

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

FORM- A

1	Name of Company	FGP LIMITED
2.	Annual Financial Statements for the year ended	31 st March, 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A

Yours faithfully,
For **FGP LIMITED**



Kishore Shete
Wholetime Director / CFO



H.C. Dalal
Audit Committee Chairman

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



Vinit Mangal
Partner
Membership No. 146912

FGP LIMITED

**52nd ANNUAL REPORT
2013-14**

Directors

H. N. Singh Rajpoot

Vimal Kejriwal

H. C. Dalal

(Additional Director w.e.f. 30.09.2013)

Mrs. Shruti Joshi

(Additional Director w.e.f. 23.05.2014)

Prem Kapil

(Additional Director w.e.f. 12.08.2014)

Kishore Shete

(Wholetime Director)

Registered Office

Commercial Union House

**9, Wallace Street,
Fort, Mumbai 400 001.**

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 Fifty Second Annual General Meeting of the members of FGP Limited will be held in the auditorium of **TEXTILES COMMITTEE COMPLEX**, P. Balu Road, Prabhadevi Chowk, Mumbai-400 025 on Tuesday, 30th September, 2014 at 3.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Directors' and Auditors' Reports thereon.

2. To appoint a Director in place of Mr. Kishore Shete (DIN-02495121), who retires by rotation and, being eligible, has offered himself for reappointment.

3. Appointment of Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. V. S. Somani & Co. (Firm Registration No 117589W), Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. Agarwal & Mangal to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration plus service tax and out-of-pocket expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:**4. Appointment of Mr. Vimal Kejriwal as an Independent Director**

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Vimal Kejriwal (DIN 00026981), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years from 30th September, 2014 up to 29th September, 2019.

5. Appointment of Mr. H. C. Dalal as Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, Mr. H. C. Dalal, (DIN-00206232) who was appointed as an Additional Director of the Company with effect from 30th September, 2013 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Act , but who is eligible for appointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five years from 30th September, 2014 up to 29th September, 2019.

6. Appointment of Mrs. Shruti Joshi as Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, Mrs. Shruti Joshi, (DIN-05277759) who was appointed as an Additional Director of the Company with effect from 23rd May, 2014 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Act but who is eligible for appointment and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five years from 30th September, 2014 up to 29th September, 2019.

7. Appointment of Mr. Prem Kapil as Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, Mr. Prem Kapil (DIN- 06921601) who was appointed as an Additional Director of the Company with effect from 12th August, 2014 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Act but who is eligible for appointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five years from 30th September, 2014 up to 29th September, 2019.

8. Reappointment of Mr. Kishore Shete as Wholetime Director

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

“RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 the approval of the Company be and is hereby accorded to the re-appointment of Mr. Kishore Shete (DIN- 02495121) as the Whole time Director of the Company for a period of one year with effect from 1st April, 2014, on the remuneration and terms and conditions as set out in the Agreement dated 1st April, 2014 entered into between the Company and Mr. Kishore Shete and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors and Mr. Kishore Shete.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company, the Wholetime Director will be paid the said remuneration from time to time as minimum remuneration subject to the ceiling provided in Schedule V of the Companies Act, 2013.

“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) The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to the business at item nos. 3 to 8 of the Notice is annexed hereto.

- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and in holding not more than ten percent (10%) of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Proxies in order to be effective must be received by the company at its registered office not later than forty eight hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- 3) The Register of Members and the Share Transfer books of the Company will be closed from Thursday, 25th September, 2014 to Tuesday, 30th September, 2014 (both days inclusive).
- 4) Members are requested to notify promptly any change in their addresses to their Depository Participants (DP) in respect of their electronic share account and to the Company's Registrar & Share Transfer agents M/s. 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 in respect of their physical share folios, quoting their folio numbers.
- 5) Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are given in the Corporate Governance Report.
- 6) The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security market. Shareholders holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.
- 7) The Ministry of Corporate Affairs (MCA), Government of India, through its Circular nos. 17/2011 and 18/2011 dated 21st April 2011 and 29th April 2011 respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in Corporate Governance. Recognizing the spirit of the circular issued by the MCA, we propose to send documents like the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report, etc to the email address provided by you with your depositories.

We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email address.

- 8) Members may also note that the Notice of the 52nd Annual General Meeting and the Annual Report for 2013-2014 will be available on the Company's Website: www.fgpltd.in for download.
- 9) 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.
- 10) E-voting:

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, and Clause 35B of the Listing Agreement entered into with the Stock Exchange, the Company is pleased to provide the facility to Members to exercise their right to vote at the 52nd Annual General Meeting of the Company by electronic means. The e-voting period will commence at 9:00 a.m. on 23rd September, 2014 and will end at 6:00 p.m. on 25th September, 2014. The Company has appointed Mr. Mitesh Dhaliwala, of M/s. Parikh Parekh & Associates, Practising Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

Members who do not have access to e-voting facility may return the duly completed ballot form (enclosed with Annual Report) so as to reach the Scrutinizer at the Registered Office of the Company not later than 6.00 p.m. on 25th September, 2014. Ballot Form received after this date will be treated as invalid.

Members have option to vote either through e-voting or through Physical Ballot Form. If a member has opted for e-voting, then he/she should not vote by Physical Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting then voting through e-voting shall prevail and voting done by Physical Ballot shall be treated as invalid. For e-voting facility the Company has signed an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting.

The instructions for members for voting electronically are as under:

The voting period begins at 9:00 a.m on 23rd September, 2014 and ends at 6:00 p.m. on 25th September, 2014. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record date) 22nd August, 2014 may

cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

1. In case of members receiving e-mail:
 - (i) Log on to the e-voting website www.evotingindia.com during the voting period.
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select "FGP LIMITED" from the drop down menu and click on "SUBMIT"
 - (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 alphanumeric PAN issued by Income Tax Department.</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 in CAPITAL followed by the last 8 digits of their Demat Account Number/ Folio No. as the case may be, in the PAN field. · In case the Folio No. is less than 8 digits, enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rakesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Date of Birth or Date of Incorporation OR Bank Account Number	Enter the Date of Birth as recorded in your Demat Account or in the Company's records for the said Demat account in dd/mm/yyyy format or enter Folio No. OR Enter the Bank Account Number as recorded in your Demat Account or in the Company's records for the said Demat Account or Folio No. Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or with the Company, please enter the number of shares held in the Bank Account Number field.
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 of FGP Limited on which you choose to vote.
- (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) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

After receiving the login details, they have to create a compliance user who would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com. and on approval of the accounts they would be able to cast their vote.

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

2. In case of members receiving the physical copy:
 - (i) Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
 - (ii) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
 - (iii) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - (iv) The Results shall be declared at or after the AGM of the Company. 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 within TWO days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.

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

Under the Authority of the
Board of Directors

Kishore Shete

Dated: 12th August, 2014

Wholtime Director

ANNEXURE TO NOTICE

Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013("the Act") forming part of the notice.

Item No. 3 :

M/s. Agarwal & Mangal, Chartered Accountants have been the Statutory Auditors of the Company for last three years. They have vide their letter dated 7th August, 2014 expressed their unwillingness to continue as the Statutory Auditors of the Company due to their preoccupation.

The Board of Directors have, on the recommendation of the Audit Committee, proposed the appointment of M/s. V.S.Somani & Co., Chartered Accountants, as the Statutory Auditors of the Company. M/s. V. S. Somani & Co. have informed that they are eligible for appointment and are not disqualified for appointment under the Companies Act, 2013. .

The Board of Directors recommend their appointment as the Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting (AGM) i.e. fifty second AGM till the conclusion of the next AGM of the Company.

None of the Directors and Key Managerial Personnel and their relatives are interested in the said appointment.

Item Nos. 4, 5, 6 & 7:

The Company had pursuant to Section 260 of the Companies Act, 1956 appointed Mr. H. C. Dalal as Additional Director of the Company with effect from 30th September 2013. The Company has also pursuant to Section 161 of the Companies Act, 2013 appointed Mrs. Shruti Joshi and Mr. Prem Kapil as Additional Directors of the Company with effect from 23rd May, 2014 and 12th August, 2014 respectively. They would hold office upto the date of the ensuing Annual General Meeting. .

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. H. C. Dalal, Mrs. Shruti Joshi and Mr. Prem Kapil for the office of Director of the Company.

Mr. Vimal Kejriwal, Mr. H. C. Dalal, Mrs. Shruti Joshi, and Mr. Prem Kapil have given declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act.

The Company also meets with the requirement of appointing a Woman Director under Section 149 of the Companies Act, 2013 by appointing Mrs. Shruti Joshi as Director of the Company.

The matter regarding appointment of Mr. Vimal Kejriwal, Mr. H. C. Dalal, Mrs. Shruti Joshi and Mr. Prem Kapil as Independent Directors was placed before the Nomination & Remuneration Committee, which commends their appointment as Independent Directors for a term of five years from 30th September, 2014.

In the opinion of the Board, Mr. Vimal Kejriwal, Mr. H. C. Dalal, Mrs. Shruti Joshi and Mr. Prem Kapil fulfill the conditions specified in the Act and the Rules framed thereunder and also in the clause 49 of the Listing Agreement for appointment

as Independent Directors and they are independent of the management. The Independent Directors of the Company are not liable to retire by rotation.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Vimal Kejriwal, Mr. H. C. Dalal, Mrs. Shruti Joshi and Mr. Prem Kapil as Independent Directors is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mr. Vimal Kejriwal, Mr. H. C. Dalal, Mrs. Shruti Joshi and Mr. Prem Kapil shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

A brief profile of Mr. Vimal Kejriwal, Mr. H. C. Dalal, Mrs. Shruti Joshi and Mr. Prem Kapil are as follows.

Mr.Vimal Kejriwal (53 years)

Mr. Kejriwal is a Chartered Accountant, having secured 8th rank in all India merit list and having qualifications of B.Com. / F.C.A. / F.C.S. / D.T.M. He is also a qualified Company Secretary and an Alumni of Kellogg School of Management, USA and Narsee Monjee Institute of Management Studies (NMIMS), India.

Mr. Kejriwal has vast experience of more than 30 years in Corporate Finance/Investment Banking/ General Management having worked in the Pharmaceutical, Fertilizer, Oil & Gas industries. He is at present President-Transmission & Distribution Business in KEC International Ltd.

Mr. H.C. Dalal (68 years)

Mr. Dalal is B.Com./Certificate course from IIM, Bangalore & ASCI Hyderabad (LPR)

Mr. Dalal is having more than 40 years of Corporate Experience working in various capacities in the areas of Auditing, Accounts, Taxation, Banking, Finance, Budgeting, Projects, MIS Analysis, Mergers, etc. Earlier he served as a Director on the Board of RPG Cables Limited.

Mrs. Shruti Joshi (35 years)

Mrs. Joshi is Bachelor of Commerce from the University of Mumbai. Associate Member of the Institute of Company Secretaries of India. Law Graduate from the Mumbai University. Completed a Diploma Course in Business Management from the Principal L.N. Welingkar Institute of Management Development & Research.

Mrs. Shruti Joshi is a qualified professional, having more than 10 years experience in the field of Corporate Law. She is currently, associated with CEAT Limited and RPG Enterprises for the last eight years and has in the past worked with companies like ICICI Bank Limited, Jyoti Structures Limited and Yes Bank Limited.

Mr. Prem Kapil (68 years)

Mr. Prem Kapil is Arts Graduate with specialization in the field of Economics, English & Geography; Certification course in Public Relations from XLRI-Jamshedpur; Leadership programme from Tata Management Training Centre-Pune and Corporate

Communications & Media Relations from IIM, Lucknow.
He is presently practicing as an Independent Consultant.

Mr. Vimal Kejriwal, Mr. H. C. Dalal, Mrs. Shruti Joshi and Mr. Prem Kapil are concerned or interested in the respective Resolution of their appointment in the accompanying Notice. No other Director or Key Managerial Personnel or their relatives are interested in the said resolutions.

The Board commends your approval of the said resolutions.

Item No. 8:

Mr. Kishore Shete has been re-appointed by the Board of Directors as the Wholetime Director of the Company for a period of one year with effect from 1st April, 2014. The Company has entered into an Agreement for his reappointment as the Wholetime Director of the Company. The principal terms and conditions of the said Agreement are as follows:

1. a. Basic Salary and Special allowance:

	01 st April,2014 to 31 st March, 2015 Rs. per month
Basic Salary	33,600
Special Allowance	26,900

b. Perquisites :

In addition to the above salary and special allowance, the Wholetime Director 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.

The above 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. 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 Wholetime Director 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, to the extent this is not taxable under the Income tax Act, 1961.
 - ii) Earned privilege Leave at the rate of one month's leave per year of service.
2. (i) This re-appointment may be terminated by the Company:
- (a) By not less than three months' notice, in writing, given at any time to Mr. Shete or by payment to him of three months' salary in lieu of notice.
 - (b) By summary notice, if Mr. Shete shall have committed any breach or any continuing breach of his obligations hereunder or shall have been guilty of conduct tending to bring the Company or his office hereunder into disrepute or shall have committed any act of insolvency or compounded with his creditors generally.
- (ii) This re-appointment may be terminated by Mr. Shete by giving to the Board of Directors not less than three months notice, in writing, in that behalf.

3. Mr. Shete shall not, without prior consent of the Board of Directors, either during or after termination of the re-appointment hereunder, divulge or communicate to any person or persons (except to such of the employees of the Company or any other duly authorised persons to whom the same should be divulged or communicated for the efficient conduct of the Company's business) or himself make use of any of the Company's secret or any other information which he may receive or obtain in relation to the Company's affairs or to the working of any process or invention which is carried on or used by the Company or any other matter which comes to his knowledge in the course of or by reason of his re-appointment with the Company.

The Board commends the approval by the members to the appointment of Mr. Kishore Shete as the Wholetime Director and payment of remuneration to him.

The Agreement for appointment of Mr. Kishore Shete as Wholetime Director 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.

Mr.Kishore Shete is concerned or interested in the said resolution. No other Director or Key Managerial Personnel or their relatives are interested in this resolution.

The Board commends your approval of the said resolution.

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

Under the Authority of the
Board of Directors

Kishore Shete

Dated: 12th August, 2014

Wholetime Director

DIRECTORS' REPORT

The Directors have pleasure in presenting the Fifty Second Annual Report together with the audited Financial Statements for the year ended 31st March, 2014:

FINANCIAL RESULTS:

(₹ in lakhs)

	F.Y. 2013 -14	F.Y. 2012-13
Income	94.93	41.78
Add : Prior year's income	15.95	Nil
Less : Expenses	721.66	76.75
Loss	(610.78)	(34.97)
Add : Loss brought forward from previous year	(1,823.70)	(1,788.73)
Loss carried to Balance sheet	(2,434.48)	(1,823.70)

DIVIDEND:

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

OPERATIONS:

The Business Centre activity had a modest demand during FY 2013-14. Therefore, the Company earned an income of ₹ 32.18 lakhs as against ₹ 13.76 lakhs for FY 2012-13.

Due to increased expenses on repairs & maintenance and the provisions of ₹. 624.27 lacs made for bad debts, the Company has incurred the loss of ₹.610.78 lakhs during FY 2013-14 against the loss of ₹ 34.97 lakhs in FY 2012-13.

National Insurance Company Ltd., the owner of the office premises has served notice for termination of the tenancy and currently the matter is subjudice.

Looking to the above facts, the future prospects for the business centre activity are not promising.

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 2014-15.

DIRECTORS:

The Company has appointed Mr. H. C. Dalal, Mrs. Shruti Joshi and Mr. Prem Kapil as additional directors w.e.f. 30th September, 2013, 23rd May, 2014 and 12th August, 2014 respectively. They shall hold office upto the date of ensuing Annual General Meeting (AGM) and are proposed to be appointed as Directors at the said AGM.

As per Section 149(4) of the Companies Act, 2013 (the 'Act'), which came in to effect from 1st April, 2014, every listed public

company is required to have at least one-third of the total number of directors as Independent Directors.

Accordingly, Mr. Vimal Kejriwal, Mr. H.C.Dalal, Mr. Prem Kapil and Mrs. Shruti Joshi are proposed to be appointed as Independent Directors at the ensuing AGM to hold office for a period of 5 years as mentioned in the Notice of the forthcoming AGM of the Company.

Mr. Kishore Shete Wholetime Director retires at the ensuing AGM and being eligible, offers himself for re-appointment.

Mr. H. N .Singh Rajpoot has informed that he should be treated as Non-Independent Director of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- (ii) such accounting policies have been selected which have been applied consistently and judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company in the Balance Sheet for the financial year ended 31st March, 2014 and of the Loss made for the said financial year, i.e. 1st April, 2013 to 31st March, 2014.
- (iii) proper and sufficient care for the maintenance of adequate accounting records have been taken in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Annual Accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE:

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

PARTICULARS OF EMPLOYEES:

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

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

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

Foreign Exchange Earnings : ₹. NIL

Foreign Exchange Outgo : ₹. NIL

AUDITORS:

M/s. Agarwal & Mangal, Chartered Accountants, the Auditors of the Company who would retire at the ensuing Annual General Meeting have expressed their unwillingness to continue as the Statutory Auditors of the Company.

As recommended by the Audit Committee, the Board proposes to appoint M/s. V.S.Somani & Co. as the Statutory Auditors of the Company.

M/s. V.S.Somani & Co. have informed the Company that they are eligible to act as the Statutory Auditors, if appointed.

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

ACKNOWLEDGEMENT:

The Board wishes to thank the 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

Kishore Shete

Wholetime Director

Mumbai

Date: 12th August, 2014

MANAGEMENT DISCUSSION AND ANALYSIS

This report is in compliance with Para IV of Clause 49 of the Listing Agreement with the Stock Exchange, which is required to be part of the Annual Report to the Shareholders.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The main activity of the Company is business centre activity. Worldwide, this activity in general is widely used by the business enterprises. The concept is however not picking up in the same way in India. The Indian economy has also registered a lower growth during the year under review. However, the Company's Business Centre income at ₹.32.18 lacs during the year under review has been higher as compared to ₹.13.76 lacs for F.Y. 2012-13.

OPPORTUNITIES AND THREATS:

Your Company's Business Centre is strategically located in Fort area of Mumbai. There is a limitation for expansion of the office space by the corporates in this area.

The owner of the office premises has served an eviction notice on the Company and the matter is currently under litigation.

As such, this may impact the Company's business adversely in future.

OUTLOOK:

Looking at the above-mentioned facts, the future prospects for the business centre activity are not promising.

RISKS AND CONCERNS:

Other than the risk of loosing the premises, as mentioned above, there are no risks or concerns other than those, which are peculiar to your Company's business activity.

INTERNAL CONTROL SYSTEMS AND ADEQUACY:

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

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

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

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

Mumbai
Date: 12th August, 2014

Kishore Shete
Wholetime Director

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, 2014 consisted of four members including one Wholetime 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.Vimal Kejriwal	5	No	1	Nil	Nil
Mr.H.N.Singh Rajpoot	5	Yes	3	3	2
Mr.Kishore Shete (Wholetime Director)	5	Yes	Nil	Nil	Nil
#Mr. T M Elavia	2	No	-	-	-
*Mr. H. C. Dalal	3	No	2	2	Nil

Expired on 18th August, 2013.

* Appointed as Additional Director w.e.f. 30th September, 2013.

Mr. Vimal Kejriwal and Mr. H.C.Dalal are Independent Directors.

Mr. Kishore Shete is Non Independent/ Executive Director.

Mr. H.N. Singh Rajpoot has now informed that he should be treated as Non-Independent Director in the current year.

The Company has appointed Mr. H. C.Dalal, Mrs. Shruti Joshi and Mr. Prem Kapil as additional directors w.e.f. 30th September, 2013, 23rd May, 2014 and 12th August, 2014 respectively and are being appointed as Independent Directors of the Company as per the provisions of the Companies Act, 2013 and Rules made thereunder at the ensuing Annual General Meeting.

Mr. Kishore Shete holds Ten equity shares in the Company. No other director of the Company holds any equity shares in the Company.

Board Meetings

During the year 2013-14, five Board Meetings were held on 29th May , 2013, 8th August, 2013, 30th September, 2013, 31st October, 2013 and 12th February, 2014.

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, 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. Vimal Kejriwal (53 years)

- Qualifications:**

B.Com. / F.C.A. / F.C.S. / D.T.M

Mr. Kejriwal is a Chartered Accountant, having secured 8th rank in all India merit list. He is also a qualified Company Secretary and an Alumni of Kellogg School of Management, USA and Narsee Monjee Institute of Management Studies (NMIMS), India.

- Experience:**

Mr. Kejriwal has vast experience of more than 30 years in Corporate Finance/Investment Banking/ General Management having worked in the Pharmaceutical, Fertilizer, Oil & Gas industries. He is at present President – Transmission & Distribution Business in KEC International Ltd.

- Other Directorships:**

1. KEC Power India Private Limited
2. Jay Railway Projects Private Limited
3. KEC Global FZ-LLC
4. RPG Transmission Nigeria Limited
5. KEC International Holdings LLC
6. SAE Towers Holdings LLC
7. SAE Towers Brazil Subsidiary Company, LLC
8. SAE Towers Mexico Subsidiary Holding Company, LLC
9. SAE Towers Limited
10. SAE Towers Panama Holdings, LLC
11. Indian Electrical and Electronics Manufacturers' Association
12. RP Goenka Group of Companies Employees Welfare Associations

- Other Membership of Committees:**

Nil

Mr. Vimal Kejriwal does not hold any equity shares in the Company.

2. Name: Mr. H. C. Dalal - (68 years)

- Qualifications:**

B.Com. /Certificate course from IIM, Bangalore & ASCI Hyderabad (LPR)

- Experience:**

Mr. Dalal is having more than 40 years of Corporate Experience working in various capacities in the areas of Auditing, Accounts, Taxation, Banking, Finance, Budgeting, Projects, MIS Analysis, Mergers, etc. Earlier he served as a Director on the Board of RPG Cables Limited.

- Other Directorships:**

1. Summit Securities Limited
2. STEL Holdings Limited

- Other Membership of Committees:**

	Name of Committee	Designation whether Member / Chairman
1. Summit Securities Limited	- Stakeholders Relationship Committee.	Member
	- Audit Committee.	Member
2. STEL Holdings Limited	- Audit Committee.	Member

- Mr. H. C. Dalal does not hold any equity shares in the Company.

3. Name: Mrs. Shruti R. Joshi - (35 years)

- Qualifications:**

Bachelor of Commerce from the University of Mumbai.

Associate Member of the Institute of Company Secretaries of India.

Law Graduate from the Mumbai University.

Completed a Diploma Course in Business Management from the Principal L.N. Welingkar Institute of Management Development & Research.

- Experience:**

Mrs. Shruti Joshi is a qualified professional, having more than 10 years experience in the field of Corporate Law. She is currently, associated with CEAT Limited and RPG Enterprises for the last eight years and has in the past worked with companies like ICICI Bank Limited, Jyoti Structures Limited and Yes Bank Limited.

- Other Directorships:**

1. Ottimo Comtrade Private Limited
2. Unitgro Comtrade Private Limited
3. Bluestone Crystal Trading Private Limited
4. Bliss Comtrade Private Limited

5. Sofreal Mercantrade Private Limited
6. Ruby Gadgets Private Limited
7. Woodwinds Construction Private Limited
8. Maestro Tyres Private Limited

- **Other Membership of Committees: Nil**
- Mrs. Shruti R.Joshi does not hold any equity shares in the Company.

4. Name: Mr. Prem Kapil - (68 years)

- **Qualifications:**

Arts Graduate with specialization in the field of Economics, English & Geography.

Certification course in Public Relations from XLRI-Jamshedpur.

Leadership programme from Tata Management Training Centre-Pune.

Corporate Communications & Media Relations from IIM, Lucknow.

- **Experience:**

He is presently practicing as an Independent Consultant.

- **Other Directorship:**

STEL Holdings Limited

Summit Securities Limited

- Other Membership of Committees: Nil
- Mr. Prem Kapil does not hold any equity shares in the Company.

5. Name: Mr. Kishore Shete - (67 years)

- **Qualifications:**

Electrical Engineer (L.E.E.) –V.J.T.I. (1970)

- **Experience:**

Mr. Kishore Shete has 44 years of experience in the field of Manufacturing / Heavy duty Engineering / Factory Administration / Industrial Relations & Commercial functions of medium & large scale Industries.

He joined FIBREGLASS PILKINGTON LIMITED in year 1974 in the middle management in manufacturing division. The Company was later renamed as FGP Limited. He has been instrumental in execution of several mega projects with sophisticated U.K. and American technologies at Thane works. Through diverse functions & responsibilities, he grew to the senior management positions including the position of Works Manager in 1992, with overall responsibility of managing the Thane factory of the Company.

In January 2000, he was also appointed as a “Manager”

of the Company, pursuant to the provisions of the Company Act, 1956. Effective November 2011, he has been elevated to the position of Wholtime Director of the Company.

Prior to joining the Company in 1974, he has also worked in the Companies of repute such as Bombay Dyeing Spring Mill and Fabrika Polyarn - division of Hoechst Dyes & Chemicals.

- Other Directorship: Nil
- Other Membership of Committees: Nil
- Mr. Kishore Shete holds Ten 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, Wholtime Director of the Company is attached to this report.

4. AUDIT COMMITTEE

Composition and category of members of the Audit Committee as on 31st March, 2014 was as follows:

Name of Director	Category	No. of Meetings Attended
Mr. H. N. Singh Rajpoot Chairman	Independent	4
# Mr. T. M. Elavia	do	2
Mr. Vimal Kejriwal	do	4
*Mr. H.C. Dalal	do	2

Expired on 18th August, 2013.

* Appointed as Additional Director w.e.f. 30th September, 2013

Later, Mr. H.N. Singh Rajpoot informed that he should be treated as non independent director. Accordingly, the Board of Directors has reconstituted the Audit Committee at its meeting held on 23rd May, 2014 comprising of the following:

(i) Mr. H.C. Dalal,	Chairman	(Independent)
(ii) Mr. Vimal Kejriwal,	Member	(Independent)
(iii) Mr. H. N. Singh Rajpoot,	Member	(Non-Independent)
(iv) Mrs. Shruti Joshi	Member	(Independent)

The terms of reference to the Audit Committee for the year under review cover the matters specified under Clause 49 of the Listing Agreement as well as in Section 292A of the Companies Act, 1956, inter-alia, overseeing of the Company's financial reporting process; recommending the appointment / reappointment of statutory auditors; reviewing with the management annual financial statements; quarterly financial statements and other matters as covered under role of audit committee in clause 49. The Audit Committee has powers, inter-alia, to investigate any activity within its terms of reference and to seek information from any employee of the Company 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, finance personnel and Wholetime Director 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.

During the year 2013-14, four meetings of the Committee were held on 29th May, 2013, 8th August, 2013, 31st October, 2013 and 12th February, 2014.

5. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

Composition and category of members of Shareholders'/ Investors' Grievance Committee as on 31st March, 2014 was as follows:

Name of Director	Category	No. of Meetings Attended
# Mr. T. M. Elavia	Independent	2
Mr. H. N. Singh Rajpoot Chairman	do	4
Mr. Vimal Kejriwal	do	4
Mr. H. C. Dalal	do	2

Expired on 18th August, 2013.

During the year 2013-14, four meetings of the Committee were held on 29th May, 2013, 8th August, 2013, 31st October, 2013 and 12th February, 2014.

The Board of Directors has, at its meeting held on 23rd May, 2014 renamed the Committee as Stakeholders' Relationship Committee and also reconstituted it. The reconstituted Committee now comprises of the following:

- (i) Mr. H. N. Singh Rajpoot, Chairman (Non- Independent)
- (ii) Mr. Vimal Kejriwal, Member (Independent)
- (iii) Mr. H. C. Dalal, Member (Independent)

The queries received from investors are being regularly attended to and are being resolved. The Committee also reviews these queries. Mr. Kishore Shete, Wholetime Director 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 2013-14 (also see Para 11.9).

The total number of complaints received and replied to the satisfaction of shareholders during the year under review was 7. Outstanding complaints as on 31st March, 2014 were Nil. No requests for transfers were pending for approval as on 31st March, 2014.

6. REMUNERATION COMMITTEE

The composition and category of the members of Remuneration Committee as on 31st March, 2014 was as under:

1. Mr. H. N. Singh Rajpoot - Independent and Non-Executive Director,
Chairman of the Committee
2. Mr. Vimal Kejriwal - Independent and Non-Executive Director
3. Mr. H. C. Dalal - Independent and Non-Executive Director

This Committee was not formed pursuant to clause 49 of the Listing Agreement, where the formation of the Committee is not mandatory.

The Board of Directors has, at its meeting held on 14th May, 2014 renamed the Committee as "Nomination and Remuneration Committee" and also reconstituted it comprising of the following:

(i) Mr. H.C. Dalal,	Chairman	(Independent)
(ii) Mr. Vimal Kejriwal,	Member	(Independent)
(iii) Mr. H. N. Singh Rajpoot,	Member	(Non-Independent)

The Nomination and Remuneration Committee deals with the matters specified in clause 49 of the Listing Agreement and also reviews the overall compensation structure and policies of the company. No meeting of the Committee was held during the year.

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

Name	Salary (₹)	Perquisites (₹)	Commission	Total (₹)
Mr. Kishore Shete	9,67,920	3,62,830	N.A.	13,30,750

Period of Contract: 15th November, 2011 to 31st March, 2014.

The Wholtime 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.

The following sitting fees are paid to the directors for attending meetings of the Board of Directors and Audit Committee,

Name of Director	Sitting fees for Board Meeting (₹)	Sitting fees for Audit Committee Meeting (₹)
# Mr. T. M. Elavia	4,000	-
Mr. Vimal Kejriwal	10,000	4,000
Mr. H. N. Singh Rajpoot	10,000	4,000
• Mr. H. C. Dalal	6,000	4,000
Total	30,000	12,000

Expired on 18th August, 2013

- Appointed as Additional Director w.e.f. 30th September, 2013

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

7. SUBSIDIARY COMPANY

The Company does not have any subsidiary.

8. GENERAL BODY MEETINGS

Location and time of last THREE Annual General Meetings:

Year	Venue	Day, Date	Time	Special resolution, if any
2010-11	Textiles Committee Complex, P. Balu Road, Prabhadevi, Mumbai - 400 025.	Thursday 22 nd Sept, 2011	11.00 a.m.	Nil
2011-12	Textiles Committee Complex, P. Balu Road, Prabhadevi, Mumbai - 400 025.	Tuesday, 25 th Sept, 2012	11.00 a.m.	Nil
2012-13	Auditorium of Sasmira, Sasmira Marg, Worli, Mumbai - 400030	Monday, 30 th Sept, 2013	11.00 a.m.	Revision in Remuneration of Mr. Kishore Shete as Wholtime Director

No resolution was passed through postal ballots 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 adopted non-mandatory requirements of clause 49 including Whistle Blower Policy. However, no personnel has been denied access to the Audit Committee.

CEO / CFO Certification:

A certificate from the Wholtime Director (designated as 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 23rd May, 2014 to approve the audited annual accounts for the year ended 31st March, 2014.

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.

§ Website: www.fgpltd.in

§ e-mail ID for Investor Grievances: fgpltd03@gmail.com

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

11. GENERAL SHAREHOLDER'S INFORMATION

11.1 Annual General Meeting

- Date : Tuesday, 30th September, 2014
- Time : 3.30 p.m.
- Venue : Auditorium of
TEXTILES COMMITTEE COMPLEX
P. Balu Road, Prabhadevi Chowk,
Mumbai-400 025.

11.2 Financial Year : April to March

First quarter results : By second week of August*

Second quarter results : By second week of November*

Third quarter results : By second week of February*

Fourth quarter results : By last week of May*

*Tentative

11.3 Date of Book Closure

From: - Thursday, 25th September, 2014

To: - Tuesday, 30th September, 2014

(both days inclusive)

11.4 Dividend Payment Date : Not Applicable

11.5 Listing on Stock Exchange : At the BSE Limited

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

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

11.7 Market Price Data

High and Low prices of the Company's shares on BSE with corresponding BSE Sensex April 2013 to March 2014.

Months	High		Low	
	FGP Price (₹)	BSE Sensex	FGP Price (₹)	BSE Sensex
April 2013	2.75	19,622.68	2.37	18,144.22
May 2013	3.67	20,443.62	2.71	19,451.26
June 2013	*	19,860.19	*	18,467.16
July 2013	3.44	20,351.06	3.32	19,126.82

Months	High		Low	
	FGP Price (₹)	BSE Sensex	FGP Price (₹)	BSE Sensex
August 2013	3.76	19,569.20	3.58	17,448.71
September 2013	3.80	20,739.69	3.40	18,166.17
October 2013	3.24	21,205.44	3.08	19,264.72
November 2013	2.93	21,321.53	2.53	20,137.67
December 2013	2.41	21,483.74	1.72	20,568.70
January 2014	2.32	21,409.66	1.73	20,343.78
February 2014	2.24	21,140.51	1.77	19,963.12
March 2014	2.36	22,467.21	1.91	20,920.98

11.8 Registrar & Share 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 fifteen 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, 2014:

Sr. No.	Range	No. of shareholders	% to total holders	No. of Shares held	% of Capital
1	1 to 500	18,832	91.271	17,57,554	14.776
2	501 to 1,000	931	4.512	7,92,609	6.663
3	1,001 to 2,000	441	2.137	7,02,567	5.906
4	2,001 to 3,000	147	0.712	3,84,334	3.231
5	3,001 to 4,000	63	0.305	2,28,773	1.923
6	4,001 to 5,000	76	0.368	3,61,904	3.042
7	5,001 to 10,000	81	0.393	5,79,080	4.868
8	10,001 & above	62	0.300	78,88,230	59.590
	Total	20,633	100.000	1,18,95,051	100.000

11.11 Categories of Shareholders as on 31st March, 2014:

Category	No. of shares held	Percentage to total share capital
Foreign holding (FIIs, OCBs and NRIs)	1,24,380	1.05
Financial Institutions/ Banks/ Insurance Companies	6,88,435	5.79
Mutual Funds and UTI	23,781	0.20
Corporate Bodies	51,77,503	43.53
Directors and their relatives	10	0.00
Public	58,80,942	49.43
Total	1,18,95,051	100.00

11.12 Dematerialization of Shares and Liquidity:

As on 31st March, 2014 - 89.09 % 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 Location: 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

Fax : 91 22 28591568

Compliance Officer:

Mr. Kishore Shete

Wholetime Director

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

Tel. : 91 22 22070273

Fax : 91 22 22015269

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 of FGP Limited

Mumbai

Dated : 12th August, 2014

Kishore Shete
Wholetime Director

DECLARATION

As provide 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, 2014.

For **FGP Limited**

Mumbai

Dated: 12th August, 2014

Kishore Shete
Wholetime Director

Auditors' certificate to the members of FGP Limited on compliance of the conditions of Corporate Governance for the year ended 31st March, 2014, under clause 49 of the listing agreement with the Bombay Stock Exchange., Mumbai.

1. We have examined the compliance of the conditions of Corporate Governance by FGP Limited for the period ended 31st March, 2014, 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

Vinit Mangal

Partner
Membership No. 146912

Place: Mumbai

Dated: 12th August, 2014

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF FGP LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of FGP Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

Management is responsible for the preparation of these 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 Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

Auditor's Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgments, 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Matters:

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227 (4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the Order.
2. As required by Section 227 (3) of the Act, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, 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 Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in section 211(3C) of the Act;
 - e) On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

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

Vinit Mangal
Partner
Membership No.146912

Place : Mumbai,
Dated : 23rd May 2014

ANNEXURE REFERRED TO IN OUR AUDIT 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 Company (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, 2014 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:

Nature of the Dues	Amount (₹ In Lacs)	Period to which the Amount Relates	Forum where dispute is pending
The Income Tax Act, 1961			
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	High Court Mumbai
Penalty	55.79	A.Y.2003–2004	High Court Mumbai
Income Tax	86.29	A.Y.2004–2005	High Court Mumbai
Income Tax	113.45	A.Y.2005–2006	High Court Mumbai
Income Tax	16.73	A.Y.2006–2007	High Court Mumbai
Income Tax	35.08	A.Y.2007–2008	High Court Mumbai
Income Tax	12.72	A.Y.2008–2009	High Court Mumbai
Income Tax	9.85	A.Y.2009–2010	Commissioner of Income – Tax (Appeals), Mumbai
Income Tax	15.35	A.Y. 2010–2011	Commissioner of Income – Tax (Appeals), Mumbai
Income Tax	10.11	A.Y. 2011–2012	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, 2014. 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
Firm Registration No. 100061W
Chartered Accountants

Vinit Mangal
Partner
Membership No.146912

Place : Mumbai,
Dated : 23rd May 2014

BALANCE SHEET AS AT MARCH 31, 2014

Particulars	Note Ref.	As at 31 st March, 2014 (₹)	As at 31 st March, 2013 (₹)
I EQUITY & LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	1	118,950,510	118,950,510
(b) Reserves & Surplus	2	(68,522,332)	(7,444,053)
(c) Money Received Against Share Warrants		-	-
		<u>50,428,178</u>	<u>111,506,457</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	3	-	868,560
		<u>-</u>	<u>868,560</u>
4 Current Liabilities			
(a) Short-Term Borrowings		-	-
(b) Trade Payables	4	657,345	1,239,820
(c) Other Current Liabilities	5	53,990	3,513,173
(d) Short-Term Provisions	6	912,899	-
		<u>1,624,234</u>	<u>4,752,993</u>
Total		<u><u>52,052,412</u></u>	<u><u>117,128,010</u></u>
II ASSETS			
1 Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	7	2,110,207	2,172,237
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
(iv) Intangible Assets Under Development		-	-
		<u>2,110,207</u>	<u>2,172,237</u>
(b) Non-Current Investments		-	-
(c) Deferred Tax Assets (net)		-	-
(d) Long-Term Loans and Advances	8	5,406,544	62,472,271
(e) Other Non-Current Assets		-	-
		<u>7,516,751</u>	<u>64,644,508</u>
2 Current Assets			
(a) Current Investments	9	41,926,510	46,021,856
(b) Inventories		-	-
(c) Trade Receivables	10	69,000	5,020,330
(d) Cash and Bank Balances	11	2,540,151	1,413,975
(e) Short-Term Loans and Advances		-	-
(f) Other Current Assets	12	-	27,341
		<u>44,535,661</u>	<u>52,483,502</u>
Total		<u><u>52,052,412</u></u>	<u><u>117,128,010</u></u>

Statement of Significant Accounting Policies and Other Explanatory Notes form part of the Balance Sheet and Statement of Profit and Loss.

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

Kishore Shete

Wholetime Director

H. N. Singh Rajpoot

Director

Vinit Mangal

Partner

Membership No. 146912

Mumbai, 23rd May, 2014

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2014

Particulars	Note Ref.	2013-14 (₹)	2012-13 (₹)
Revenue			
I			
Revenue from Operations (Gross):			
Sale of Service	13	3,218,000	1,376,400
Other operating revenue		-	-
Less : Excise duty		-	1,376,400
II	14	<u>6,274,350</u>	<u>2,801,754</u>
III Total Revenue (I + II)		<u>9,492,350</u>	<u>4,178,154</u>
IV Expenses			
Cost of Materials Consumed		-	-
Purchase of Traded Goods		-	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
Employee Benefit Expenses	15	1,182,952	1,277,074
Finance Cost		-	-
Depreciation & Amortisation	16	62,030	62,030
Other Expenses	17	<u>70,920,615</u>	<u>6,336,327</u>
Total Expenses		<u>72,165,597</u>	<u>7,675,431</u>
V Profit / (Loss) Before exceptional, extraordinary items and Tax (III-IV)		(62,673,247)	(3,497,277)
VI Exceptional Items		-	-
VII Profit/ (Loss) Before extraordinary items and Tax (V-VI)		(62,673,247)	(3,497,277)
VIII Extraordinary Items		-	-
IX Profit / (Loss) Before Tax (VII-VIII)		(62,673,247)	(3,497,277)
X Tax Expense			
1 Current Tax		-	-
2 Deferred Tax		-	-
3 Tax Provision for earlier years		-	-
XI Profit / (Loss) After Tax (IX+X)		(62,673,247)	(3,497,277)
Prior year's income		<u>1,594,968</u>	-
Net Profit / (Loss)		<u>(61,078,279)</u>	<u>(3,497,277)</u>
XII Earnings per Equity Share:			
Basic/Diluted		(5.13)	(0.29)
Par Value		₹ 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.

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

Vinit Mangal

Partner

Membership No. 146912

Mumbai, 23rd May, 2014

Kishore Shete

Wholetime Director

H. N. Singh Rajpoot

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014

	2013 - 2014		2012 - 2013	
	(₹)	(₹)	(₹)	(₹)
A Cash flow from Operating Activities				
Net Profit Before Tax		(61,078,279)		(3,497,277)
Adjustments for:				
Depreciation	62,030		62,030	
Loss on Sale of Investment	582,025		56	
Dividend Income	(2,650,588)		(2,740,787)	
Interest Income	(67,189)		(60,967)	
		<u>(2,073,722)</u>		<u>(2,739,668)</u>
Operating Profit Before Working Capital Changes		(63,152,001)		(6,236,945)
Working Capital Changes:				
(Increase) / Decrease in Sundry Debtors and Advances	62,494,271		(39,996)	
Increase / (Decrease) in Trade Payables	(4,041,658)		(382,165)	
Provisions for Leave Encashment & Gratuity	44,339	<u>58,496,952</u>	41,785	<u>(380,376)</u>
Cash Generated from Operations		(4,655,049)		(6,617,321)
Additions to Fixed Assets		-		-
Income Tax paid (Net of Refunds)		<u>(469,414)</u>		<u>(237,635)</u>
Net Cash Flow from Operating Activities - I		(5,124,463)		(6,854,956)
B Cash Flow for Investing Activities :				
Purchase of Investment	(2,160,659)		(12,731,673)	
Proceeds from Sale of Investments	5,666,180		6,000,000	
Proceeds from Sale of Assets	-		-	
Interest Received	94,530		902,818	
Dividend Received	2,650,588		2,740,787	
Net Cash Flow for Investing Activities - II		<u>6,250,639</u>		<u>(3,088,068)</u>
Cash Flow after Investing Activities - III = (I - II)		1,126,176		(9,943,024)
Opening Cash and Cash equivalents	1,413,975		11,356,999	
Closing Cash and Cash equivalents	2,540,151		1,413,975	
Net Increase / (Decrease) in Cash & Cash Equivalents		<u>1,126,176</u>		<u>(9,943,024)</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

Kishore Shete

Wholetime Director

H. N. Singh Rajpoot

Director

Vinit Mangal

Partner

Membership No. 146912

Mumbai, 23rd May, 2014

SIGNIFICANT ACCOUNTING POLICIES

a) Accounting Convention

The financial statements have been prepared to comply in all material respects with the notified accounting standards by the Companies (Accounting Standards) Rules 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention, on an accrual basis of accounting.

The classification of assets and liabilities of the Company is done into current and non-current based on the operating cycle of the business of the Company. The operating cycle of the business of the Company is less than twelve months and therefore all current and non-current classifications are done based on the status of realisability and expected settlement of the respective asset and liability within a period of twelve months from the reporting date as required by Revised Schedule VI to the Companies Act, 1956.

The accounting policies adopted in the preparation of financial statements are consistent with those used in the previous year, except for the change in accounting policy explained herein below.

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, 1956 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) Inflation

Assets and Liabilities are shown at historical cost and no adjustments are made for changes in purchasing power of money.

d) Fixed Assets

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.

e) Depreciation, Amortisation and Impairment

Depreciation on fixed assets is charged on 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 at the rate of 33 1/3 percent 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.

f) 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.

g) 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 and fair value.

h) Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank, cheques on hand, cash in hand and short term investments with an original maturity of three months or less.

i) Revenue Recognition

Revenue in respect of insurance / other claims, interest, commission etc. are recognised only when it is reasonably certain that the ultimate collection will be made.

j) Contingent Liabilities

These are disclosed by way of notes to the accounts. Provision is made in respect of those liabilities which are likely to materialise after the year end, till the finalisation of accounts and have material effect on the position stated in the Balance Sheet.

k) Employee Benefits

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

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

(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 statement of 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 has been paid during the year.

(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 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 recognised based on the number of unutilized leave at each balance sheet date on an arithmetic basis.

l) Taxation

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.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

1 SHARE CAPITAL

Particulars	As at 31 st March, 2014		As at 31 st March, 2013	
	Number	(₹)	Number	(₹)
Face Value	₹ 10/- each		₹ 10/- each	
Class of Shares	Equity Shares (Fully Paid)		Equity Shares (Fully Paid)	
Authorised Capital	15,000,000	150,000,000	15,000,000	150,000,000
Face Value	₹ 10/- each		₹ 10/- each	
Class of Shares	Preference Shares		Preference Shares	
Authorised Capital	5,000,000	50,000,000	5,000,000	50,000,000
Issued, Subscribed and Paid up Capital (Equity Shares)	<u>11,895,051</u>	<u>118,950,510</u>	<u>11,895,051</u>	<u>118,950,510</u>
PER BALANCE SHEET	<u>11,895,051</u>	<u>118,950,510</u>	<u>11,895,051</u>	<u>118,950,510</u>

i) Reconciliation of number of shares

Particulars	As at 31 st March 2014		As at 31 st March 2013	
	No. of shares	Amount (₹)	No. of shares	Amount (₹)
Shares outstanding at the beginning of the year	11,895,051	118,950,510	11,895,051	118,950,510
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	11,895,051	118,950,510	11,895,051	118,950,510

ii) Terms and Rights attached to Equity Shareholders:

The Company has only one class of equity shares having a face value of ₹. 10/- per share. Each holder of equity shares is entitled to one vote per equity share. 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. The distribution will be in proportion to the number of equity shares held by shareholders. The shareholders have all other rights as available to equity shareholders as per the provision of the Companies Act, 1956 read together with the Memorandum of Association and Articles of Association of the Company, as applicable.

iii) Details of Shareholding in excess of 5%

Name of Shareholder	As at 31 st March 2014		As at 31 st March 2013	
	Number of shares held	Percentage	Number of shares held	Percentage
Universal Industrial Fund Limited	1,754,027	14.75%	2,254,033	18.95%
Swallow Associates LLP	2,232,019	18.76%	2,232,019	18.76%
Instant Holdings Limited	597,147	5.03%	-	-

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

2 RESERVES & SURPLUS

Particulars	As at 31 st March 2014		As at 31 st March 2013	
	(₹)	(₹)	(₹)	(₹)
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 in Profit & Loss Account				
Balance as per last Balance Sheet	(182,369,703)		(178,872,426)	
Add : Net Loss for the year	<u>(61,078,279)</u>		<u>(3,497,277)</u>	
		<u>(243,447,982)</u>		<u>(182,369,703)</u>
PER BALANCE SHEET		<u>(68,522,332)</u>		<u>(7,444,053)</u>

3 PROVISIONS

Particulars	Long Term	
	As at	As at
	31 st March 2014	31 st March 2013
	(₹)	(₹)
Provision for Leave Encashment	-	462,560
Provision for Gratuity	-	406,000
PER BALANCE SHEET	<u>-</u>	<u>868,560</u>

4 TRADE PAYABLES

Particulars	As at	
	31 st March 2014	31 st March 2013
	(₹)	(₹)
Trade Payables		
- Micro Small and Medium Enterprises	-	-
- Others	<u>657,345</u>	<u>1,239,820</u>
PER BALANCE SHEET	<u>657,345</u>	<u>1,239,820</u>

The Company has no amounts due to Sundry Creditors who are registered under the Micro, Small & Medium Enterprises Development Act, 2006.

5 OTHER CURRENT LIABILITIES

Particulars	As at	
	31 st March 2014	31 st March 2013
	(₹)	(₹)
Duties & Taxes Payable	<u>53,990</u>	<u>3,513,173</u>
PER BALANCE SHEET	<u>53,990</u>	<u>3,513,173</u>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

6 PROVISIONS

Particulars	Short Term	
	As at 31 st March 2014	As at 31 st March 2013
	(₹)	(₹)
Provision for Leave Encashment	469,280	-
Provision for Gratuity	443,619	-
PER BALANCE SHEET	912,899	-

7. TANGIBLE ASSETS

Particulars	Freehold Land	Leasehold Land	Buildings	Plant & Machinery	Tenancy Right Acquired	Furniture & Fixtures	Vehicles	Total
Cost								
As at 1st April, 2012	-	-	535,000	3,261,839	2,500,000	4,893,229	97,400	11,287,468
Additions	-	-	-	-	-	-	-	-
Disposals/Adjustments	-	-	-	-	-	-	-	-
As at 31st March, 2013	-	-	535,000	3,261,839	2,500,000	4,893,229	97,400	11,287,468
Additions	-	-	-	-	-	-	-	-
Disposals/Adjustments	-	-	-	-	-	-	-	-
As at 31st March, 2014	-	-	535,000	3,261,839	2,500,000	4,893,229	97,400	11,287,468
Depreciation, Amortisation & Impairment								
As at 1st April, 2012	-	-	85,022	3,245,297	815,002	4,893,229	14,651	9,053,201
Charge for the year	-	-	8,720	3,307	40,750	-	9,253	62,030
Disposals/Adjustments	-	-	-	-	-	-	-	-
As at 31st March, 2013	-	-	93,742	3,248,604	855,752	4,893,229	23,904	9,115,231
Additions	-	-	-	-	-	-	-	-
Charges for the year	-	-	8,720	3,307	40,750	-	9,253	62,030
Disposals/Adjustments	-	-	-	-	-	-	-	-
As at 31st March, 2014	-	-	102,462	3,251,911	896,502	4,893,229	33,157	9,177,261
Net Block								
As at 31st March, 2014	-	-	432,538	9,928	1,603,498	-	64,243	2,110,207
As at 31st March, 2013	-	-	441,258	13,235	1,644,248	-	73,496	2,172,237

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

8 LOANS & ADVANCES

Particulars	Long Term		Short Term	
	As at	As at	As at	As at
	31 st March 2014	31 st March 2013	31 st March 2014	31 st March 2013
	(₹)	(₹)	(₹)	(₹)
Unsecured considered good				
Loans & Advances given to :				
- Employees	-	-	-	-
- Others (Net of Provisions)	565,762	58,100,903	-	-
Prepaid Taxes	4,840,782	4,371,368	-	-
PER BALANCE SHEET	5,406,544	62,472,271	-	-

9 CURRENT INVESTMENTS

Particulars	As at	As at
	31 st March 2014	31 st March 2013
	(₹)	(₹)
Trade Investments		
Investment in Equity Instrument		
Quoted	-	1,093,960
Non Trade Investments		
Investment in Mutual Fund Units		
Unquoted	41,926,510	44,927,896
PER BALANCE SHEET	41,926,510	46,021,856
1 Aggregate Book Value of Investment		
Unquoted	41,926,510	44,927,896
Quoted	-	1,086,160
2 Aggregate Market Value of Quoted Investment	-	448,485
3 The nature & extent of Investment in each Company is detailed in Note-A attached to the Financial Statements.		

10 TRADE RECEIVABLES

Particulars	As at	As at
	31 st March 2014	31 st March 2013
	(₹)	(₹)
Unsecured, Considered Good		
Outstanding for more than six months	-	4,639,980
Unsecured, Considered Doubtful		
Outstanding for more than six months	3,346,594	-
Other Debts		
Unsecured, Considered Good	69,000	380,350
Unsecured, Considered Doubtful	275,142	-
Less : Provision for Doubtful Debts	3,621,736	-
PER BALANCE SHEET	69,000	5,020,330

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

11 CASH AND BANK BALANCES

Particulars	As at 31 st March 2014		As at 31 st March 2013	
	(₹)	(₹)	(₹)	(₹)
Cash & Cash Equivalents				
Cash Balances	72,871		12,905	
Balances with Banks	<u>2,467,280</u>	<u>2,540,151</u>	<u>1,401,070</u>	<u>1,413,975</u>
PER BALANCE SHEET		<u><u>2,540,151</u></u>		<u><u>1,413,975</u></u>

12 OTHER ASSETS

Particulars	Long Term		Short Term	
	As at	As at	As at	As at
	31 st March 2014	31 st March 2013	31 st March 2014	31 st March 2013
	(₹)	(₹)	(₹)	(₹)
Interest accrued on Investments	-	-	-	27,341
PER BALANCE SHEET	<u>-</u>	<u>-</u>	<u>-</u>	<u>27,341</u>

13 SALE OF SERVICE

Particulars	2013-14	2012-13
	(₹)	(₹)
Business Centre Income	<u>3,218,000</u>	<u>1,376,400</u>
PER STATEMENT OF PROFIT & LOSS	<u><u>3,218,000</u></u>	<u><u>1,376,400</u></u>

14 OTHER INCOME

Particulars	2013-14	2012-13
	(₹)	(₹)
Dividend Income	2,650,588	2,740,787
Interest Income	67,189	60,967
Other non-operating Income	<u>3,556,573</u>	-
PER STATEMENT OF PROFIT & LOSS	<u><u>6,274,350</u></u>	<u><u>2,801,754</u></u>

15 EMPLOYEE BENEFITS

Particulars	2013-14	2012-13
	(₹)	(₹)
Salaries , Allowances , etc	1,072,914	1,082,185
Contribution to Employees Welfare Funds	53,244	53,244
Staff Welfare Expenses	<u>56,794</u>	<u>141,645</u>
PER STATEMENT OF PROFIT & LOSS	<u><u>1,182,952</u></u>	<u><u>1,277,074</u></u>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

16 DEPRECIATION & AMORTISATION EXPENSES

Particulars	2013-14 (₹)	2012-13 (₹)
Depreciation	62,030	62,030
PER STATEMENT OF PROFIT & LOSS	62,030	62,030

17 OTHER EXPENSES

Particulars	2013-14		2012-13	
	(₹)	(₹)	(₹)	(₹)
Power, Fuel, Gas & Water Charges		1,157,708		1,180,190
Repairs :				
- Building	134,010		152,484	
- Others	1,825,574	1,959,584	302,247	454,731
Insurance		37,132		45,789
Rent		92,886		92,886
Rates and Taxes		3,940		3,940
Audit Fees		50,000		40,000
Loss on Sale of Investments		582,025		56
Conveyance & Travelling		71,369		60,785
Vehicle Expenses		172,070		138,634
Professional Charges		3,512,330		3,472,915
Listing Fees		115,912		116,928
Welfare Expenses		70,391		69,808
Communication Expenses		56,649		60,367
Printing & Stationary		36,658		27,192
Advance Written off	5,169,461		2,396,466	
Less : Provision held	5,169,461	-	2,396,466	-
Sundry Balances Written off		-		129,212
Provision for Bad and Doubtful Debts		62,427,229		-
Bank Charges		4,734		6,451
Miscellaneous Expenses		569,998		436,443
PER STATEMENT OF PROFIT & LOSS		70,920,615		6,336,327

18 Disclosure as required by Accounting Standard – AS 17 “Segment Reporting”, issued by the Institute of Chartered Accountants of India.

The entire operations of the Company relate to only one segment viz. “Business Centre”. As such, there is no separate reportable segment under Accounting Standard-AS 17 on Segment Reporting.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

19 Disclosure as required by Accounting Standard-AS 20 “Earning Per Share”, issued by the Institute of Chartered Accountants of India.

The Company has not issued any potential diluted equity share and therefore the Basic and Diluted earning per share will be the same. The earning per share is calculated by dividing the profit after tax by weighted average number of shares outstanding.

Particulars	2013-14		2012-13	
	(₹)	(₹)	(₹)	(₹)
Profit/(Loss) after tax		(61,078,279)		(3,497,277)
Equity Shares Outstanding (Nos)		11,895,051		11,895,051
- Opening	11,895,051		11,895,051	
- Issued during the year	-		-	
- Closing	-	11,895,051	-	11,895,051
Weighted Average no. of shares outstanding (Nos.)-				
Basic / Diluted		11,895,051		11,895,051
Nominal value of equity share		₹ 10/-each		₹ 10/-each
Earnings per share				
- Basic / Diluted		(5.13)		(0.29)

20 Disclosure as required by Accounting Standard - AS18 “Related Parties”, issued by the Institute of Chartered Accountants of India.

Relationships:

Key Management Personnel:

Mr. Kishore Shete, Wholetime Director
Salary

	2013-14	2012-13
	(₹)	(₹)
Salary	1,132,736	1,115,785

21 Contingent liabilities not provided for in respect of :

Particulars	2013-14	2012-13
	(₹)	(₹)
i Claims against the Company not acknowledge as debts estimated at	16,868,000	168,000
ii Income - Tax Matters	90,292,900	89,282,000

22 During the year the Company has made a provision for Bad and Doubtful Debts of ₹624.27 lakh pertaining to receivable from Universal Industrial Fund Limited and CFL Capital Financial Services Limited as the recovery of the same is doubtful.

23 In the opinion of the Board of Directors, all the assets other than fixed assets and non current investments have value on realisation in the ordinary course of business atleast equal to the amount at which they are stated in the Balance Sheet.

24 The Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, Statement of Significant Accounting Policy and other explanatory notes form an integral part of the financial statements of the Company for the year ended on 31st March, 2014.

25 The previous year’s figures have been regrouped/ reclassified, wherever necessary to confirm to the current year presentation.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE-A

CURRENT ASSETS	As at 31st March, 2014		As at 31st March, 2013		
Current investments					
	Face Value	No.of	Amount	No.of	Amount
	of Shares	Shares	(₹)	Shares	(₹)
a. Investment in Equity Instruments					
Investment in Listed Companies (Trade)					
KEC International Limited	2	-	-	7,595	1,086,160
Summit Securities Limited	10	-	-	800	7,800
Total			<u>-</u>		<u>1,093,960</u>
b. Investment in Mutual Fund Units - Non Trade					
		No.of	Amount	No.of	Amount
		Units	(₹)	Units	(₹)
DSP Merrill Lynch Short Term Weekly - Dividend		718,628	7,319,029	678,207	6,907,547
Reliance Short Term Fund Retail Plan - Dividend		1,811,579	19,290,166	1,778,517	18,926,423
Templeton India Short Income Plan - Weekly Dividend		-	-	592	637,096
TFLD Tata Floater Fund - Daily Dividend		6,604	6,627,122	8,119	8,147,761
IDBI Dynamic Bond Fund		287,571	3,000,000	287,571	3,000,000
IDBI Ultra Short Term Fund		5,686	5,690,193	7,306	7,309,069
Total			<u>41,926,510</u>		<u>44,927,896</u>
Total Investments			<u>41,926,510</u>		<u>46,021,856</u>
Aggregate Book Value of Investment					
Unquoted			41,926,510		44,927,896
Quoted			-		1,093,960
Aggregate Market Value of Quoted Investment			-		448,485

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

Kishore Shete

Wholetime Director

H. N. Singh Rajpoot

Director

Vinit Mangal

Partner
Membership No. 146912
Mumbai, 23rd May, 2014

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FGP LIMITED

Regd. Off: Commercial Union House, 9, Wallace Street, Fort, Mumbai-400 001.

Tel: (022) 22070273, 22015269 Website: www.fgpltd.in;

CIN: L26100MH1962PLC012406

ATTENDANCE SLIP

(To be presented at the entrance)

52ND ANNUAL GENERAL MEETING ON TUESDAY, SEPTEMBER 30, 2014 AT 3.30 P.M.
at Auditorium of Textiles Committee Complex, P. Balu Road, Prabhadevi, Mumbai-400 025

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

FGP LIMITED

Regd. Off: Commercial Union House, 9, Wallace Street, Fort, Mumbai-400 001.

Tel: (022) 22070273, 22015269 Website: www.fgpltd.in;

CIN: L26100MH1962PLC012406

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)

Name of the Member(s) :

Registered address :

E-mail ID :

Folio No./Client ID No. : DP ID No.

I/We, being the member(s) of Shares of **FGP Limited**, hereby appoint

1. Name : E-mail ID :

Address :

Signature :

or failing him

2. Name : E-mail ID :

Address :

Signature :

or failing him

3. Name : E-mail ID :

Address :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 52nd Annual General Meeting of the company, to be held on September 30, 2014 at 3.30 p.m. at Auditorium of Textiles Committee Complex, P. Balu Road, Prabhadevi, Mumbai-400 02 and at any adjournment thereof in respect of such resolutions as are indicated below :

1. Adoption of Audited balance sheet as at 31st March, 2014 and statement of Profit & Loss.
2. Reappointment of Mr. Kishore Shete as a Director of the Company.
3. Appointment of M/s. V. S. Somani & Co as Auditors in place of retiring Auditors M/s. Agarwal & Mangal.
4. Appointment of Mr.Vimal Kejriwal as an Independent Director of the Company.
5. Appointment of Mr.H.C.Dalal as an Independent Director of the Company.
6. Appointment of Mrs.Shruti Joshi as an Independent Director of the Company.
7. Appointment of Mr.Prem Kapil as an Independent Director of the Company.
8. Reappointment of Mr. Kishore Shete as Wholetime Director of the Company.

Affix
Revenue
Stamp

Signed this day of 2014

Signature of shareholder.....

Signature of Proxyholder(s).....

Notes:

1. 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 .
2. PLEASE COMPLETE ALL THE DETAILS, INCLUDING DETAILS OF MEMBER (S) IN ABOVE BOX BEFORE SUBMISSION

