Officer and the representative of the Registrar and Share Transfer Agent for maintenance of an appropriate share transfer facility.

10.10 Distribution of Shareholding as on March 31, 2017:

Sr. No.	Number of equity shares held	No. of shareholders		No. of Shares held		% of Equity Capital	
		Physical	Demat	Physical	Demat	Physical	Demat
1	1 to 500	12,506	5,818	8,41,837	8,37,103	7.08	7.04
2	501 to 1,000	189	678	1,41,753	5,94,174	1.19	5.00
3	1,001 to 2,000	41	375	61,265	5,98,037	0.52	5.03
4	2,001 to 3000	13	116	31,993	3,06,004	0.27	2.57
5	3,001 to 4,000	6	57	21,155	2,03,784	0.18	1.71
6	4,001 to 5,000	3	65	13,920	3,08,417	0.12	2.59
7	5,001 to 10,000	6	79	41,415	5,64,774	0.35	4.75
8	10,001 & above	2	59	1,07,631	72,21,789	0.90	60.71
	Total	12,766	7,247	12,60,969	1,06,34,082	10.60	89.40

10.11- Categories of shareholding as on March 31, 2017:

Category	No. of shares held	Percentage to total share capital
Promoter		
Promoters' Holdings	45,88,261	38.57
Public		
Foreign holding (FIIs, OCBs and NRIs)	1,28,973	1.08
Financial Institutions/ Banks/ Insurance Companies	7,11,541	5.99
Corporate Bodies	1,89,707	1.59
Directors and their relatives	10	0.00
Mutual Funds, Indian Public and Others	62,76,559	52.77
Total	1,18,95,051	100.00

10.12 Dematerialization of Shares and Liquidity:

As on March 31, 2017 - 89.40 % 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

10.13 Disclosure in respect to Equity Shares in Unclaimed Securities Suspense Account:

Pursuant to Regulation 39(4) of the Listing Regulations [Clause 5A of the erstwhile Listing Agreement], no equity shares of the Company were transferred during to the Unclaimed Securities Suspense Account ('the Suspense Account') of the Company.

10.14 Secretarial Audit

Parikh Parekh & Associates, Practicing Company Secretaries have conducted the Secretarial Audit of the Company for the year 2016-17. Their Audit Report confirms that the Company has complied with the applicable provisions of the Companies Act, 2013 and the Rules made there under, Listing Agreement with BSE Limited, Listing Regulations, applicable SEBI Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.

10.15 Plant Location: Not Applicable

10.16 Address for Correspondence:

Compliance Officer:
Ms. Aayushi Mulasi
Company Secretary
FGP Limited

Registered Office:

9, Wallace Street, Fort, Mumbai – 400 001
Tel: 91-22-22015269/ 22070273
Fax: 91-22-25297423
Email: fgpltd03@gmail.com
Website: www.fgpltd.in

Registrar and Share Transfer Agents:

Bigshare Services Pvt. Ltd.
Unit: FGP Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri East, Mumbai – 400 059 Maharashtra
Tel: 022 6263 8200 Fax: 022 6263 8299
Email: investor@bigshareonline.com;
Website: www.bigshareonline.com

DECLARATION

As provided under Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members and the senior management personnel have affirmed compliance with the code of conduct for the Board of directors and senior management, as applicable to them, for the year ended March 31, 2017.

For **FGP Limited**

Place: Mumbai
Dated: August 07, 2017

Kishore Shete
Wholetime Director

AUDITOR'S CERTIFICATE REGARDING COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE

To the Members of FGP Limited

1. We have examined the compliance of conditions of Corporate Governance by FGP Limited ("the Company"), for the year ended on 31st March, 2017, as stipulated in relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable.
5. 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 **V. S. Somani and Co.**
Chartered Accountants
Firm Reg No. 117589W

Place : Mumbai
Date : August 08, 2017

V. S. Somani
Proprietor
M. No. 102664

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF FGP LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of FGP Limited ("the Company"), which comprise the Balance Sheet as at March 31st, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend

on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its statement of Loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and 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 it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone

- financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on March 31st, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls ,refer to our separate report in Annexure B;
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our Information and according to the explanations given to us:
- i. The Company has disclosed the impact, of pending litigations as at March 31st, 2017 on its financial position in note no. 19 of financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There are no amounts which are required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. The Company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 08th, 2016 to December 30th, 2016 at note no. 21 and these are in accordance with the books of account maintained by the Company.

For **V.S. SOMANI & CO.**
Chartered Accountants
F. R. No.117589W

Vidyadhar Somani
Proprietor
Membership No.102664

Place: Mumbai
Date : June 09,2017

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT FGP LIMITED

(Annexure referred to in paragraph 1 to 'Report on Other Legal and Regulatory Requirements' Section 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, physical verification of fixed assets was conducted by the management during the year. No material discrepancies were noticed on such physical verification.
- (c) Title deeds of immovable properties as disclosed in Note 7 on fixed assets to the financial statements are held in the name of the Company except for ownership of residential flat at Hampton Court, Woodhouse Road, Colaba, Mumbai which is in dispute and pending before Appellate Court of Small Causes.
- ii. Having regard to the nature of the Company's business the Company does not have any inventory during the year hence reporting under clause 3(ii) of the CARO 2016 is not applicable.
- iii. The Company has not granted any loans, secured or unsecured, during the year to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, sub-clause (a), (b) and (c) are not applicable.
- iv. The Company has not given any loans, made investments, issued guarantees and security as per Section of 185 and 186 of the Act.
- v. The Company has not accepted any deposits from the public. Therefore the question of complying with the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 of the Act and the Rules framed there under to do not arise.
- vi. In respect of maintenance of Cost records under Section 148(1) of the Act, having regard to the nature of the Company's business / activities, reporting under clause 3(vi) of the CARO 2016 is not applicable.
- vii. (a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Income-Tax, Service Tax, cess and any other statutory dues applicable to it. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of undisputed statutory dues which remained outstanding as at 31st March 2017 for a period of more than six months from the date they became payable.
- (b) According to the records made available to us and the information and explanations given by the management, there are no dues of Income Tax or Service Tax or cess, which have not been deposited on account of any dispute.
- viii. The Company has not taken any loans from any banks or financial institutions or Government and has not issued any debentures.
- ix. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and has not availed any term loans.
- x. According to the information and explanation given to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year in the course of our audit.
- xi. Managerial Remuneration has been provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the CARO 2016 is not applicable.
- xiii. All transactions with the related parties are in compliance with Sections 177 and 188 of the Act, and details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures under review, therefore the compliance of the requirements of Section 42 of the Act are not applicable.
- xv. Pursuant to the provisions of Section 192 of the Company has not entered into any non-cash transactions with directors or persons connected with him / her.
- xvi. As per information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934

For **V.S. SOMANI & CO.**
Chartered Accountants
F. R. No.117589W

Vidyadhar Somani

Proprietor

Membership No.102664

Place: Mumbai
Date : June 09,2017

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT FGP LIMITED

We have audited the internal financial controls over financial reporting of FGP LIMITED ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on, the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **V.S. SOMANI & CO.**
Chartered Accountants
F. R. No.117589W

Vidyardhar Somani
Proprietor

Place: Mumbai
Date : June 09, 2017

Membership No.102664

BALANCE SHEET AS AT MARCH 31, 2017

Particulars	Note Ref.	As at March 31, 2017 (₹)	As at March 31, 2016 (₹)
I EQUITY & LIABILITIES			
1 Shareholder's Funds			
(a) Share Capital	2	118,950,510	118,950,510
(b) Reserve & Surplus	3	(86,050,800)	(77,991,639)
(c) Money Received Against Share Warrants		-	-
		<u>32,899,710</u>	<u>40,958,871</u>
2 Share Application Money Pending Allotment		-	-
3 Non-Current Liabilities			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long-Term Provisions		-	-
		<u>-</u>	<u>-</u>
4 Current Liabilities			
(a) Short-Term Borrowings		-	-
(b) Trade Payables	4	1,507,954	866,337
(c) Other Current Liabilities	5	229,046	35,020
(d) Short-Term Provisions	6	469,280	469,280
		<u>2,206,280</u>	<u>1,370,637</u>
Total		<u><u>35,105,990</u></u>	<u><u>42,329,508</u></u>
II ASSETS			
1 Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	7	167,773	183,403
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
(iv) Intangible Assets Under Development		-	-
		<u>167,773</u>	<u>183,403</u>
(b) Non-Current Investments		-	-
(c) Deferred Tax Assets (net)		-	-
(d) Long-Term Loan and Advance		-	-
(e) Other Non-Current Assets		-	-
		<u>-</u>	<u>-</u>
2 Current Assets			
(a) Current Investments	8	27,052,143	34,567,464
(b) Inventories		-	-
(c) Trade Receivables	9	-	12,881
(d) Cash and Bank Balances	10	1,331,861	1,173,079
(e) Short-Term Loans and Advances	11	6,554,213	6,392,681
(f) Other Current Assets		-	-
		<u>34,938,217</u>	<u>42,146,105</u>
Total		<u><u>35,105,990</u></u>	<u><u>42,329,508</u></u>

Statement of Significant Accounting Policies and Other explanatory Notes form part of the Balance Sheet and Statement of Profit and Loss. Note Ref.1

As per our Report attached
For V.S.Somani and Co.
Chartered Accounts

For and on behalf of the Board of Directors

Vidyadhar Somani
Proprietor

H.C.Dalal
Director
DIN:00206232

Kishore Shete
Wholetime Director
DIN.02495121

H.N.Singh Rajpoot
Director
DIN.00080836

Abhay Vasant Nerurkar
Chief Financial Officer

Aayushi Mulasi
Company Secretary

Place: Mumbai
Date : June 09, 2017

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

Particulars	Note Ref.	2016-2017		2015-2016	
		(₹)	(₹)	(₹)	(₹)
Revenue					
I Revenue from Operation (Gross):					
Sale of Services	12	1,260,000		1,260,000	
Less: Excise duty		-	1,260,000	-	1,260,000
II Other Income	13		<u>2,529,063</u>		<u>2,086,159</u>
III Total Revenue (I+II)			<u>3,789,063</u>		<u>3,346,159</u>
IV Expenses					
Cost of Materials Consumed		-		-	
Purchases of Stock-In-Trade		-		-	
Changes in inventories of finished goods work-in - progress and stock-in-trade		-		-	
Employee Benefit Expenses	14	4,288,266		1,671,162	
Finance Costs		-		-	
Depreciation and Amortisation		15,630		15,630	
Other Expenses	15	7,544,328	11,848,224	7,741,238	9,428,030
Total Expenses			<u>11,848,224</u>		<u>9,428,030</u>
V Profit / (Loss) before exceptional, extraordinary items and tax (iii-iv)			(8,059,161)		(6,081,871)
VI Exceptional Items			-		-
VII Profit / (Loss) before extraordinary items and tax (v-vi)			(8,059,161)		(6,081,871)
VIII Extraordinary Items			-		-
IX Profit / (Loss) before tax (vii-viii)			(8,059,161)		(6,081,871)
X Tax Expenses					
1 Current Tax			-		-
2 Deferred Tax			-		-
XI Profit / (Loss) After Tax (IX-X)			<u>(8,059,161)</u>		<u>(6,081,871)</u>
XII Earning per Equity Share:					
Basic/Diluted			(0.68)		(0.51)
Per Value (in ₹)			10/- each		10/- each

Statement of Significant Accounting Policies and Other explanatory Notes form part of the Balance Sheet and Statement of Profit and Loss. Note Ref.1

As per our Report attached
For V.S.Somani and Co.
Chartered Accounts

Vidyadhar Somani
Proprietor

H.C.Dalal
Director
DIN:00206232

Abhay Vasant Nerurkar
Chief Financial Officer

For and on behalf of the Board of Directors

Kishore Shete
Wholetime Director
DIN.02495121

H.N.Singh Rajpoot
Director
DIN.00080836

Aayushi Mulasi
Company Secretary

Place: Mumbai
Date : June 09, 2017

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Particulars	2016-2017		2015-2016	
	₹	₹	₹	₹
A Cash Flow from Operating Activities				
Net Profit Before Tax		(8,059,161)		(6,081,871)
Adjustment for:				
Depreciation	15,630		15,630	
Provision for Diminution in value of Investment	(961,728)		961,728	
Profit on Sale of Investment	(135,235)		(544,414)	
Dividend Income	(1,296,580)		(1,217,863)	
Loss on Sale of Investment	669,982		-	
Interest Income	(135,520)	(1,843,451)	(323,882)	(1,108,801)
Operating Profit before Working Capital Changes		(9,902,612)		(7,190,672)
Working Capital Changes:				
(Increase) / Decrease in Current Assets	31,056		(141,182)	
Increase / (Decrease) in Current Liabilities	835,643	866,699	359,115	217,933
Cash Generated from Operations		(9,035,913)		(6,972,739)
Income Tax paid (Net of Refunds)		(75,287)		(111,861)
Net Cash Flow from Operating Activities - I		(9,111,200)		(7,084,600)
B Cash Flow from Investing Activities				
Purchase of Investments	-		(3,029,192)	
Proceeds from sale of Investments	7,942,302		3,044,414	
Interest Received	31,100		323,882	
Dividend Received	1,296,580		1,217,863	
Net Cash Flow Investing Activities-II		9,269,982		1,556,967
Cash Flow after Investing Activities - III =(I-II)		158,782		(5,527,633)
C Cash Flow From Financing Activities :				
Net Changes in Cash and Cash Equivalent (A+B+C)				
Opening Cash and Cash Equivalent	1,173,079		6,700,712	
Closing Cash and Cash Equivalent	1,331,861		1,173,079	
Net Increase / (Decrease) In cash and Cash Equivalents		158,782		(5,527,633)

Note: Figures in brackets indicated as cash outflow.

As per our Report attached
For V.S.Somani and Co.
Chartered Accounts

Vidyadhar Somani
Proprietor

H.C.Dalal
Director
DIN:00206232

Abhay Vasant Nerurkar
Chief Financial Officer

For and on behalf of the Board of Directors

Kishore Shete
Wholetime Director
DIN.02495121

H.N.Singh Rajpoot
Director
DIN.00080836

Aayushi Mulasi
Company Secretary

Place: Mumbai
Date : June 09, 2017

SIGNIFICANT ACCOUNTING POLICIES

Note-1

a) Accounting Convention

The financial statements have been prepared on historical cost convention and on accrual basis. The financial statements have been prepared in accordance with the Accounting Standards as prescribed in section 129 and 133 of Companies Act, 2013.

b) Use of Estimates

The preparation of the financial statements in conformity with the Generally Accepted Accounting Principles applicable in India and the provisions of the Companies Act, 2013 requires that the Management makes estimates and assumptions that affect the reported amounts of the assets and liabilities, disclosure of the contingent liabilities as at the date of the Financial Statements and reported amount of the revenue and expenses during the reported year. Actual results could defer from those Estimates.

c) Fixed Assets- Property, Plant and Equipment

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

d) Depreciation , Amortisation and Impairment

Depreciation on fixed assets is charged on straight line method as per the rates prescribed under Schedule II to the Companies Act, 2013 except that depreciation on fixed assets installed at the Business Centre at the rate of 33 $\frac{1}{3}$ per cent on the Straight line method.

Impairment of assets is ascertained at each balance sheet date in respect of the Company's Fixed Assets. An impairment loss is recognised whenever carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

e) Borrowing Costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalised as a part of such assets. All other borrowing costs are charged to revenue in the year in which they are incurred.

f) Investments

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.

Current investments are stated at lower of cost or Net Asset Value.

g) Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank, cheques on hand, cash in hand and demand deposits with an original maturity more than twelve months.

h) Revenue Recognition

Revenue from the Services to Occupants are accounted on accrual basis as per terms of contract (Excluding Service tax). Revenue in respect of insurance / other claims, interest, commission etc. are recognised only when there is reasonably certainty on accrual.

Dividend on investments is recognised on right to receive the payment is established.

i) Employee Benefits

1. Short term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.
2. Long-Term benefit

Defined Contribution Plan:

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 contribution to Defined Contribution Plan is charged to statement of Profit and Loss account.

j) Taxes on Income

a) Current Tax

Provision for Income Tax is determined in accordance with the provisions of the Income Tax Act, 1961.

b) Deferred Tax

Deferred tax is recognised on timing difference being the differences between taxable income and accounting income those originate in one period and are capable of reversal in one or more subsequent period(s).

k) Provisions and Contingent Liabilities

- a) A provision is recognised when there is present obligation as a result of past event and it is obligation probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.
- b) A disclosure for a contingent liability is made when there is a possible or present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of out flow of resources is remote, no provision or disclosure is made.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

2. SHARE CAPITAL

Note- i) Disclosure pursuant to Note no.6(A)(a,b& c) of Part I of Schedule III to the Companies Act, 2013

Share Capital	As at March 31, 2017		As at March 31, 2016	
	Number	₹	Number	₹
Authorised				
Equity Shares of face value ₹10/- each	15,000,000	150,000,000	15,000,000	150,000,000
Preference Shares of face value ₹10/- each	5,000,000	50,000,000	5,000,000	50,000,000
	<u>20,000,000</u>	<u>200,000,000</u>	<u>20,000,000</u>	<u>200,000,000</u>
Issued				
Equity Shares of face value ₹10/- each	11,895,051	118,950,510	11,895,051	118,950,510
Subscribed and Paid up				
Equity Shares of ₹10/- each fully paid	11,895,051	118,950,510	11,895,051	118,950,510
Total	<u>11,895,051</u>	<u>118,950,510</u>	<u>11,895,051</u>	<u>118,950,510</u>

Note-ii) Disclosure pursuant to Note no.6(A)(d) of Part I of Schedule III to the Companies Act, 2013

Particulars	Equity Shares		Preference Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	11,895,051	118,950,510	-	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	11,895,051	118,950,510	-	-

Note-iii) Disclosure pursuant to Note no.6(A)(e) of Part I of Schedule III to the Companies Act, 2013

The Company has only one class of equity shares having face value of ₹ 10 per share. Each shareholder is eligible for one vote per equity share. The dividend if recommended by the Board of Directors is subject to the approval of the members at the ensuing Annual General Meeting.

In the event of winding -up, the holders of equity shares shall be entitled to receive remaining assets of the Company after distribution of all preferential amounts in proportion to their shareholding. The share holders shall have all the other rights as available to the equity shareholders as per the provisions of the Memorandum and Articles of Association of the Company.

Note-iv) Disclosure pursuant to Note no.6(A)(f) of Part I of Schedule III to the Companies Act, 2013

Not Applicable as the Company does not have any Holding Company.

Note-v) Disclosure pursuant to Note no.6(A)(d) of Part I of Schedule III to the Companies Act, 2013 (if more than 5%)

Name of Shareholder	As at March 31, 2017		As at March 31, 2016	
	Number of shares held	% of Holding	Number of shares held	% of Holding
Swallow Associates LLP	2,886,046	24.26	2,886,046	24.26
Instant Holdings Limited	1,702,059	14.31	1,697,197	14.27

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

3 RESERVES & SURPLUS

Particulars	As at March 31, 2017		As at March 31, 2016	
	(₹)	(₹)	(₹)	(₹)
a) Capital Reserve				
Balance as per last Balance Sheet		6,250		6,250
b) Securities Premium Reserve				
Balance as per last Balance Sheet		174,919,400		174,919,400
c) Surplus				
Balance as per last Balance Sheet	(252,917,289)		(246,835,418)	
Add: Net Loss for the year	(8,059,161)		(6,081,871)	
		<u>(260,976,450)</u>		<u>(252,917,289)</u>
PER BALANCE SHEET		<u>(86,050,800)</u>		<u>(77,991,639)</u>

4 TRADE PAYABLES

Particulars	As at March 31, 2017	As at March 31, 2016
	(₹)	(₹)
Trade Payables		
Micro Small and Medium Enterprises	-	-
Others	1,507,954	866,337
PER BALANCE SHEET	<u>1,507,954</u>	<u>866,337</u>

The Company does not have any amount due to Trade Payables who are registered under the Micro, Small & Medium Enterprises Development Act, 2006.

5 OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2017	As at March 31, 2016
	(₹)	(₹)
Duties & Taxes Payable	229,046	35,020
PER BALANCE SHEET	<u>229,046</u>	<u>35,020</u>

6 SHORT-TERM PROVISIONS

Particulars	As at March 31, 2017	As at March 31, 2016
	(₹)	(₹)
Provision for Leave Encashment	469,280	469,280
PER BALANCE SHEET	<u>469,280</u>	<u>469,280</u>

7 FIXED ASSETS – Tangible -Property, Plant and Equipment.

Amount in ₹

Particulars	Cost				Depreciation / Amortisation				Net Value
	As at 01.04.2016	Additions	Deductions	As at 31.03.2017	As at 01.04.2016	For the year 2016-17	On Deductions	As at 31.03.2017	As at 31.03.2017
Buildings	3,035,000	-	-	3,035,000	2,883,250	-	-	2,883,250	151,750
	(3,035,000)	(-)	(-)	(3,035,000)	(2,883,250)	(-)	(-)	(2,883,250)	(151,750)
Plant and Equipments	3,311,189	-	-	3,311,189	3,284,406	15,630	-	3,300,036	11,153
	(3,311,189)	(-)	(-)	(3,311,189)	(3,268,776)	(15,630)	(-)	(3,284,406)	(26,783)
Furniture and Fixtures	4,893,229	-	-	4,893,229	4,893,229	-	-	4,893,229	-
	(4,893,229)	(-)	(-)	(4,893,229)	(4,893,229)	(-)	(-)	(4,893,229)	-
Vehicles	97,400	-	-	97,400	92,530	-	-	92,530	4,870
	(97,400)	(-)	(-)	(97,400)	(92,530)	(-)	(-)	(92,530)	(4,870)
TOTAL	11,336,818	-	-	11,336,818	11153415	15,630	-	11,169,045	167,773
	(11,336,818)	(-)	(-)	(11,336,818)	(11,137,785)	(15,630)	(-)	(11,153,415)	(183,403)

Note: Figures in brackets pertains to previous year

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

8 CURRENT INVESTMENTS

Particulars	As at March 31, 2017 (₹)	As at March 31, 2016 (₹)
Investments in Mutual Funds Units		
Unquoted	27,052,143	34,567,464
PER BALANCE SHEET	27,052,143	34,567,464
1 Aggregate Book Value of Investment Unquoted	27,052,143	34,567,464
2 Aggregate Market Value of Unquoted Investment on Net Asset Value Basis(NAV)	35,838,233	38,470,373
3 Aggregate provision for Diminution in Value of Investments	-	961,728
4 Investment are detailed in Note-A attached to the Financial Statements.		

9 TRADE RECEIVABLES (Unsecured)

Particulars	As at March 31, 2017 (₹)	As at March 31, 2016 (₹)
Outstanding for more than six months		
Considered Good	-	-
Considered Doubtful	3,621,736	3,621,736
Other Debts		
Considered Good	-	12,881
Considered Doubtful	-	-
Less: Provision for Doubtful Debts	3,621,736	3,621,736
PER BALANCE SHEET	-	12,881

10 CASH AND BANK BALANCES

Particulars	As at March 31, 2017		As at March 31, 2016	
	(₹)	(₹)	(₹)	(₹)
Cash and Cash Equivalents				
Cash on hand	6,073		63	
Balance with Bank Deposit	1,325,788	1,331,861	1,173,016	1,173,079
PER BALANCE SHEET		1,331,861		1,173,079

11 SHORT -TERM LOANS AND ADVANCES

Particulars	As at March 31, 2017 (₹)	As at March 31, 2016 (₹)
Unsecured Considered Good		
Loans and Advances given to:		
-Others	1,762,803	1,764,773
Unsecured Considered Doubtful		
-Others	67,309,763	67,309,763
-Less: Provision for Doubtful Advances	(67,309,763)	(67,309,763)
Prepaid Taxes (Net of Provision for Tax)	4,791,410	4,627,908
PER BALANCE SHEET	6,554,213	6,392,681

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

12 SALE OF SERVICES

Particulars	2016-2017 ₹	2015-2016 ₹
Business Centre Charges	720,000	720,000
Rental Charges	540,000	540,000
PER STATEMENT OF PROFIT AND LOSS	1,260,000	1,260,000

13 OTHER INCOME

Particulars	2016-2017 ₹	2015-2016 ₹
Dividend Income	1,296,580	1,217,863
Interest	135,520	323,882
Profit on Sale of Investments	135,235	544,414
Diminution in value of investments no longer required written back	961,728	-
PER STATEMENT OF PROFIT AND LOSS	2,529,063	2,086,159

14 EMPLOYEE BENEFITS

Particulars	2016-2017 ₹	2015-2016 ₹
Salaries	3,192,000	1,511,750
Contribution to Provident fund	59,700	59,700
Staff Welfare expenses	1,036,566	99,712
PER STATEMENT OF PROFIT AND LOSS	4,288,266	1,671,162

15 OTHER EXPENSES

Particulars	2016-2017		2015-2016	
	₹	₹	₹	₹
Power		1,236,130		1,495,033
Repairs:				
- Building	458,704		207,445	
- Others	303,188	761,892	267,600	475,045
Insurance		116,354		132,340
Rent		92,886		92,886
Audit Fees		50,000		50,000
Certification		22,500		22,500
Out of pocket expenses		9,849		8,750
Loss on Sale of Investments		669,982		-
Annual General Meeting Expenses		498,250		483,439
Rates & Taxes		96,138		3,940
Directors Fees		90,000		65,000
Conveyance		255,974		273,316
Professional /Retainer Charges		2,825,569		2,892,276
Listing/Custody Fees		382,838		306,392
Share Registrar Expenses		135,325		129,991
Miscellaneous Expenses		300,641		348,602
Provision for Diminution in value of investments		-		961,728
PER STATEMENT OF PROFIT AND LOSS		7,544,328		7,741,238

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

16 Disclosure as required by Accounting Standards–AS 17 “Segment Reporting”.

The entire operations of the Company relate to only one segment viz. “Business Centre”.

17 Disclosure as required by Accounting Standard–AS20 “Earning Per Share”,

The profit after tax by weighted average number of shares outstanding

Particulars	2016 – 17	2015 – 16
	₹	₹
Profit/(Loss) for the year	(8,059,161)	(6,081,871)
Weighted Average No. of Shares outstanding for the Year (Nos.)	11,895,051	11,895,051
Face Value of Equity Share	₹10/- each	₹10/- each
Earnings per Share (Basic and Diluted)	(0.68)	(0.51)

18 Disclosure as required by Accounting Standard – AS18 “Related Parties”.

Relationships and Transactions carried in ordinary course of business.

Key Management Personnel:	2016 – 17	2015 – 16
	₹	₹
Mr. Kishore Shete, WholeTime Director		
Salary	634,912	637,400
Mr. Abhay V. Nerurkar, CFO		
Salary	3,548,275	-

19 Contingent liabilities not provided for in respect of:

Particulars	2016–2017	2015–2016
	₹	₹
i Claims against the Company not acknowledged as debts.	32,064,541	16,892,375
ii Income -Tax matters	52,072,249	59,085,283
iii Disputes related with immovable property	Amount Indeterminate	-

20 Estimated amount of Contracts remaining to be executed on Capital account and not provided for ` 65,066 (` Nil)

21 Details of Specified Bank Notes (SBN)

During the year, the Company had other denomination notes but it did not have specified bank notes(SBNs) as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017. Details of other denomination notes as per the notification held and transacted during the period from November 08, 2016 to December 30, 2016 are given below:

	SBNs	Other denomination notes	Total
		₹	₹
Closing cash in hand on 08.11.2016	Nil	593	593
(+) Permitted receipts	Nil	*55,696	55,696
(-) Permitted payments	Nil	54,478	54,478
(-) Amount deposited in Banks	Nil	Nil	Nil
Closing cash in hand as on 30.12.2016	Nil	1,811	1,811

* Cash withdrawn from Bank.

- 22 In the opinion of the Board of Directors, all the assets other than fixed assets and non current investment have value on realisation in the ordinary course of business atleast equal to the amount at which they are stated in the Balance Sheet.
- 23 The previous year' s figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

As per our Report attached
For V.S.Somani and Co.
Chartered Accounts

For and on behalf of the Board of Directors

Vidyadhar Somani
Proprietor

H.C.Dalal
Director
DIN:00206232

Kishore Shete
Wholetime Director
DIN.02495121

H.N.Singh Rajpoot
Director
DIN.00080836

Abhay Vasant Nerurkar
Chief Financial Officer

Aayushi Mulasi
Company Secretary

Place: Mumbai
Date : June 09, 2017

NOTE – A

Current Investments	As at March 31, 2017		As at March 31, 2016	
	No. of Units	Amount ₹	No. of Units	Amount ₹
Investment in Mutual Fund Units – Non Trade				
Birla Sunlife Banking and Financial Services Fund -Dividend	422,654.269	5,000,000	422,654.269	5,000,000
Birla Sun Life MNC Fund Plan -Growth	2,383.442	1,432,425	5,040.337	30,291.92
Less Provision for Diminution in value .		-		(201,664)
		<u>1,432,425</u>		<u>2,827,528</u>
Franklin India Corporate Bond Opportunities Fund Growth	190,455.875	2,500,000	190,455.875	2,500,000
ICICI Prudential Midcap Fund- Growth	46,763.936	2,500,000	46,763.936	2,500,000
ICICI Prudential Top 100 Fund - Dividend	-	-	322,061.192	6,000,000
Less Provision for Diminution in value .		-		(760,064)
		<u>-</u>		<u>5,239,936</u>
Kotak Emerging Equity Scheme -Dividend	33,447.622	619,718	80,958.549	1,500,000
Kotak Medium Term Fund- Growth	477,687.230	5,000,000	477,687.230	5,000,000
Reliance Corporate Bond Fund -Growth	495,029.900	5,000,000	495,029.900	5,000,000
L435G SBI Debt Fund Series -A36-36Months-Regular -Growth	500,000.000	5,000,000	500,000.000	5,000,000
Total Investments		<u><u>27,052,143</u></u>		<u><u>34,567,464</u></u>

FGP LIMITED

CIN: L26100MH1962PLC012406
Regd. Office: 9/Wallace Street, Fort, Mumbai – 400 001
(T): +91 22 22015269 Website: www.fgpltd.in
Email: fgpltd03@gmail.com

CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC FORM

Dear Shareholders,

Pursuant to Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Notice of the General Meeting and other communication can be sent to the shareholders in electronic form. Your Company has sent the Annual Report through electronic mode to those Shareholders whose E-mail IDs are registered. The Annual Report and the Notice of General Meetings and other documents will also be available on the Company's website at www.fgpltd.in.

In order to receive speedy communication and support the Green Initiative, we request the shareholders to register the email Id against their account / folio as follows to receive Notice and other communication from the Company in electronic mode:

Shareholders holding shares in physical mode: Kindly state the details in the appended form for registering / updating the E-mail ID against your folio no. The appended form duly filled and signed should be sent to our Registrar and Share Transfer Agents viz., Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra.

Shareholders holding shares in the dematerialized mode: Kindly arrange to register / update your E-mail ID against your demat account maintained with your Depository Participant.

Please note that as a Shareholder, you will be entitled to receive physical copies of all notices and documents free of cost, upon specific request to the Company.

For **FGP Limited**
Aayushi Mulasi
Company Secretary

Place: Mumbai
Date: August 07, 2017

----- ✂ ----- ✂ ----- ✂ -----

FGP LIMITED

CIN: L26100MH1962PLC012406
Regd. Office: 9/Wallace Street, Fort, Mumbai – 400 001
(T): +91 22 22015269 Website: www.fgpltd.in
Email: fgpltd03@gmail.com

CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC FORM

I/We agree to receive documents in electronic mode pursuant to Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014. Please register / update* the E-mail ID as mentioned below.

- 1 Name(s) of Shareholder(s)
(including joint holders, if any) : _____
- 2 No. of Shares held : _____
- 3 Registered Folio No. / DP ID & Client ID No. : _____
- 4 E-mail ID for receipt of documents in
electronic mode : _____

Place: _____
Date: _____

(Signature of First holder)

(Name of First holder)

*Strike out whichever is not applicable.
For Physical Shares: Kindly send above duly filled and signed consent to Bigshare Services Private Limited.
For Demat shares: Kindly send above duly filled and signed consent to your Depository Participant where demat account is maintained.

FGP LIMITED

Corporate Identification Number: L26100MH1962PLC012406
Registered Office: 9-Wallace Street, Fort, Mumbai – 400 001
Tel No.: +91-22-2207 0273/ 2201 5269
Website: www.fgpltd.in ; Email: fgpltd03@gmail.com

August 07, 2017

Dear Shareholder,

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc.

We request you to fill in the details, if not provided earlier and submit to:

- Registrar and Transfer Agent, TSR Darashaw Limited, if you are holding shares in physical form, or
- Depository Participant (DP), if you are holding shares in dematerialized form.

Thanking you,

Yours faithfully,
For **FGP Limited**

Aayushi Mulasi
Company Secretary

-----✂-----✂-----✂-----

Bigshare Services Private Limited
Unit: **FGP Limited**
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059.

Dear Sir,

Sub: Updation of Shareholder Information

I/ We request you to record the following information against our Folio No.:

General Information

Folio No.	
Name of the first named Shareholder	
PAN *	
CIN / Registration No. * (applicable to Corporate Shareholders)	
Tel No. with STD Code	
Mobile No.	
Email Id	

* Self-attested copy of the document(s) enclosed.

Bank Details

IFSC (11 digit) :	MICR (9 digit) :
Bank A/c. Type :	Bank A/c No.* :
Name of the Bank :	
Bank Branch Address :	

* A blank cancelled cheque is enclosed to enable verification of bank details.

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/ We would not hold the Company/ Registrar and Transfer Agent responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/ We hold the securities under the above mentioned Folio No.

Place: _____

Date: _____

Signature of Sole/ First holder

FGP LIMITED

Registered Office: Commercial Union House, 9/ Wallace Street, Fort, Mumbai – 400 001
CIN: L26100MH1962PLC012406,
Tel No.: +91-22-2207 0273/ 2201 5269
Website: www.fgpltd.in; Email: fgpltd03@gmail.com

ATTENDANCE SLIP

(To be presented at the entrance duly signed)

Registered Folio No./ DP ID/ Client ID	:	
Name and address of the Member(s)	:	
No. of Share(s) held	:	
Name of the Proxy/ Authorized Representative (In Block Letters)	:	
Signature of the Member(s)/ Proxy/ Authorized Representative	:	

I, hereby, record my presence at the Fifty-Fifth Annual General Meeting of the Company on Monday, September 18, 2017 at 02.30 p.m. at K Bhagat Tarachand Banquet, Plot No. 44 A, Off Hemu Kalani Marg, Behind SBI Swastik Park Branch, Behind Maruti Suzuki Showroom, Near Chagan Mitha Petrol Pump, Chembur, Mumbai 400 071.

Note: Please refer to the instructions printed under the Notes of the Notice of the Fifty-Fifth Annual General Meeting. The e-voting period starts from 9:00 a.m. on Friday, September 15, 2017 and will end at 5:00 p.m. on Sunday, September 17, 2017. The e-voting module shall be disabled by CDSL for voting thereafter.

-----✂-----✂-----✂-----

FGP LIMITED

Corporate Identification Number: L26100MH1962PLC012406
Registered Office: 9-Wallace Street, Fort, Mumbai – 400 001
Tel No.: +91-22-2207 0273/ 2201 5269
Website: www.fgpltd.in; Email: fgpltd03@gmail.com

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: L26100MH1962PLC012406

Name of the company: FGP Limited

Registered office: 9-Wallace Street, Fort, Mumbai – 400 001

Name of the Member(s):	
Registered Address:	
Email ID:	
Folio No. / Client ID:	
DP ID:	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

- Name: _____
Address: _____

E-mail Id: _____
Signature: _____ or failing him/her

----- ✂ ----- ✂ ----- ✂ -----

2. Name: _____
Address: _____

E-mail Id: _____
Signature: _____ or failing him/her

3. Name: _____
Address: _____

E-mail Id: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fifty-Fifth Annual General Meeting of the Company, to be held on Monday, September 18, 2017 at 04.00 p.m. at K Bhagat Tarachand Banquet, Plot No. 44 A, Off Hemu Kalani Marg, Behind SBI Swastik Park Branch, Behind Maruti Suzuki Showroom, Near Chagan Mitha Petrol Pump, Chembur, Mumbai 400 071 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Audited Financial Statements including the Consolidated Financial Statements for the year ended March 31, 2017, together with the Reports of the Auditors thereon and the Report of the Board of Directors for the year ended on that date.
2. Re-appointment of Mr. H. N. Singh Rajpoot (DIN: 00080836) as a Director of the Company.
3. Ratification of the appointment of the Statutory Auditors of the Company.
4. Approval of change in place of keeping the Register of Members alongwith indices of members and any other document

Signed this day of..... 2017

Signature of shareholder:

Signature of Proxy holder(s):

Affix Revenue Stamp

Signature across the stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 9-Wallace Street, Fort, Mumbai – 400 001, not less than 48 hours before the commencement of the Meeting.

