

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 51st Annual General Meeting of the Members of Foundry Fuel Products Limited will be held at "SURYA SEN MANCHA", 432, Prince Anwar Shah Road, Kolkata-700 068 on Monday, the 28th day of September, 2015 at 10.00 A.M. to transact the following: -

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet of the Company as at 31st March, 2015 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, (DIN: 00527203), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors of the Company until the conclusion of next AGM and to fix their remuneration and in this respect, to pass, with or without modification (s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee of the Company, the Company hereby ratifies the appointment of M/s N. A. Shah Associates, Chartered Accountants, (ICAI Firm Registration Number 116560W), as the Statutory Auditors of the Company to hold office of Auditors from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting and the Board of Directors be and is hereby authorized to fix their remuneration."

SPECIAL BUSINESS

4. **Appointment of Ms. Sudha Ramesh as an Independent Woman Director:-**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Sudha Ramesh (DIN: 02840031), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years upto May 29, 2020 and shall not be liable to retire by rotation."

5. **Non-Filling of Casual Vacancy Caused By Resignation of Mr. Ruchir Omprakash Jalan as Non-Executive Independent Director**

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

"RESOLVED THAT the casual vacancy caused in the Board of Directors by resignation of Mr. Ruchir Omprakash Jalan as a Non- executive Independent w.e.f.30.05.2015 shall not be filled up."

6. **Sell, Lease, Transfer or Dispose of the Whole Undertaking or Assets of the Company**

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

"RESOLVED THAT in supersession of all earlier resolutions passed by the members of the Company under Section 293(1) (a) of the Companies Act, 1956 and pursuant to the provisions of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013, and the rules, if any, made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and the enabling provisions in the Memorandum of Association & Articles of Association of the Company, approval and consent of the Shareholders of the Company be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to sell or lease or transfer the entire business assets or undertakings of the Company comprising of all movable and immovable properties including land, dispose of the whole or substantially the whole of the undertaking of the Company or part of any of the undertakings of the Company, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid."

Mumbai
13th August, 2015

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

**Sd/-
(Kamal Ghosh)
WHOLETIME DIRECTOR
(DIN: 02837505)**

NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 4 to 6 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item Nos. 2 & 4 of the Notice, are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND & VOTE INSTEAD OF HIMSELF & A PROXY NEED NOT BE A MEMBER.**
A person can act as Proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other Member.
3. Proxies in order to be effective must be received by the Company not less than forty eight hours before the meeting.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. Electronic copy of the Notice of the aforesaid Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and E-mail & PAN registration Form are being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/ Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email IDs, physical copies of the Notice of the aforesaid AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and E-mail & PAN registration Form are being sent herewith. The notice of AGM is being sent to the Members, whose names appear in the Register of Members/ depositories as at closing hours of business, on 14-08-2015.
6. If any resolution at the meeting is put to vote on a poll, each equity shareholder shall be entitled to one vote for every equity share held.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to Section 154 of the Companies Act, 1956), the Register of Members and Share Transfer Register shall remain closed from **22nd September, 2015 to 28th September, 2015** (both days inclusive).
8. Members who hold Shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, M/s. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata – 700 001, enclosing their Share Certificates to enable the Company to consolidate their holdings into a single folio.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting. Members are requested to carry their copies of the Annual Report to the Meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s. Niche Technologies Pvt. Ltd. or send the required details as per the E-mail Registration Form attached with the Notice of AGM.
12. Members/ Proxies should bring the attendance slips duly filled in for attending the meeting.
13. The Ministry of Corporate Affairs ("Ministry") has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances through electronic mode and has issued Circular No. 17/2011 dtd. 21-04-2011 stating that service of documents by a Company to its Members can be made through electronic mode. In order to support this Green Initiative, the Members are requested to provide their email ID to the Company's Share Transfer Agent: M/S. Niche Technologies Pvt. Ltd. (E-Mail nichetechpl@nichetechpl.com or to the Company (e-mail- foundryfuel@gmail.com) or send the required details as per the E-mail Registration Form attached with the Notice of AGM.
14. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - III. **The process and manner for remote e-voting are as under:**
 - (i) The remote e-voting period commences on **25th September, 2015 at 10.00. a.m.** and will end on the **27th September, 2015 at 5.00 p.m.** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com
 - (iii) Click on "Shareholders" tab.
 - (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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Members who have not updated their PAN with the Company / Depository participant are requested to use first two letters of their name and the 8 digits of the sequence number in the PAN field. * In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Account Number (DBD)	Enter the the Bank Number as recorded in your demat account with the depository or in the company records for your folio. • Please enter the DOB or Bank Account Number in order to login. • If both the details are not recorded with the depository or company then please enter the member ID / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <FOUNDRY FUEL PRODUCTS LTD> 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) **Note for Institutional Shareholders & Custodians :**
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) & Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - 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 which should be created using the admin login & password. The 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
15. Institutional Members/Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorised signatory (ies) who are authorized to vote through e-mail at csdraut@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 27th September, 2015 upto 5.00 P.M. without which the vote shall not be treated as valid.
16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **21st September, 2015**. A person who is not a member as on cut-off date should treat this notice for information purpose only.
17. The shareholders shall have one vote per equity share held by them as on the cut-off date of **21st September, 2015**. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
18. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **21st September, 2015**, and not casting their vote electronically, may only cast their vote at the Annual General Meeting. The facility for voting either through ballot or polling paper shall also be made available at the meeting.
19. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
20. **Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 21st September, 2015, are requested to send the written / email communication to the Company at foundryfuel@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.**
21. The Company has appointed Mr. D. Raut & Associates, Practising Company Secretary, Kolkata (ACS No. 16626, CP No. 5232) as Scrutinizer for conducting the e-voting process in a fair and transparent manner. The Scrutinizer shall not later than 3(three) days of conclusion of the meeting make a consolidated scrutinizer's Report (which includes remote e-voting and voting as may be permitted at the venue of the AGM by means of ballot paper/poll) of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.
22. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of Annual General Meeting of the Company.
23. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.foundryfuel.co.in and on the website of CDSL immediately after declaration of results of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to the BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos. 4&5 of the accompanying Notice dated **13th August, 2015**:

Item No. 4

The Board, at its meeting held on 30th May, 2015 has appointed Ms. Sudha Ramesh as an Additional Director (designated as Independent Director) of the Company w.e.f. 30th May, 2015, in terms of Clause 49 of the Listing Agreement, Section 161 of the Companies Act, 2013 and the Articles of Association of the Company. As per the provisions of Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act. The Nomination & Remuneration Committee has recommended the appointment of Ms. Sudha Ramesh as an Independent Director from 30.05.2015 to 29.05.2020. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of prescribed sum of money, proposing the candidature of Ms. Sudha Ramesh for the office of Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

The above Independent Director have given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Director fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and she is independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Independent Woman Director is now being placed before the Members in General Meeting for their approval. The terms and conditions of appointment of Independent Woman Director shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting. Further, she will not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel or their relatives, is in any way, financially or otherwise interested or concerned in the resolution.

The Board recommends the Ordinary Resolution set out in Item no. 4 of the Notice, for the approval by the Members of the Company.

Item No. 5

Mr. Ruchir Omprakash Jalan who was appointed as an Independent Director as on **12.05.2012** has resigned from the office of the Directorship w.e.f. 30-05-2015, 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.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the resolution set out at Item No.5 of the Notice.

Item No. 6

Your Company is passing through a very hard time and cash crunch since a long period of time and the operation of the only unit of the Company was stopped since the year 2010. Shareholders of the Company are requested to note that Section 180 (1) (a) of the Companies Act, 2013 mandates that the Board of Directors of a Company shall exercise the powers to sell, lease or dispose of the whole or substantially whole of the undertaking (s) of a Company only with the approval of the shareholders by way of a special resolution. Accordingly, pursuant to Section 180 (1) (a) of the Companies Act, 2013, shareholders of the Company are further requested to note that their consent to the Board of Directors is being sought by way of a special resolution to sell and transfer the entire business undertaking comprising land, properties, entire assets, movable & immovable, or lease or dispose off the entire undertaking of the Company in any manner as the Board may deem fit & proper.

The Board recommends the resolution for the approval of the members by way of Special Resolution set out in Item no. 6 of the Notice.

None of the Directors, Key Managerial Personnels and their relatives are in any way financially or otherwise deemed to be concerned or interested in the above resolution.

Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting

Mr. Adarsh Agarwalla

Mr. Adarsh Agarwalla is a director of the Company and a Commerce Graduate and MBA having more than 18 years of rich experience in the field of Hard Coke and Manufacturing and in corporate planning, financial management, taxation, general administration, etc. He holds director ship in Mechanical & Electrical Engineering Company Pvt. Ltd., BLA International Pvt. Ltd., B LA Minerals Pvt. Ltd. and Mukund Lifestyle Pvt. Ltd.

He holds 135000 Equity Shares of the Company.

Mrs. Sudha Ramesh

Mrs. Sudha Ramesh is a director of the Company and a Commerce Graduate having more than 20 years of rich experience in the field of administration and corporate planning etc.

She does not hold any Equity Shares of the Company.

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

**Sd/-
(Kamal Ghosh)
WHOLETIME DIRECTOR
(DIN: 02837505)**

Mumbai
13th August, 2015



FOUNDRY FUEL PRODUCTS LIMITED

504, Diamond Prestige, 5th Floor, 41-A, A.J.C. Bose Road, Kolkata – 700 017

Tel.No.: 033-22268441, Fax: 033-22650116, E-mail: foundryfuel@gmail.com, Website: www.foundryfuel.co.in

CIN : L50500WB1964PLC026053

PROXY FORM

(51st Annual General Meeting–28th September, 2015)

FORM NO: MGT – 11

[Pursuant to section 105(6) of the Companies Act, 2013 read with rule of the Companies (Management and Administration) Rules, 2014]

CIN : L50500WB1964PLC026053
 Name of the company : **FOUNDRY FUEL PRODUCTS LIMITED**
 Registered office : **504, Diamond Prestige, 41A, A.J.C. Bose Road, Kolkata – 700 017**
 Name of the member (s) :
 Registered Address :
 E-mail Id :
 Folio No/ DP ID & Client Id :
 I/We, being the member (s) of _____ shares of the above company, hereby appoint;

- Name: _____, Address : _____
E-mail Id : _____, Signature: _____, or failing him/her
- Name: _____, Address : _____
E-mail Id : _____, Signature: _____, or failing him/her
- Name: _____, Address : _____
E-mail Id : _____, Signature: _____.

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the AGM of the Company, to be held on Monday, 28th day of September, 2015 at 10.00 AM at "SURYA SEN MANCHA", 432, Prince Anwar Shah Road, Kolkata-700 068 and at any adjournment thereof in respect of such resolution(s) as are indicated below.

Resolution No.	Resolution	Optional	
Ordinary Business		For	Against
1	To consider and adopt the Audited Balance sheet for the financial year 2014-15 & Profit and Loss Account for the year ended on that date together with the, Reports of the Board of Directors and Auditors thereon.		
2	To re-appoint Mr. Adarsh Agarwalla who retires by rotation.		
3	To ratify the remuneration of the Statutory Auditors		
Special Business			
4	To appoint Mr. Sudha Ramesh as an Independent Director		
5	Non-Filling of Casual Vacancy Caused By Resignation of Mr. Ruchir Om Prakash Jalan as Non Executive Independent Director		
6	Approval for sell, transfer, lease or dispose of entire assets or undertaking of the Company [U/s-180(1)(a) of the Companies Act. 2013]		

Signed this _____ day of _____, 2015

Signature of shareholder(s) :

Signature of Proxy holder(s) :

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company not less than 48 hours before the commencement of the meeting.

----- ✂ ----- (tear here) ----- ✂ -----

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)
(Annual General Meeting – 28th September, 2015)

I/We hereby record my/our presence at the Annual General Meeting of "Foundry Fuel products Limited" held on Monday, 28th September, 2015 at 10:00 AM at "SURYA SEN MANCHA", 432, Prince Anwar Shah Road, Kolkata-700 068.

Full Name of the member (in BLOCK LETTERS): _____

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

Full Name of Proxy (in BLOCK LETTERS): _____

Member/ Proxy(s) Signature: _____

(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over the entrance. Duplicate slips will not be issued at the venue of the meeting.)

----- ✂ ----- (tear here) ----- ✂ -----

To,

The Company Secretary,

FOUNDRY FUEL PRODUCTS LIMITED

504, Diamond Prestige, 41A, A.J.C. Bose Road, Kolkata – 700 017

Update of Shareholder Information & E-Communication Mandate Form

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

General Information:

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

(In case of shareholder holding shares in Demat, kindly update the above information with your Depository Participants (DP).)

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

Place.

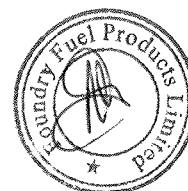
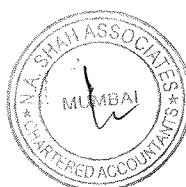
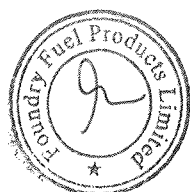
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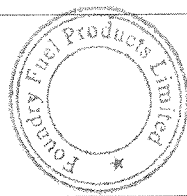
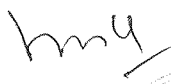


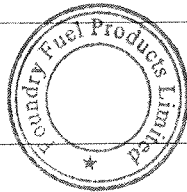
Signature of Sole/First Holder

Form A

*(Clause 31 (a) of the Equity Listing Agreement)
Covering letter of the annual audit report to be filed with the stock exchanges*

1	Name of the company	Foundry Fuel Products Limited
2	Annual financial statements for the year ended	Year ended 31 st March 2015
3	Type of Audit observation	<p>Auditors have issued Unmodified report.</p> <p>Under Emphasis of Matter, auditors have included 2 observations without qualification. The same are reproduced as under:</p> <p>a) Note 25 to the financial statements in respect of the Company's business which was dependent on the commencement of mining operation by its holding company. In view of the Hon'ble Supreme Court's order cancelling coal block allocations of various companies including the holding company, the Company is planning to initiate the process of searching another project. Further, in the opinion of the management, fixed assets are sufficiently and substantially depreciated / amortized and hence no adjustment would be required to its carrying value. For the purpose of payment to the trade liabilities, Company will be able get sufficient funds from holding company. Considering the same, accounts are prepared on going concern basis.</p> <p>b) Note 27 to the financial statements regarding pending appointment of Chief financial officer and Company secretary (key managerial personnel) as required by Section 203 of the Companies Act, 2013. Also the Company is in process of appointing woman director in accordance with Section 149 of the Companies Act, 2013.</p> <p>In Companies (Auditor's Report) Order, 2015 (CARO) issued as per section 143 of the Companies Act, 2013, there are 2 comments as under:</p> <p>Clause (viii): The Company's accumulated losses as at the year-end are more than 50% of its net worth. The Company has incurred cash loss of Rs. 4,787,701 during the current financial year. The Company had not incurred cash loss in the immediately preceding financial year.</p>

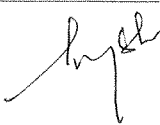
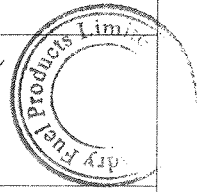



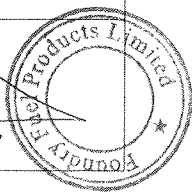


4	Frequency of observation	<p>It is the first year for the 2 observations under Emphasis of Matter.</p> <p>Observation made in CARO 2015, under clause (viii) (previously clause (x) under CARO 2013) were reported in earlier years also.</p>
5	Signed by	
	<p>Mr. Kamal Ghosh Whole Time Director & Compliance officer in charge of financial function</p>	 
	<p>Auditor:</p> <p>As referred to in our audit report dated 30th May 2015 issued for the year ended 31st March 2015</p> <p>For N. A. Shah Associates Firm Reg. No.116560W</p> <p>Mr. Sandeep Shah Partner Membership No. 37381</p>	 
	<p>Mr. Sunil Vishwambharan Audit Committee Chairman</p>	 

Form B

(Clause 31(a) of the Equity Listing Agreement)

Covering letter of the annual audit report to be filed with the stock exchanges

1	Name of the company	Foundry Fuel Products Limited
2	Annual financial statements for the year ended	Year ended 31 st March 2015
3	Type of Audit observation	Not applicable
4	Frequency of observation	Not applicable
5	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	Not applicable
6	Additional comments from the board / committee chair	Not applicable
7	Signed by	
	Mr. Kamal Ghosh Whole Time Director & Compliance officer in charge of financial function	 
	Auditor: For N. A. Shah Associates Firm Reg. No.116560W Mr. Sandeep Shah Partner Membership No. 37381	 
	Mr. Sunil Vishwambharan Audit Committee Chairman	 



ANNUAL REPORT

2014-2015



BOARD OF DIRECTORS

D. K. Agarwalla
Kamal Ghosh - *Whole time Director*
Sunil Vishwambharan
Sudha Ramesh
Adarsh Agarwalla

COMPLIANCE OFFICER

Kamal Ghosh

AUDITORS

N. A. Shah Associates
Chartered Accountants
Mumbai

BANKER

HDFC Bank
State Bank of India

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

**DIRECTORS' REPORT**

Your Directors take pleasure in presenting the 51st Annual Report on the business and operations of the Company together with the Audited Accounts for the year ended 31st March, 2015.

Financial Results

(Rs. In Lacs)

Particulars	As on 31 st March 2015	As on 31 st March 2014
Other Income	—	1.08
Profit/(Loss) before interest, depreciation and tax	(24.74)	(20.19)
Interest	-	-
Depreciation	21.01	7.21
Profit/(Loss) before prior period Items & Taxation	(45.75)	(27.41)
Add: Exceptional item	(22.86)	24.35
Add/(Less) Prior period expenses	(0.27)	(2.59)
Profit/(Loss) before Taxation	(68.88)	(5.65)
Taxation	-	-
Profit/(Loss) for the Year	(68.88)	(5.65)

PERFORMANCE & PROSPECTS

The operation of your Company is closed since the year 2010 due to working capital shortage. During the year under review, the loss of the company was increased and stood at Rs.68.88 Lakhs against the loss of Rs.5.65 Lakhs of the previous year. Your Company in the previous years has streamlined its capital base by reduction in the Share capital and concession of unsecured loan into Equity by way of preferential allotment pursuant to the order of BIFR. The Promoters of the Company are in the process of infusing funds for the operation & revival of the Company. The Company's business was dependent on the commencement of mining operation by its holding company. However, the Hon'ble Supreme Court had passed an order cancelling coal block allocations of various companies including the holding company in previous year. Considering the aforesaid cancellation, the Company is planning to initiate the process of searching another project.

DIVIDEND

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company during its Meeting held on 30.05.2015 has appointed Mrs. Sudha Ramesh as an Independent Woman Director on the Board of the Company. The requirement under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement also stands complied with such appointments.