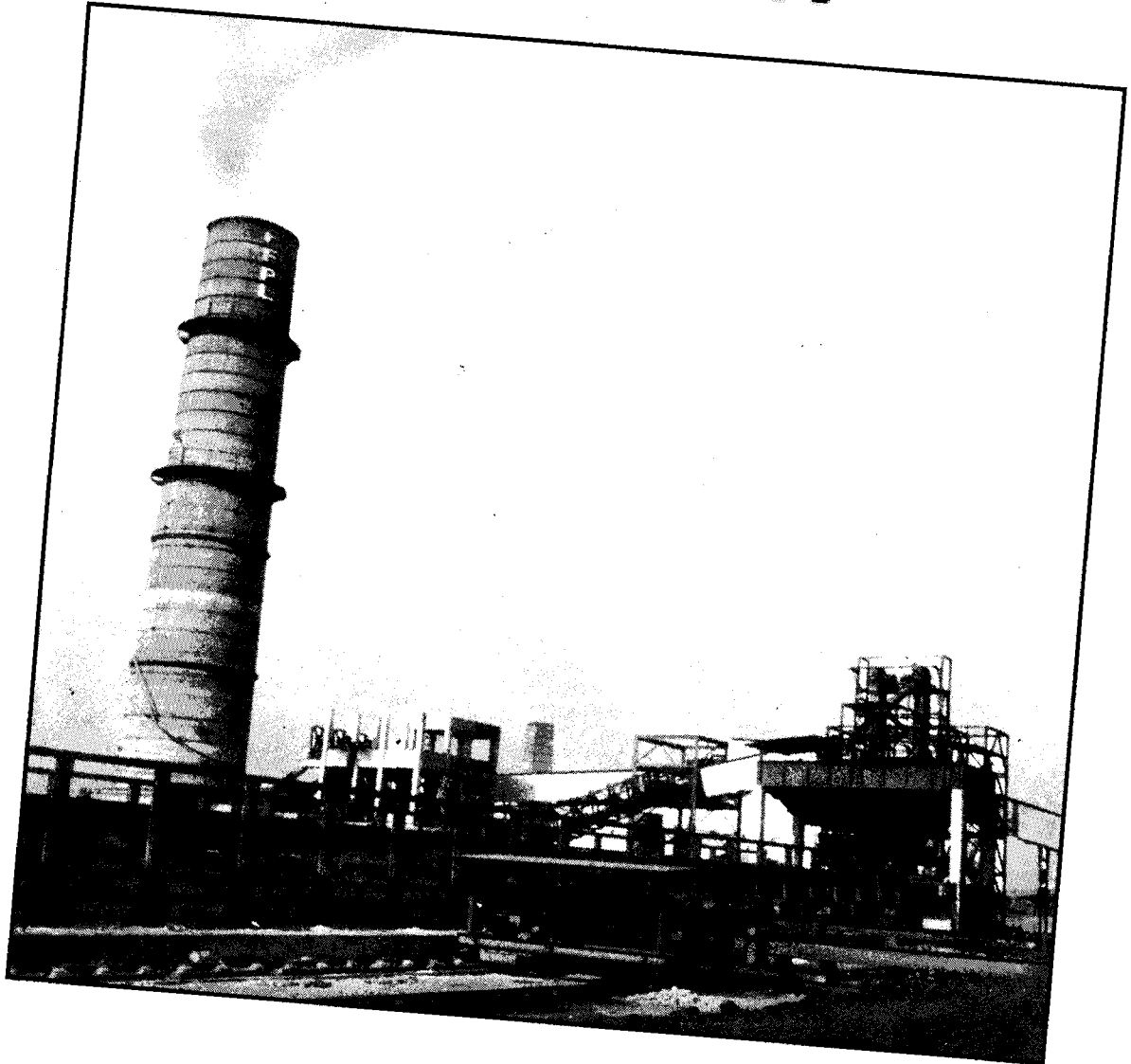


FOUNDRY FUEL
PRODUCTS
LIMITED



ANNUAL REPORT
2012-2013

BOARD OF DIRECTORS

D. K. Agarwalla - Chairman & Managing Director

Kamal Ghosh - Whole time Director

Adarsh Agarwalla

Sunil Vishwambharan

Ruchir Omprakash Jalan

COMPLIANCE OFFICER

Mayuresh Oka

AUDITORS

N. A. Shah Associates

Chartered Accountants

B 41-45, Paragon Centre

Pandurang Budhkar Marg

Worli, Mumbai - 400 013

BANKER

State Bank of India

HDFC Bank

REGISTRAR & SHARE TRANSFER AGENT

Niche Technologies Pvt. Ltd.

C-444, Bagree Market,

71, B.R.B. Basu Road

Kolkata - 700 001

REGD. OFFICE

504, 'Diamond Prestige'

41A, A. J. C. Bose Road,

Kolkata - 700 017

CORPORATE OFFICE & WORKS

G. T. Road, Govindpur

Dhanbad, Jharkhand

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 49th Annual General Meeting of the Members of Foundry Fuel Products Limited will be held at "MAHAJATI SADAN" (Annexee Building), 166, Chittaranjan Avenue, Kolkata-700 007 on Tuesday, the 2nd July, 2013 at 10.00 A.M. to transact the following: -

AS ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet of the Company as at 31st March, 2013 and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Adarsh Agarwalla, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

AS SPECIAL BUSINESS

4. Appointment of Mr. Kamal Ghosh as a Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**-

"RESOLVED THAT Mr. Kamal Ghosh be and is hereby appointed as a Director of the Company. "

5. Non-Filling of Casual Vacancy Caused By Resignation of Mr. Amarjit Vijn

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**-

"RESOLVED THAT the casual vacancy caused in the Board of Directors by resignation of Mr. Amarjit Vijn as ordinary Director w.e.f.12-11-2012 shall not be filled up."

6. Appointment of Mr. Kamal Ghosh as a Whole Time Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**-

"RESOLVED THAT in accordance with the provisions of Sections 198, 269 (read with the Schedule XIII), 309 and other applicable provisions, if any, of the Companies Act, 1956 and other approvals as may be necessary, Mr. Kamal Ghosh be and is hereby appointed as a Whole-Time Director of the Company for a period of 5 (Five) years with effect from 29th May, 2013 upon such terms and conditions and such remuneration and perquisites as may be agreed upon between the Company and Mr. Kamal Ghosh provided that in any year the total remuneration including perquisites of Mr. Kamal Ghosh shall not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendment thereto.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, things and matters as may be necessary, usual or proper for giving effect to the above.”

7. De-registration from BIFR

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**-

“**RESOLVED THAT**, since the net-worth of the Company has become positive, the application filed with the Board For Industrial & Financial Reconstruction (BIFR) be withdrawn.

RESOLVED FURTHER THAT Mr. D.K. Agarwalla and Mr. Sunil Vishwambharan, Directors of the Company, be and are hereby severally/individually authorised on behalf of the Company to take all necessary steps to submit the application before BIFR, liaison with legal counsel and to get the reference before BIFR withdrawn, discharges or abated and to do all acts, deeds, things and matters as may be incidental and ancillary for the aforesaid purposes.”

**By Order of the Board of Directors
For Foundry Fuel Products Ltd.**

**504, 'DIAMOND PRESTIGE'
41 A, A.J.C. Bose Road,
Kolkata - 700017
29th May, 2013**

sd/-
(D.K. AGARWALLA)
CHAIRMAN & MANAGING DIRECTOR

Notes:

- 1. A member entitled to attend and vote at this Annual General Meeting may appoint a proxy to attend and vote on a poll on his/her behalf. A proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the meeting.**
- 2. The Register of Members and Share Transfer Books of the Company will remain closed from 25th June, 2013 to 2nd July, 2013, both days inclusive.**
- 3. An Explanatory statement as required under Section 173 (2) of the Companies Act, 1956 is attached herewith.**
- 4. Members desiring any information on the accounts are requested to write the Company at least one week before the meeting so as to enable the management to keep the information ready .**



EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956: -

Item No. 4

To broad base the Board of Directors of the Company, your Board at their meeting held on 12-11-2012 has appointed Mr. Kamal Ghosh as an Additional Director of the Company. Mr. Ghosh a B.Sc. (Hons) in Mining Engineering from Bihar, Indian School of Mines and holds 1st Class Competency Certificate to Manage a Coal Mine from Director General Mines and Safety, Dhanbad. Mr. Kamal Ghosh has varied and wide experience in various operation in Coal mining and its allied activities. He is one of the Director of Castron Mining Limited also. He does not hold any shares in the Company.

Mr. Ghosh will hold the office of Director till the conclusion of the ensuing Annual General Meeting, unless re-appointed. The Company has received a notice under Section 257 of the Companies Act, 1956 proposing his name to be appointed as Director of the Company.

The Board recommends the resolution in Item No. 4 for approval in the interest of the Company.

None of the Directors except Mr. Kamal Ghosh is interested in the said resolution.

Item No. 5

Mr. Amarjit Vijh, was appointed as a Director of the Company and he has resigned from the office of the Directorship w.e.f. 12.11.2012, thus, causing casual vacancy on the Board of Directors of the Company. The Board has decided not to fill up the casual vacancy caused by his resignation.

Item No.6

Mr. Kamal Ghosh was appointed as a Director of the Company at Board Meeting on 12-11-2012. Due to his more involvement in the affairs of the Company and considering the same to be necessary and desirable in the interest of the Company, the Board at its meeting held on 29th May, 2013 has appointed Mr. Kamal Ghosh as Whole Time Director of the Company, for a period of 5 (Five) years w.e.f 29.05.2013, subject to the approval of Members at the ensuing Annual General Meeting, to look after the day to day affairs of the Company, in accordance with the provisions of Sections 198, 269 (read with Schedule XIII of the Companies Act, 1956), 309 and other applicable provisions, if any, of the Companies Act, 1956.

The terms and conditions of appointment, remuneration and perquisites to be payable to Mr. Kamal Ghosh, Whole-Time Director of the Company, is set out below :-

1. **Salary:** Nil and as may be varied and approved by the Board from time to time.
2. **House Rent Allowance:** Nil or as may be varied and approved by the Board from time to time.
3. **Performance Linked Bonus:** Nil or such percentage of the net profits of the Company or such amount as may be decided by the Board of Directors for each financial year or part thereof, provided however that the aggregate amount of Salary and Performance Linked Bonus shall not exceed the limits as per the provisions of section 198 of the Companies Act, 1956.
4. **Perquisites:** No perquisites shall be paid to the Whole Time Director so long as he acts as such.

a. **Other Benefits :**

- i. **Leave :** Not more than one month's leave for every eleven months' of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax Rules, 1962, casual and sick leave on full pay and allowance as per rules of the Company.
- ii. The Whole-Time Director will be entitled to reimbursement of travelling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
- iii. The Whole-Time Director shall be reimbursed out of pocket expenses as may be incurred by him in the course of discharging his duties in the capacity of Executive Director.
- iv. The Whole-Time Director, as long as he functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.

Minimum Remuneration: In the absence or inadequacy of profit of the Company in any financial year, Mr. Kamal Ghosh will not be entitled to receive any remuneration as such but with the approval of the Board of Directors of the Company shall be entitled to receive such remuneration as is permissible under Schedule-XIII of the Companies Act, 1956 or any amendments thereof and approved by the Board from time to time.



A copy of the appointment letter of Mr. Kamal Ghosh is open for inspection by Members at the Registered Office of the Company during the Company's business hours.

None of the Directors is in any way concerned or interested in the above appointment except Mr. Kamal Ghosh.

This may be treated as an abstract pursuant to section 302 of the Companies Act, 1956.

Your Directors, therefore, recommend the resolution for your approval.

The Whole-Time Director, so long as he functions as such, shall not be subject to retirement by rotation.

Item No. 7

Consequent upon reduction of paid up share capital and allotment of equity shares upon conversion of unsecured loan into equity shares, the net-worth of the Company has become positive and the Company had cleared its liabilities to the secured creditors and to the majority of other creditors. The application filed with BIFR in the year 1998 is required to be withdrawn since all the lenders have been paid their dues accordingly. The Board approved the withdrawal in its Board meeting held on 29.05.2013 and has proposed the same before the members.

The Board recommends the Ordinary Resolution for approval of the Members.

No Director of the Company is in any way concerned or interested in this Resolution.

For and on behalf of the Board
For Foundry Fuel Products Ltd.

sd/-

(D.K. AGARWALLA)
Chairman & Managing Director

504, Diamond Prestige,
41 A, A.J.C. Bose Road,
Kolkata -700 017
29th May, 2013

FOUNDRY FUEL PRODUCTS LIMITED

Regd. Office : 504, 'Diamond Prestige'
41A, A.J.C. Bose Road, Kolkata - 700 017

May 29, 2013

Dear Member,

You are aware that the Ministry of Corporate Affairs ("MCA") vide its Circulars bearing No.17/2011 dated 21st April, 2011 and No. 18/2011 dated 29th April, 2011 initiated "Green Initiative" by allowing paperless compliances by the Companies to serve requisite documents to its members in electronic mode in compliance with Sections 53 of the Companies Act, 1956 read with Sections 2, 4, 5,13,8 and 11 of the Information Technology Act, 2000.

You are holding shares in Electronic mode/Physical form and have not yet registered your e-mail address with our Depository Participant/the Company. We request you to register your E-mail address by either returning the attached Form duly filled in and signed to the Company in the above mentioned address/Niche Technologies Private Limited, the Registrar and Share Transfer Agent of the Company, having its Registered Office at D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata 700 001 or by way of sending a scanned copy of the same to Company's e-mail: foundationfuel@gmail.com /Registrar's e-mail: nichetechpl@nichetechpl.com by quoting full details of your DP ID, Client ID and name of first/sole holder at the earliest so that all the requisite documents in future including Notice of General Meetings, Annual Reports & Accounts comprising of Balance Sheet, Profit & Loss Account, Directors' Report, Auditors' Report, Disclosure under Section 302 of the Companies Act, 1956 and other communications can be sent to you at your registered E-mail address. You are also requested to keep your E-mail address updated with the Company/ Niche Technologies Pvt. Ltd. from time to time. Any shareholder who has not registered E-mail address, the service of documents shall be affected by modes of service as provided under section 53 of the Companies Act, 1956.

Please be informed that the above referred documents shall also be available on the Company's website www.foundationfuel.co.in

Please note that even if you opt for electronic mode of receipt of the aforesaid documents, you shall be entitled to receive a copy of the Annual Report & Accounts of the Company and all other documents required by law to be attached thereto upon receipt of requisition from you, any time, as member of the Company, free of cost.

We are sure you would appreciate the "Green Initiative" taken by MCA and your Company's effort to make the initiative a success.

Thanking you,
Yours faithfully
For Foundry Fuel Products Ltd.

Sd/-
(D.K. AGARWALLA)
Chairman & Managing Director

The Director
M/S. Niche Technologies Pvt. Ltd.
Unit: Foundry Fuel Products Ltd.
D-511, Bagree Market,
71, B.R.B. Basu Road,
Kolkata 700 001

Sub: E-mail updation for 'Green Initiative'

Dear Sir,

In view of the MCA Circulars bearing no.17/2011 dated 21st April 2011 and No.18/2011 dated 29th April 2011 I, _____, son of/daughter of/wife of _____ holding _____ — shares of _____ ("the Company") bearing Folio No. _____/DP ID _____ Client Id. _____, do hereby wish to receive all future communications/requisite documents of the Company at the following E-mail Id : _____

You are requested to please update the same in your Book of Records.

Signature:-

Name of Sole/First holder

Name of second holder

Name of Third holder

Note: This Form duly filled in and signed by the Member/s may please be sent to the Company/Niche Technologies Pvt. Ltd., Registrar in the following manner: (i) By hand/Post/Courier. (ii) Scanned copy through E-mail. _____

DIRECTORS' REPORT

Your Directors take pleasure in presenting the 49th Annual Report on the business and operations of the Company together with the Audited Accounts for the year ended 31st March, 2013.

(₹)

FINANCIAL RESULTS	AS ON 31-03-2013	AS ON 31-03-2012
Other Income	493130	2700548
Profit/(Loss) before interest, depreciation and tax	(2980426)	1968295
Interest	Nil	Nil
Depreciation	3130424	2051070
Profit/(Loss) before prior period Items & Taxation	(6110850)	(82775)
Add/(Less) Prior period expenses	300667	920
Profit/(Loss) before Taxation	(6411517)	(83695)
Taxation	Nil	Nil
Profit/(Loss) for the Year	(6411517)	(83695)

PERFORMANCE & PROSPECTS

During the year under review the overall economic growth pegged lowest in a decade and your Company's production was stopped since the year 2010. Your Company's performance was not good due to closure of operation of your Company as well as working capital shortage. During the year under review, revenue from other income was decreased by nearly 450 % to Rs.4.93 Lacs compared to Rs. 27.01 Lacs of the previous year. The loss of the company was stood at Rs.64.12 Lacs.

Your Company's networth has become positive consequent upon the share capital reduction by 50% & allotment of equity shares on preferential basis upon conversion of unsecured loan of Rs.4.98 Crores into equity shares pursuant to the Order passed by the BIFR at their hearing held on 07.05.2012. Your Company within a period of one year will start operation & will reach at profitability within a span of 2 (two) years. Your Company is facing extreme working capital shortage. The Promoters of the Company need to infuse funds for the operations & revival of the Company.



REDUCTION OF SHARE CAPITAL & PREFERENTIAL ALLOTMENT OF EQUITY SHARES

Consequent upon the approval of members of the Company and pursuant to the Order of the BIFR passed at their meeting held on 07.05.2012, the share capital of the Company had been reduced by 50 % and necessary approvals & listing has been completed with the stock exchange Mumbai & simultaneously the reduced share capital has been enlisted with the National Securities Depository Limited (NSDL) & Central Depository Services (India) Ltd. (CDSL).

Your Board of Directors, consequent upon the approval of the members of the Company and pursuant to the Order of the BIFR, has allotted 49,80,000 equity shares of Rs. 10/- each at par by converting unsecured loan of Rs. 4,98,00,000/- (Rupees Four Crores Ninety Eight Lacs only). The said shares have already been listed & corporate action in NSDL and CDSL has already been completed.

BIFR PROCEEDINGS

Your Directors are pleased to inform you that the net-worth of your Company as on 31st March, 2013 has become positive and accordingly the Board of Directors of your Company has decided to seek de-registration from the Board for Industrial & Financial Reconstruction (BIFR).

FOREIGN EXCHANGE EARNING AND OUTGO

There was no foreign exchange earnings and outgo during the year under review.

DIVIDEND

Considering your Company's present situation, your Directors regret to recommend a dividend for the year under review.

DIRECTORS

Mr. Kamal Ghosh was appointed as Additional Director in the Board of Directors meeting dated 12.11.2012 in the terms of the Articles of Association of the Company. He is proposed to be appointed as Director of the Company as set out in the notice calling the Annual General Meeting. Notice under section 257 of the Companies Act, 1956 has been received from a shareholder signifying his intention to propose the name of Mr. Ghosh as Director of the Company. Your Board at its meeting held on 29th May, 2013 has appointed Mr. Kamal Ghosh as Whole Time Director of the Company for a period of Five (5) Years for the benefit of the Company.