

FGP LIMITED

49TH ANNUAL REPORT
2010 - 2011

Directors

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

Manager

Kishore Shete

Registered Office

9, Wallace Street,
Fort, Mumbai - 400 001

Solicitors & Advocates

Crawford Bayley & Co.
D'Lima & Associates

Auditors

Agarwal & Mangal

Bankers

ICICI Bank Ltd.

Registrars & Transfer Agents

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

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NOTICE

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

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

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

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

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

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

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

NOTES:

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

Under the Authority of the Board of Directors

Registered Office:

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

Kishore Shete
Manager

ANNEXURE TO NOTICE

Explanatory Statement under Section 173 of the Companies Act, 1956

Item 5:

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

a. Basic Salary and Special allowance:

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

b. Perquisites :

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

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

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

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

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

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

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

Under the Authority of the Board of Directors

Registered Office:

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

Kishore Shete
Manager

DIRECTORS' REPORT

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

FINANCIAL RESULTS:

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

DIVIDEND:

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

OPERATIONS:

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

LISTING:

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

DIRECTORS:

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

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

DIRECTORS' RESPONSIBILITY STATEMENT:

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

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

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

- 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;

- the Annual Accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE:

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

PARTICULARS OF EMPLOYEES:

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

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

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

Foreign Exchange Earnings : Rs. NIL

Foreign Exchange Outgo : Rs. NIL

AUDITORS:

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

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

ACKNOWLEDGEMENT:

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

For and on behalf of the Board of Directors

H.N.Singh Rajpoot
Director

T.M.Elavia
Director

Mumbai

Date: 25th May, 2011

MANAGEMENT DISCUSSION AND ANALYSIS

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

INDUSTRY STRUCTURE AND DEVELOPMENTS:

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

OPPORTUNITIES AND THREATS:

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

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

OUTLOOK:

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

RISKS AND CONCERNS:

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

INTERNAL CONTROL SYSTEMS AND ADEQUACY:

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

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

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

HUMAN RESOURCES:

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

CAUTIONARY STATEMENT:

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

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

Kishore Shete
Manager

Mumbai
Date: 25th May, 2011

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

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

2. BOARD OF DIRECTORS

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

Composition and category of Directors are as follows:

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

All the above directors are Independent and Non Executive.

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

Board Meetings

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

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

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

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

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