

FGP LIMITED

49TH ANNUAL REPORT
2010 - 2011

Directors

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

Manager

Kishore Shete

Registered Office

9, Wallace Street,
Fort, Mumbai - 400 001

Solicitors & Advocates

Crawford Bayley & Co.
D'Lima & Associates

Auditors

Agarwal & Mangal

Bankers

ICICI Bank Ltd.

Registrars & Transfer Agents

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

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NOTICE

Notice is hereby given that the Forty Ninth Annual General Meeting of the members of FGP Limited will be held in the auditorium of TEXTILES COMMITTEE complex, P.Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai, 400 025, on **Thursday, 22nd September, 2011 at 11.00 a.m.** to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date and the Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr.Ajit Singh Chouhan who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Mr.T.M.Elavia who retires by rotation and is eligible for re-appointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 387 and other applicable provisions read with Schedule XIII of the Companies Act, 1956 including any statutory modification or re-enactment thereof, for the time being in force, the Company in general meeting hereby approves the re-appointment of Mr. Kishore Shete as Manager of the Company for a period of one year with effect from 1st April, 2011 to 31st March, 2012 on the terms and conditions and remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) as set out in the Agreement dated 25th May, 2011 entered into between the Company and Mr. Kishore Shete which Agreement be and it is hereby specifically approved.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary any of the terms of remuneration in consultation with

the Manager provided such variation is in accordance with the provisions in part II of Schedule XIII of the Companies Act, 1956 and / or the provisions of law as may be applicable thereto from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary or desirable to give effect to this resolution."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
2. THE INSTRUMENT APPOINTING A PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. The relevant Explanatory Statement under Section 173 of the Companies Act, 1956 in respect of the special business at item no.5 above is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 15th September, 2011 to Thursday, 22nd September, 2011 (both days inclusive)
5. Members are requested to notify promptly any change in their addresses to the Company's Registrar and Share Transfer Agents, M/s. Sharepro Services (India) Private Limited, at 13AB / 2nd Floor, Samhita Warehousing Complex, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai-400 072.

Under the Authority of the Board of Directors

Registered Office:

Commercial Union House,
9 / Wallace Street,
Fort, Mumbai - 400 001.
Dated: 25th May, 2011

Kishore Shete
Manager

ANNEXURE TO NOTICE

Explanatory Statement under Section 173 of the Companies Act, 1956

Item 5:

Mr. Kishore Shete was re-appointed by the Board of Directors as Manager of the Company for a period of one year with effect from 1st April, 2011 to 31st March, 2012. The principal terms and conditions of the Agreement dated 25th May, 2011 entered into between the Company and Mr.Kishore Shete for his appointment as Manager are as follows:

a. Basic Salary and Special allowance:

	01.04.2011 to 31.03.2012 (Rs. Per Month)
Basic Salary	33,600
Special Allowance	26,900

b. Perquisites :

In addition to the above salary and special allowance the Manager shall be entitled to the following perquisites:

- (i) House Rent Allowance at the rate of 60% of the basic salary.
- (ii) Company maintained car and allowance for driver for official use as per the rules of the Company.
- (iii) Telephone at the residence of Mr. Kishore Shete for official use.
- (iv) Reimbursement of Medical Expenses incurred for self and family subject to a maximum of one month's basic salary per annum and Hospitalisation benefit as per the Company's scheme.
- (v) Leave Travel Concession once in a year in accordance with the rules of the Company or as may be approved by the Board from time to time.
- (vi) Personal Accident Group Insurance policy in accordance with the rules of the Company.
- (vii) Employees Deposit Link Insurance.

The remuneration will be subject to deduction of tax as per Income tax Act, 1961 and rules made thereunder.

- c. The remuneration, as determined aforesaid, from time to time, be paid and the perquisites provided to Mr.Kishore Shete, as minimum remuneration, in the event of loss or inadequacy of profit in any year, and the same shall be subject to such limits, as may be prescribed in Section II of Part II of Schedule XIII to the Companies Act, 1956, from time to time.
- d. The Manager shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on minimum remuneration specified herein above.
 - (i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.
 - (ii) Gratuity payable at the rate not exceeding half a month's Salary for each completed year of service.
 - (iii) Earned privilege Leave at the rate of one month's leave per year of service. The Manager shall be entitled to encash the balance earned Privilege Leave on retirement.

The Board commends the approval by the members of the appointment of Manager and payment of remuneration to him.

The Agreement dated 25th May, 2011 for appointment of Mr.Kishore Shete as Manager is open for inspection by the members at the Registered Office of the Company on working days between 11.00 a.m and 1.00 p. m.

None of the Directors of the Company is interested in the said resolution.

Under the Authority of the Board of Directors

Registered Office:

Commercial Union House,
9 / Wallace Street,
Fort, Mumbai - 400 001.
Dated: 25th May, 2011

Kishore Shete
Manager

DIRECTORS' REPORT

The Directors have pleasure in presenting the Forty Ninth Annual Report together with the Statement of Accounts for the year ended 31st March, 2011:

FINANCIAL RESULTS:

	(Rs. in lakhs)	
	2010-2011	2009-2010
Profit / (Loss) after Tax	(46.23)	(43.11)
Add : Balance brought forward from previous year	(1,738.53)	(1,695.42)
Profit / (Loss) carried to Balance sheet	(1,784.76)	(1,738.53)

DIVIDEND:

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

OPERATIONS:

During the year under review, the Company earned income of Rs.16.28 Lakhs from business centre activity towards service charges. For various reasons, the business centre activity has not picked up in India, which has affected the operations of the Company. But the Company would continue to strive for better occupancy rate in the current year.

LISTING:

The Equity Shares of the Company are listed at the Bombay Stock Exchange Ltd. The Company has paid the Annual Listing Fees to the Stock Exchange, for the year 2011-2012.

DIRECTORS:

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

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

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- (ii) such accounting policies have been selected which have been applied consistently and judgements and estimates made are reasonable and prudent so as to give a true

and fair view of the state of affairs of the Company in the Balance Sheet for the financial year ended 31st March, 2011 and of the Loss made for the said financial year, i.e. 1st April, 2010 to 31st March, 2011.

(iii) proper and sufficient care for the maintenance of adequate accounting records have been taken in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) the Annual Accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE:

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

PARTICULARS OF EMPLOYEES:

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

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

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

Foreign Exchange Earnings : Rs. NIL

Foreign Exchange Outgo : Rs. NIL

AUDITORS:

M/s. Agarwal & Mangal, Chartered Accountants, the Auditors of the Company would retire at the ensuing Annual General Meeting and are eligible for re-appointment.

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

ACKNOWLEDGEMENT:

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

For and on behalf of the Board of Directors

H.N.Singh Rajpoot
Director

T.M.Elavia
Director

Mumbai

Date: 25th May, 2011

MANAGEMENT DISCUSSION AND ANALYSIS

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

INDUSTRY STRUCTURE AND DEVELOPMENTS:

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

OPPORTUNITIES AND THREATS:

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

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

OUTLOOK:

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

RISKS AND CONCERNS:

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

INTERNAL CONTROL SYSTEMS AND ADEQUACY:

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

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The Income for the year was down by 8% over the previous year, as one of the major clients had shifted their office from the Business Centre of the Company to other location. This has affected the profitability of the Company. The Company has taken necessary measures to control the operating cost and judiciously utilize its funds by making temporary investments whenever funds are available.

HUMAN RESOURCES:

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

CAUTIONARY STATEMENT:

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

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

Kishore Shete
Manager

Mumbai
Date: 25th May, 2011

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

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

2. BOARD OF DIRECTORS

The total strength of the Board of Directors of the Company as on 31st March, 2011 consisted of six members including one alternate Director.

Composition and category of Directors are as follows:

Name of Director	No. of Board Meetings attended	Attendance at the last AGM	Directorship in other Companies excluding private companies in India & Foreign Companies	No. of Committees in which Chairman or Member [other than FGP Limited]	
				Member	Chairman
Mr. Ajit Singh Chouhan	2	No	3	2	Nil
Mr. T. M. Elavia	4	Yes	Nil	Nil	Nil
Mr. Rabindranath Jhunjhunwala (Alternate to Mr. P.F. Simms)	3	No	Nil	Nil	Nil
Mr. Vimal Kejriwal	2	No	1	Nil	Nil
Mr. H.N. Singh Rajpoot	4	Yes	10	3	1
Mr. P. F. Simms	Nil	No	Nil	N.A.	N.A.

All the above directors are Independent and Non Executive.

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

Board Meetings

Four Board Meetings were held during the year 2010-2011. The dates on which the said meetings were held are as follows:

May 28, 2010 / July 28, 2010 / October 29, 2010 and January 28, 2011.

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

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

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

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

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

1. Name : Mr. Ajit Singh Chouhan

- **Qualification:**

Mr. Chouhan is a Mechanical Engineer and a Rank Holder from M.S.University, Baroda, a Certified Marine Engineer with Masters in Business Administration from FMS, New Delhi, and Alumni of London Business School.

- **Expertise:**

Mr. Chouhan has over 27 years of varied work experience in India and overseas across several Industries like Engineering, Marine, Telecom, Power, Plantations & Pharmaceuticals.

Mr. Chouhan leads the Transmission industry as the Chairman of the Transmission & Distribution Division of IEEMA (Indian Electrical and Electronics Manufacturers` Association). He is also a member of the IEEMA Council, an apex body of the Association.

Mr. Chouhan has successfully participated in several advanced Management Programs at the Mehler, USA and The London Business School.

- **Other Directorship:**

Harrisons Malayalam Limited
 RPG Life Sciences Limited
 Raychem RPG Pvt. Limited
 Spencer International Hotels Limited

- **Other Membership of Committees:**

Audit Committee Member of –
 Harrisons Malayalam Limited
 RPG Life Sciences Limited
 Raychem RPG Pvt. Limited.

Mr. Ajit Singh Chouhan does not hold any equity shares in the Company.

2. Name : Mr. T.M.Elavia

- **Qualifications:** LL.B. / D.T.M. / A.C.I.S. / F.C.S.

- **Expertise:** Mr. T. M. Elavia has over 47 years of experience in Corporate Laws practice and administration.

- **Other Directorships:** Bijur Delimon India Private Limited.

- **Other Membership:** Nil

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

3. CODE OF CONDUCT

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

A certificate to this effect given by Mr. Kishore Shete, Manager of the Company is attached to this report.

4. AUDIT COMMITTEE

The Audit Committee comprised solely of Qualified, Independent & Non-Executive Directors. The terms of reference to the Audit Committee cover the matters specified under Clause 49 of the Listing Agreement as well as in Section 292A of the Companies Act, 1956 such as overseeing of the Company’s financial reporting process; recommending the appointment / re-appointment of statutory auditors; reviewing with the management annual financial statements; quarterly financial statements and other matters as covered under role of audit committee in Clause 49. The audit committee has powers, *inter-alia*, to investigate any activity within its terms of reference and to seek information from any employee of the company as well as seek outside legal and professional advice.

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

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

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

Four meetings of the Committee were held during the year 2010-2011. The dates on which the meetings were held are as follows:

May 28, 2010 / July 28, 2010 / October 29, 2010 and January 28, 2011.

Composition and category of members is as follows:

Name of Director	Category	No. of Meetings Attended
Mr. H. N. Singh Rajpoot	Chairman	4
Mr. T. M. Elavia	Member	4
Mr. Vimal Kejriwal	Member	2

5. SUBSIDIARY COMPANY

The Company does not have any subsidiary.

6. REMUNERATION COMMITTEE

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

Mr. H.N.Singh Rajpoot is the Chairman of the Committee.

The Remuneration Committee deals with the matters specified in Clause 49 of the Listing Agreement and also reviews the overall compensation structure and policies of the Company. During the financial year 2010-2011, the Committee met once on 28th January, 2011.

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

Name of Director	Sitting fees (Rs.)
Mr. Ajit Singh Chouhan	4,000
Mr. T. M. Elavia	8,000
Mr. Rabindranath Jhunjunwala	6,000
Mr. Vimal Kejriwal	4,000
Mr. H.N.Singh Rajpoot	8,000
Mr.P.F.Simms	Nil
Total	30,000

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

7. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

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

Four meetings of the Committee were held during the year 2010-2011. The dates on which the meetings were held are as follows:

May 28, 2010 / July 28, 2010 / October 29, 2010 and January 28, 2011.

Composition and category of members is as follows:

Name of Director	Category	No. of Meetings Attended
Mr. T. M. Elavia	Chairman	4
Mr. Vimal Kejriwal	Member	2
Mr. H. N. Singh Rajpoot	Member	4

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

The Shareholders'/ Investors' Grievance Committee has delegated the power of approving transfer / transmission of shares to Share Transfer Committee which met on fortnightly basis during the year 2010-11 (also see Para 11.9).

The total number of complaints received and replied to the satisfaction of shareholders during the year under review was 30. Outstanding complaints as on 31st March, 2011 were Nil. No requests for transfers were pending for approval as on 31st March, 2011.

8. GENERAL BODY MEETINGS

Location and time of last THREE Annual General Meetings:

Year	Venue	Day, Date	Time	Special resolution, if any
2007-2008	Textiles Committee Complex, P.Balu Road, Prabhadevi, Mumbai - 400 025.	Tuesday 30th Sept, 2008	11.00 a.m.	Nil
2008-2009	Textiles Committee Complex, P.Balu Road, Prabhadevi, Mumbai - 400 025.	Wednesday 30th Sept, 2009	11.00 a.m.	Yes
2009-2010	Textiles Committee Complex, P.Balu Road, Prabhadevi, Mumbai - 400 025.	Tuesday 28th Sept, 2010	11.00 a.m.	Nil

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

9. DISCLOSURES

(A) Related Party Transactions

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

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

(B) Risk Management

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

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

The Company has not made any IPO during the year.

(D) Management

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

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

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

The Company has not framed whistle blower policy. However, no personnel has been denied access to the Audit Committee.

The Company has not adopted non-mandatory requirements of Clause 49. However the particulars relating to Remuneration Committee are given in this report.

CEO / CFO Certification:

A certificate from the Manager (designated as Chief Executive Officer and Chief Financial Officer by the Board of Directors for this purpose) of the Company in terms of Clause 49 V of the Listing Agreement was placed at the Board meeting held on 25th May, 2011 to approve the audited annual accounts for the year ended 31st March, 2011.

10. MEANS OF COMMUNICATION

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

The quarterly results of the Company are displayed on the Company's Website www.fgpltd.in

The Company provides information to the Stock Exchange where the shares of the Company are listed as per the listing agreement entered into with the Stock Exchange.

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

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

11. GENERAL SHAREHOLDER INFORMATION

11.1 Annual General Meeting

- Date : **Thursday, 22nd September, 2011**
- Time : 11.00 a.m.

- Venue : Auditorium of TEXTILES COMMITTEE Complex, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai-400 025,

11.2 Financial Year:

April to March

* On or Before

First quarter results – 12th August, 2011

Second quarter results – 14th October, 2011

Third quarter results – 13th January, 2012

Fourth quarter results – 13th April, 2012

* Tentative

11.3 Date of Book Closure :

From - Thursday, 15th September, 2011

To - Thursday, 22nd September, 2011

(both days inclusive)

11.4 Dividend Payment Date:

Not applicable.

11.5 Listing on Stock Exchange:

At the Bombay Stock Exchange Limited

11.6 (a) Stock Code – Physical :

500142 at BSE

(b) ISIN Number in NSDL and CDSL:

ISIN No.INE512A01016

11.7 Market Price Data:

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

High and Low prices of the Company's shares on BSE with corresponding BSE Sensex April 2010 to March 2011.

Months	High		Low	
	FGP Price (Rs.)	BSE Sensex	FGP Price (Rs.)	BSE Sensex
April 2010	5.60	18047.86	4.05	17276.80
May 2010	5.29	17536.86	3.60	15960.15
June 2010	5.20	17919.62	3.80	16318.39
July 2010	5.10	18237.56	4.02	17395.58
August 2010	4.99	18475.27	4.02	17819.99
September 2010	6.00	20267.98	4.07	18027.12
October 2010	4.99	20854.55	3.81	19768.96
November 2010	5.00	21108.64	3.26	18954.82
December 2010	4.74	20552.03	3.21	19074.57
January 2011	4.39	20664.80	3.13	18038.48
February 2011	4.24	18690.97	2.87	17295.62
March 2011	4.29	19575.16	2.92	17792.17

11.8 Registrar & Transfer Agents:

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

11.9 Share Transfer System:

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

The Share Transfer Committee meets as often as possible to approve transfers and related matters as may be required.

11.10 Distribution of shareholding as on 31st March, 2011:

Sr. No.	Range	No. of share-holders	% to total holders	No. of Shares held	% of Capital
1	1 to 500	19263	91.117	1823503	15.330
2	501 to 1,000	982	4.645	834883	7.019
3	1,001 to 2,000	458	2.166	735362	6.182
4	2,001 to 3,000	146	0.691	377269	3.172
5	3,001 to 4,000	64	0.303	231828	1.949
6	4,001 to 5,000	67	0.317	322035	2.707
7	5,001 to 10,000	89	0.421	637672	5.361
8	10,001 & above	72	0.341	6932499	58.281
	Total	21141	100.000	11895051	100.000

11.11 Categories of Shareholders as on 31st March, 2011:

Category	No. of shares held	Percentage to total share capital
Foreign holding (FII, OCBs and NRIs)	131482	1.11
Financial Institutions/Banks/ Insurance Companies	767312	6.45
Mutual Funds and UTI	23781	0.20
Corporate Bodies	4986403	41.92
Directors and their relatives	Nil	Nil
Public	5986073	50.32
Total	1,18,95,051	100.00

11.12 Dematerialization of shares and Liquidity

As on 31st March 2011, **50.94%** of the paid up share capital has been dematerialized.

The shares of the Company are not traded frequently.

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

11.13 Plant Locations:

Not Applicable

11.14 Address for Correspondence

Registrar and Share Transfer Agents:

Sharepro Services (India) Pvt. Ltd.
Unit: FGP Limited
13AB /2nd Floor,
Samhita Warehousing Complex,
Sakinaka Telephone Exchange Lane,
Off Andheri Kurla Road,
Sakinaka, Andheri (East),
Mumbai - 400 072.
Tel.: 91 22 67720300
91 22 67720400
Fax: 91 22 28591568

Compliance Officer:

Mr. Kishore Shete
Manager
Commercial Union House,
9, Wallace Street,
Fort, Mumbai-400 001.
Tel.: 91 22 22070273
91 22 22015269
Fax: 91 22 22008074

NON-MANDATORY REQUIREMENTS:

Remuneration Committee:

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

Identified as having been approved by
the Board of Directors

Kishore Shete
Manager

Mumbai
Dated: 25th May, 2011

DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchange, the Board members and the senior management personnel have affirmed compliance with the code of conduct for the Board of Directors and senior management for the year ended 31st March, 2011.

For **FGP Limited**
Kishore Shete
Manager

Mumbai
Dated: 25th May, 2011

Auditors' certificate to the members of FGP Limited on compliance of the conditions of Corporate Governance for the year ended 31st March, 2011, under Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited, Mumbai.

1. We have examined the compliance of the conditions of Corporate Governance by FGP Limited for the year ended 31st March, 2011, as stipulated in clause 49 of the Listing Agreement of the said Company with the stock exchanges.
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 of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. We state that no Investor grievance is pending for a period exceeding one month against the Company as per the records and other documents maintained by the Shareholders / Investors Grievance Committee.
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 **Agarwal & Mangal**
Firm Registration No. 100061W
Chartered Accountants

(B.P.MANGAL)
Partner
Membership No. 32973

Place: Mumbai
Dated: 25.05.2011

REPORT OF THE AUDITORS TO THE MEMBERS OF FGP LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2011

1. We have audited the Balance Sheet of FGP LIMITED as at 31st March, 2011 and the Profit and Loss Account and the Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that :
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 the books.
 - (c) The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the books of accounts.
 - (d) In our opinion, the Balance Sheet and the Profit & Loss Account dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2011, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2011 from being appointed as a director in terms of clause (g) of sub-Section (1) of Section 274 of the Companies Act, 1956.
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the accounts read with the Notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view, in conformity with the accounting principles generally accepted in India :
 - (i) in the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2011;
 - (ii) in the case of the Profit and Loss Account of the loss for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement of the Cash Flows for the year ended on that date.

For **AGARWAL & MANGAL**
Chartered Accountants
Firm Reg. No. 100061W

B. P. MANGAL
Partner
Membership No. 32973

Place: Mumbai
Dated: 25th May, 2011

ANNEXURE TO THE REPORT OF THE AUDITORS TO THE MEMBERS OF FGP LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2011 (referred to in paragraph 3 of our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All the fixed assets of the Company have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification. In our opinion, having regard to size of the Company and the nature of its business, the frequency of verification is reasonable.
- (c) During the year, the Company has not disposed off substantial part of the Fixed Assets.
- (ii) The provisions of clause 4(ii) of the Companies (Audit Report) Order, 2003 is not applicable to the Company.
- (iii) (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness was noticed in the internal control system.
- (v) The provisions of clause 4(v) of the Companies (Audit Report) Order, 2003 is not applicable to the Company.
- (vi) The Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Act and the rules framed thereunder.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and the nature of its business.
- (viii) The provisions of clause 4 (viii) of the Companies (Audit Report) Order, 2003 are not applicable to the Company.
- (ix) (a) According to the records of the Company, the Company is regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, investor education and

protection fund, employees' state insurance, income tax, sales-tax, wealth tax, Service Tax, customs duty, excise duty, cess and other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, service tax, customs duty, excise duty and cess were outstanding as at 31st March, 2011 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of income-tax, wealth-tax, service-tax, customs duty and excise duty which have not been deposited on account of any dispute, except as stated below:

Sr. No.	Nature of the Dues	Amount (Rs. In Lacs)	Period to which the Amount Relates	Forum where dispute is pending
1. The Central Sales Tax Act, 1956				
	Sales Tax	21.10	A.Y. 1995-96	Deputy Commissioner of Sales Tax (Appeals), Mumbai
2. The Central Excise Act, 1944				
	Excise Duty	3.58	A.Y. 1991-95	Customs, Excise and Service Tax Appellate Tribunal (CESTAT)
3. The Income Tax Act, 1961				
	Penalty	9.53	A.Y. 1997-1998	Commissioner of Income – Tax (Appeals), Mumbai
	Income Tax	1.68	A.Y. 1998-1999	Commissioner of Income – Tax (Appeals), Mumbai
	Penalty	1.79	A.Y. 1998-1999	Commissioner of Income – Tax (Appeals), Mumbai
	Income Tax	211.77	A.Y. 1999-2000	High Court Mumbai
	Penalty	310.00	A.Y. 1999-2000	High Court Mumbai
	Income Tax	25.79	A. Y. 2003-2004	Income – Tax Appellate Tribunal, Mumbai
	Penalty	55.79	A.Y. 2003-2004	Income – Tax Appellate Tribunal, Mumbai
	Income Tax	86.29	A. Y. 2004-2005	Income – Tax Appellate Tribunal, Mumbai
	Income Tax	113.45	A. Y. 2005-2006	Income – Tax Appellate Tribunal, Mumbai
	Income Tax	16.73	A. Y. 2006-2007	Commissioner of Income Tax (Appeals), Mumbai
	Income Tax	35.08	A. Y. 2007-2008	Commissioner of Income Tax (Appeals), Mumbai
	Income Tax	12.72	A.Y. 2008-2009	Commissioner of Income – Tax (Appeals), Mumbai

- (x) The Company has accumulated losses in excess of fifty percent of its net worth as on 31st March, 2011. The Company has incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

- (xi) The Company has not taken any loan from financial institutions, banks or debenture holders. Further, no loan has been taken by way of issuance of debentures.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of Clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks or financial institutions.
- (xvi) The Company has not obtained any term loans during the year.
- (xvii) On the basis of overall examination of the balance sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.
- (xviii) During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- (xix) The Company has not issued any debentures during the year.
- (xx) The Company has not raised any money through public issue during the year.
- (xxi) Based on the information and explanations furnished by the management, which have been relied upon by us, there were no fraud on or by the Company noticed or reported during the year.

For **AGARWAL & MANGAL**
Chartered Accountants
Firm Reg. No. 100061W

B. P. MANGAL
Partner
Membership No. 32973

Place : Mumbai
Dated : 25th May, 2011

BALANCE SHEET AS AT 31ST MARCH, 2011

	Schedule	31st March, 2011		31st March, 2010	
		Rupees	Rupees	Rupees	Rupees
SOURCES OF FUNDS					
Shareholders' Funds					
Share Capital	1	118,950,510		118,950,510	
Reserves and Surplus	2	174,925,650	293,876,160	174,925,650	293,876,160
			<u>293,876,160</u>		<u>293,876,160</u>
APPLICATION OF FUNDS					
Fixed Assets					
Gross Block	3	11,287,468		11,687,562	
Less: Depreciation		<u>8,991,171</u>		<u>9,370,661</u>	
Net Block			2,296,297		2,316,901
Investments	4		42,836,811		20,331,173
Current Assets, Loans and Advances					
Sundry Debtors	5	61,312,216		54,425,507	
Cash and Bank Balances	6	11,269,573		46,970,209	
Loans and Advances	7	<u>5,979,447</u>		<u>5,051,819</u>	
	(i)	78,561,236		106,447,535	
Less : Current Liabilities and Provisions					
Current Liabilities	8	7,449,416		8,268,424	
Provisions		<u>844,544</u>		<u>803,821</u>	
	(ii)	8,293,960		9,072,245	
Net Current Assets (i - ii)			70,267,276		97,375,290
PROFIT & LOSS ACCOUNT			178,475,776		173,852,796
			<u>293,876,160</u>		<u>293,876,160</u>
Significant Accounting Policies and Notes to the Accounts	13				

As per our Report of even date attached

For **AGARWAL & MANGAL**
Chartered Accountants
Firm Reg. No. 100061W

B. P. MANGAL
Partner
Membership No. 32973

Mumbai: 25th May, 2011

For and on behalf of the Board of Directors

H.N. Singh Rajpoot
Director

T.M. Elavia
Director

Kishore Shete
Manager

Mumbai: 25th May, 2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

	Schedule	2010 - 2011		2009 - 2010	
		Rupees	Rupees	Rupees	Rupees
INCOME					
Income from Operations	9	1,628,400		1,866,000	
Other Income	10	<u>3,759,997</u>	<u>5,388,397</u>	<u>3,989,573</u>	<u>5,855,573</u>
			<u>5,388,397</u>		<u>5,855,573</u>
EXPENDITURE					
Personnel Cost	11	1,158,569		1,232,743	
Other Expenditure	12	8,771,085		8,842,218	
Depreciation	3	<u>81,733</u>		<u>91,497</u>	
			<u>10,011,387</u>		<u>10,166,458</u>
LOSS AFTER TAXATION			(4,622,990)		(4,310,885)
- Balance of Loss brought forward			<u>(173,852,786)</u>		<u>(169,541,911)</u>
AMOUNT CARRIED TO BALANCE SHEET			<u>(178,475,776)</u>		<u>(173,852,796)</u>
Earnings Per Share (In Rupees) (Nominal value of each share Rs. 10/-)					
Basic and Diluted			(0.39)		(0.36)
Significant Accounting Policies and Notes to the Accounts		13			

As per our Report of even date attached

For AGARWAL & MANGAL
Chartered Accountants
Firm Reg. No. 100061W

B. P. MANGAL
Partner
Membership No. 32973

Mumbai: 25th May, 2011

For and on behalf of the Board of Directors

H.N. Singh Rajpoot
Director

T.M. Elavia
Director

Kishore Shete
Manager

Mumbai: 25th May, 2011

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

	As at 31st March, 2011 Rupees	As at 31st March, 2010 Rupees
SCHEDULE 1		
SHARE CAPITAL		
Authorised:		
1,50,00,000 Equity Shares of Rs.10 each.	150,000,000	150,000,000
50,00,000 Preference Shares of Rs. 10 each.	<u>50,000,000</u>	<u>50,000,000</u>
	<u>200,000,000</u>	<u>200,000,000</u>
Issued Capital:		
1,18,95,811 Equity Shares of Rs.10 each.	<u>118,958,110</u>	<u>118,958,110</u>
Subscribed and Paid-up:		
1,18,95,051 Equity Shares of Rs.10 each.	<u>118,950,510</u>	<u>118,950,510</u>
PER BALANCE SHEET		
Of the above:		
1,50,000 Equity Shares of Rs.10 each are allotted as fully paid-up pursuant to a contract without payment being received in cash		
1,27,998 Equity Shares of Rs.10 each are allotted as fully paid-up to ICICI Limited (now ICICI Bank Limited) in exercise of their option to convert part of their loans into shares:		
6,73,520 Equity Shares of Rs.10 each are allotted against Convertible portion of Debentures: and		
24,96,757 Equity Shares of Rs.10 each are allotted as fully paid-up by way of bonus shares by capitalisation of Rs. 24236000/- from General Reserve and Rs. 732000/- from Share Premium Account.		
SCHEDULE 2		
RESERVES AND SURPLUS		
Capital Reserve		
As per last Balance Sheet	6,250	6,250
Share Premium Account		
As per Last Balance Sheet	<u>174,919,400</u>	<u>174,919,400</u>
PER BALANCE SHEET		
	<u>174,925,650</u>	<u>174,925,650</u>

SCHEDULE 3 FIXED ASSETS											(Rupees)
Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As on 01.04.2010	Additions during the year	Sales, w/off, adjustments during the year	As on 31.03.2011	Up to 01.04.2010	For the year	Sales, w/off, adjustments during the year	Up to 31.03.2011	As on 31.03.2011	As on 31.03.2010	
Buildings	535,000	-	-	535,000	67,582	8,720	-	76,302	458,698	467,418	
Tenancy Right Acquired	2,500,000	-	-	2,500,000	733,502	40,750	-	774,252	1,725,748	1,766,498	
Vehicle	415,500	97,400	(415,500)	97,400	332,515	31,712	(358,829)	5,398	92,002	82,985	
Computer	222,887	20,400	(102,394)	140,893	222,887	551	(102,394)	121,044	19,849	-	
Improvement to Premises (Business Centre)	1,294,732	-	-	1,294,732	1,294,732	-	-	1,294,732	-	-	
Equipment (Business Centre)	1,826,214	-	-	1,826,214	1,826,214	-	-	1,826,214	-	-	
Furniture & Fixtures (Business Centre)	4,893,229	-	-	4,893,229	4,893,229	-	-	4,893,229	-	-	
TOTAL	11,687,562	117,800	(517,894)	11,287,468	9,370,661	81,733	(461,223)	8,991,171	2,296,297	2,316,901	
Previous Year	11,687,562	-	-	11,687,562	9,279,164	91,497	-	9,370,661	2,316,901	2,408,398	

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

	No. of Shares		Face value	31.03.2011	31.03.2010
	31.03.2011	31.03.2010	(Rs)	Rupees	Rupees
SCHEDULE 4					
INVESTMENTS - At cost					
A) Unquoted :					
(i) Investments (trade)					
5,93,941 Units (P.Y. 5,64,571 Units) of Rs. 10 each in DSP Merrill Lynch Short Term Weekly - Dividend (29,370 Units Purchased during the year)				6,049,723	5,750,735
15,77,961 Units (P.Y. 5,75,660 Units) of Rs. 10 each in Reliance Short Term Fund Retail Plan - Dividend (10,02,301 Units Purchased during the year)				16,778,088	6,086,413
7,673 Units (P.Y. 6,712 Units) of Rs. 10 each in Templeton India Short Income Plan - Weekly Dividend. (14,914 Units Purchased during the year) (13,953 Units Sold during the year)				8,263,077	7,289,857
10,61,418 Units (P.Y. 10,982 Units) of Rs. 10 each in TFLD Tata Floater Fund - Daily Dividend (10,50,436 Units Purchased during the year)				10,651,963	110,208
(ii) Summit Securities Limited	800		10	7,800	
(Originally Incorporated as RPG Itochu Finance Limited)		800	10		7,800
Total (i + ii)				<u>41,750,651</u>	<u>19,245,013</u>
B) Quoted:					
KEC International Limited*	7,595	-	2	1,086,160	-
RPG Cables Limited*	-	30,396	10	-	1,086,160
Total				<u>1,086,160</u>	<u>1,086,160</u>
PER BALANCE SHEET				<u>42,836,811</u>	<u>20,331,173</u>
Aggregate Book Value of Investment					
Unquoted				41,750,651	19,245,013
Quoted				1,086,160	1,086,160
Aggregate Market Value of Quoted Investment				626,208	836,000
Note : * RPG Cables Ltd. is merged with KEC International Limited. Consequently Company's investment in RPG Cables Ltd. is now shown in Investment in KEC International Limited.					

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

	As at 31st March, 2011		As at 31st March, 2010	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE 5				
SUNDRY DEBTORS				
(Unsecured, considered good)				
i) Outstanding for more than six months				
- Considered good	27,069,750		56,310,108	
ii) Other Debts	36,638,932		511,865	
	<u>63,708,682</u>		<u>56,821,973</u>	
Less: Provision for Doubtful Debts	2,396,466	61,312,216	2,396,466	54,425,507
PER BALANCE SHEET		<u><u>61,312,216</u></u>		<u><u>54,425,507</u></u>
 SCHEDULE 6				
CASH AND BANK BALANCES				
Cash on Hand		4,504		8,720
Balances with Scheduled Banks:				
On Current Accounts	(990,138)		(48,352)	
On Deposit Accounts	12,255,207	11,265,069	47,009,841	46,961,489
PER BALANCE SHEET		<u><u>11,269,573</u></u>		<u><u>46,970,209</u></u>
 SCHEDULE 7				
LOANS AND ADVANCES				
Advances recoverable in cash or in kind or for value to be received				
Considered Good	1,084,134		952,065	
Considered Doubtful	18,472,258		18,472,258	
	<u>19,556,392</u>		<u>19,424,323</u>	
Less :- Provision for Doubtful Debts	18,472,258	1,084,134	18,472,258	952,065
Inter Corporate Deposit				
Considered Doubtful	8,186,000		8,186,000	
Less :- Provision for Doubtful Debts	8,186,000	-	8,186,000	-
Advance payments of income tax less provisions there against		4,262,047		3,968,665
Balance with Central Excise on Current Accounts				
Considered Doubtful	113,219		113,219	
Less :- Provision for Doubtful Debts	113,219	-	113,219	-
Interest Accrued on Bank Deposits, Bonds, Inter Corporate Deposits and Advances				
Considered Good	633,266		131,089	
Considered Doubtful	8,759,374		8,759,374	
	<u>9,392,640</u>		<u>8,890,463</u>	
Less :- Provision for Doubtful Debts	8,759,374	633,266	8,759,374	131,089
PER BALANCE SHEET		<u><u>5,979,447</u></u>		<u><u>5,051,819</u></u>

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

	As at 31st March, 2011		As at 31st March, 2010	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE 8				
CURRENT LIABILITIES AND PROVISIONS				
Current Liabilities				
Sundry Creditors:				
- Micro, Small & Medium Enterprises (Refer note no.9)	-		-	
- Others	-		-	
	-		-	
Other Liabilities	7,449,416		8,268,424	
		7,449,416		8,268,424
Provisions:				
Provision for Income Tax	103,361		103,361	
Provision for Gratuity	313,439		295,508	
Provision for Leave Encashment	427,744	844,544	404,952	803,821
PER BALANCE SHEET	8,293,960		9,072,245	

SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

	Year ended 31st March, 2011		Year ended 31st March, 2010	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE 9				
INCOME FROM OPERATIONS				
Business Centre Income		1,628,400		1,866,000
PER PROFIT AND LOSS ACCOUNT		<u>1,628,400</u>		<u>1,866,000</u>
 SCHEDULE 10				
OTHER INCOME				
Dividend Income		2,123,282		1,357,139
Interest Income (Tax Deducted at Source Rs. 293382/- (P.Y. Rs. 180101/-)		1,636,715		2,594,934
Other Income		-		37,500
PER PROFIT AND LOSS ACCOUNT		<u>3,759,997</u>		<u>3,989,573</u>
 SCHEDULE 11				
PERSONNEL COST				
Payment to and provision for Salaries, Wages and Bonus		947,839		950,574
Contribution to Provident Fund, Employees State Insurance and other funds		49,284		49,284
Welfare expenses (Refer Note no. 4)		161,446		232,885
PER PROFIT AND LOSS ACCOUNT		<u>1,158,569</u>		<u>1,232,743</u>
 SCHEDULE 12				
OTHER EXPENDITURE				
Electricity Expenses		1,088,969		1,381,270
Repairs :				
- Building	225,309		211,546	
- Other Repairs	<u>1,457,960</u>	1,683,269	<u>158,706</u>	370,252
Insurance		12,744		10,742
Conveyance & Travelling		61,465		123,413
Rent		92,886		100,886
Rates and Taxes		14,040		13,800
Legal & Professional Fees		3,909,932		5,818,853
Printing & Stationery		790,320		34,290
Telephone and Postage		239,503		60,498
Audit Fees		40,000		25,000
Loss on Sale of Investments		3,671		-
Loss on Sale of Assets		42,165		-
Vehicle Expenses		141,544		157,194
Bank Charges		6,320		8,294
Listing Fees		108,304		109,504
Miscellaneous expenses		480,009		557,049
Welfare Expenses		55,944		71,173
PER PROFIT AND LOSS ACCOUNT		<u>8,771,085</u>		<u>8,842,218</u>

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

	2010 - 2011		2009 - 2010	
	Rupees	Rupees	Rupees	Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES:				
NET PROFIT BEFORE TAX		(4,622,990)		(4,310,885)
Adjustments for:				
Depreciation	81,733		91,497	
Loss on Sale of Assets	3,671		-	
Loss on Sale of Investment	42,165		-	
Dividend Income	(2,123,282)		(1,357,139)	
Interest Income	(1,636,715)		(2,632,434)	
		<u>(3,632,428)</u>		<u>(3,898,076)</u>
Operating profit before Working capital Changes		(8,255,418)		(8,208,961)
Working Capital Changes:				
(Increase) / Decrease in Sundry Debtors and advances	(11,855,350)		(51,601,327)	
Increase / (Decrease) in Trade payables	(819,009)		663,793	
Provisions for Leave Encashment & Gratuity	40,723	<u>(12,633,636)</u>	43,458	<u>(50,894,076)</u>
Cash Generated from Operations		(20,889,054)		(59,103,037)
Additions to Fixed Assets		(117,800)		-
Income Tax paid (Net of Refunds)		<u>(293,382)</u>		<u>(290,665)</u>
Net Cash Flow from Operating activities - I		(21,300,236)		(59,393,702)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011 (Contd.)

	2010 - 2011		2009 - 2010	
	Rupees	Rupees	Rupees	Rupees
B. CASH FLOW FOR INVESTING ACTIVITIES:				
Purchase of Investment	(37,547,803)		(1,357,139)	
Proceeds from sale of Investments	15,000,000		91,022,000	
Proceeds from sale of Assets	53,000		-	
Interest Received	5,971,121		3,479,184	
Dividend Received	<u>2,123,282</u>		<u>1,357,139</u>	
Net Cash Flow for Investing activities - II		<u>(14,400,400)</u>		<u>94,501,184</u>
Cash Flow after Investing activities - III = (I - II)		<u>(35,700,636)</u>		<u>35,107,482</u>
Opening Cash and Cash equivalents	46,970,209		11,862,727	
Closing cash and cash equivalents	<u>11,269,573</u>		<u>46,970,209</u>	
Net Increase / (Decrease) in Cash & Cash Equivalants		<u><u>(35,700,636)</u></u>		<u><u>35,107,482</u></u>

As per our Report of even date attached

For and on behalf of the Board of Directors

For **AGARWAL & MANGAL**
Chartered Accountants
Firm Reg. No. 100061W

H.N. Singh Rajpoot
Director

T.M. Elavia
Director

B. P. MANGAL
Partner
Membership No. 32973

Kishore Shete
Manager

Mumbai: 25th May, 2011

Mumbai: 25th May, 2011

SCHEDULE FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2011

SCHEDULE - 13

NOTES TO THE ACCOUNTS

1. Significant accounting policies:

(a) Basis of Accounting:

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

(b) Fixed Assets and depreciation:

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

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

(c) Investments:

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

(d) Employee Benefits:

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

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

(i) Defined Contribution Plan:

a. Provident Fund:

The eligible employee of the Company is entitled to receive post employment

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

b. Superannuation:

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

(ii) Defined Benefit Plan:

a. Gratuity:

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

b. Compensated absences:

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

SCHEDULE FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2011

SCHEDULE - 13 - Notes to the Account (Contd.)

2. Contingent Liabilities not provided for:

		As at 31st March, 2011 Rs.	As at 31st March, 2010 Rs.
(a)	Claims against the Company not acknowledged as debts estimated at	37,04,000	37,04,000
(b)	Income –tax matters	8,80,61,166	8,64,43,441
(c)	The Company has received various show cause notices and an order from Excise and Customs Authorities, which have been replied to by the Company. The contingent liability, if any, on the basis of such notices/demands, except for those which have become time barred are estimated at	3,58,000	3,58,000

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

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

	Year ended 31st March, 2011 Rs.	Year ended 31st March, 2010 Rs.
(i) Audit fees	44,120	27,575

4. Managerial Remuneration

(a) Manager's remuneration

		Year ended 31st March, 2011 Rs.	Year ended 31st March, 2010 Rs.
(i)	Salary	6,71,340	6,71,340
(ii)	Contribution to provident fund	49,284	49,284
(iii)	Value of perquisites	3,65,864	3,67,275
		10,86,488	10,87,899

(b) Directors' fees

	Year ended 31st March, 2011 Rs.	Year ended 31st March, 2010 Rs.
Directors' fees	30,000	42,000

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

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

a) Key Management Personnel:

Mr. Kishore Shete, Manager.

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

Amount payable to him as at 31st March, 2011 is Rs 1,05,040 (P. Y. Rs.57,398).

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

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

8. These accounts have been prepared on a going concern basis, notwithstanding the debit balance of Rs.17,84,75,776 (P.Y. Rs.17,38,52,796) in the profit and loss account as at the year end, since the Directors are confident that the realisable value of the assets are sufficient to discharge its liabilities in the ordinary course of business.

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

SCHEDULE FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2011

SCHEDULE - 13 - Notes to the Account (Contd.)

10. Employee benefits:

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

(a) Defined Contribution Plan

Contribution to Defined Contribution Plan in the statement of profit and loss account under payments to and provisions for employee, in Schedule -11 for the year are as under:

	Year ended 31st March, 2011 Rs.	Year ended 31st March, 2010 Rs.
Employer's contribution to Provident Fund	49,284	49,284

(b) Defined Benefit Plan

Gratuity as per arithmetic basis considering funds lying with LIC as on 31st March, 2011.

		Year ended 31st March, 2011 Rs.	Year ended 31st March, 2010 Rs.
(i)	Net assets / (liabilities) recognized in the Balance Sheet.	3,13,439	2,95,508
(ii)	Expenses recognised in the income statements.	17,931	17,931

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

As per our Report of even date attached

For **AGARWAL & MANGAL**
Chartered Accountants
Firm Reg. No. 100061W

B. P. MANGAL
Partner
Membership No. 32973

Mumbai: 25th May, 2011

For and on behalf of the Board of Directors

H.N. Singh Rajpoot
Director

T.M. Elavia
Director

Kishore Shete
Manager

Mumbai: 25th May, 2011

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

Additional information pursuant to Part IV of Schedule VI to the Companies Act, 1956

I. Registration Details

Registration No.	12406						
State Code	11						
Balance Sheet Date	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Date</th> <th style="text-align: center;">Month</th> <th style="text-align: center;">Year</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">31</td> <td style="text-align: center;">03</td> <td style="text-align: center;">2011</td> </tr> </tbody> </table>	Date	Month	Year	31	03	2011
Date	Month	Year					
31	03	2011					

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

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

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

Total Liabilities	302,170,120	Total Assets	302,170,120
Sources of Funds			
Paid-Up Capital	118,950,510	Reserves and Surplus	174,925,650
Secured Loans	NIL	Unsecured Loans	NIL
Application of Funds			
Net Fixed Assets	2,296,297	Investments	42,836,811
Net Current Assets (net of provision for deferred taxation)	70,267,276	Accumulated Losses	178,475,776
Misc. Expenditure	NIL		

IV. Performance of Company (Amount in Rs.)

Turnover	5,388,397	Total Expenditure	10,011,387
Profit/(Loss) Before Tax	(4,622,990)	Profit/(Loss) After Tax	(4,622,990)
Earning per share in Rs.	(0.39)	Dividend	NIL

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

Item Code No. (ITC Code)	Not Applicable
Product Description	Business Centre

Note: Classification of products/service under ITC code being of technical nature is not verified by the Auditors.

As per our Report of even date attached

For **AGARWAL & MANGAL**

Chartered Accountants
Firm Reg. No. 100061W

B. P. MANGAL

Partner
Membership No. 32973
Mumbai: 25th May, 2011

For and on behalf of the Board of Directors

H.N. Singh Rajpoot
Director

T.M. Elavia
Director

Kishore Shete
Manager

Mumbai: 25th May, 2011

FGP LIMITED

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

ATTENDANCE SLIP FOR 49th ANNUAL GENERAL MEETING

Date: September 22, 2011 – Time: 11.00 a.m.

Place: TEXTILES COMMITTEE Complex, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai - 400 025.

Signature of the Shareholder/Proxy present:

Folio No./Client ID:

Only Shareholders or their proxies will be allowed to attend the meeting.



FGP LIMITED

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

PROXY FORM

I / We-----
of-----
being a Member/Members of FGP Limited holding shares in Folio No./Client ID-----
-----hereby
appoint----- of -----
of failing him ----- of -----
of failing him ----- of -----
as my / our proxy to attend and vote for me / us and on my / our behalf at the Annual General Meeting of the Company to be held on Thursday, September 22, 2011 and at any adjournment thereof.

AS WITNESS my hand/or hands this ----- day of -----2011

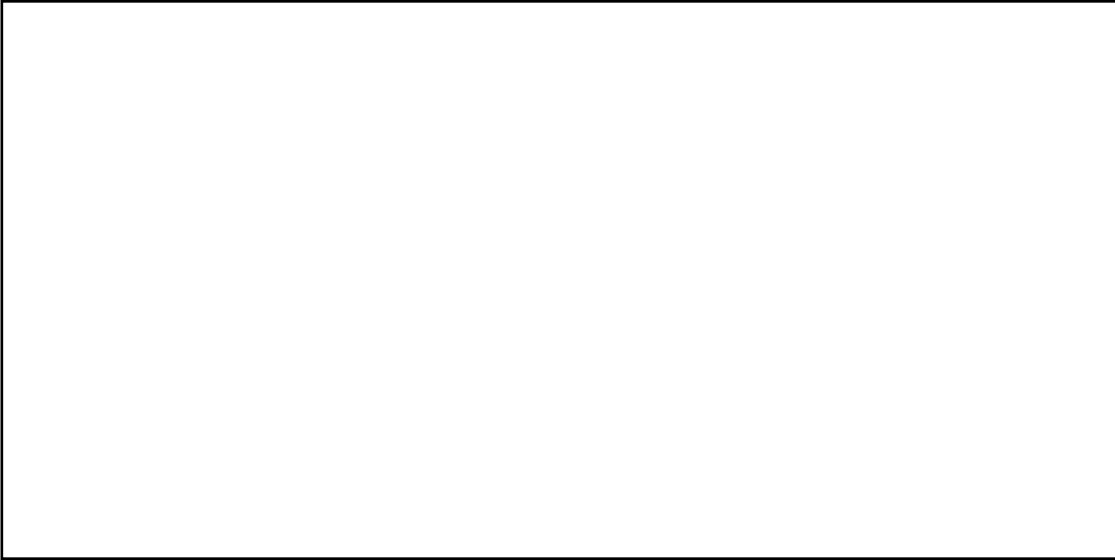
Signed by the Said -----

Affix Revenue Stamp

NOTE:

THE PROXY FORM MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT COMMERCIAL UNION HOUSE, 9 / WALLACE STREET, FORT, MUMBAI-400 001, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

BOOK-POST



If undelivered please return to:

FGP LIMITED

Commercial Union House,
9 / Wallace Street, Fort,
Mumbai - 400 001.