



ANNUAL REPORT

2015-2016

BOARD OF DIRECTORS

Devendra Kumar Agarwalla
Adarsh Agarwalla - *Wholetime Director*
Sunil Vishwambharan
Sudha Ramesh
Ashish Agarwal

COMPLIANCE OFFICER

Adarsh Agarwalla

AUDITORS

N. A. Shah Associates LLP
Chartered Accountants
Mumbai

BANKER

HDFC Bank
State Bank of India

REGISTRAR & SHARE TRANSFER AGENT

Niche Technologies Pvt. Ltd.
D-511, Bagree Market,
71, B.R.B. Basu Road
Kolkata - 700 001

REGD. OFFICE

7C, A. J. C. Bose Road,
P.S.: Shakeshpere Sarani,
Kolkata - 700 017

CORPORATE OFFICE & WORKS

G. T. Road, Govindpur
Dhanbad, Jharkhand

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 52nd 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 Thursday, the 29th day of September, 2016 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, 2016 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. Devendra Agarwalla, (DIN: 00451072), 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 LLP, Chartered Accountants, (ICAI Firm Registration Number 116560W / W100149), 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. **Non-filling of Casual Vacancy Caused by Resignation of Mr. Kamal Ghosh As 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. Kamal Ghosh as a Director w.e.f. 12.08.2016 shall not be filled up."
5. **Appointment of Mr. Ashish Agarwal as an Independent 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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") 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), Mr. Ashish Agarwal (DIN:07573084), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from September 29, 2016 and shall not be liable to retire by rotation."
6. **Appointment of Mr. Adarsh Agarwalla as a Wholetime Director & Key Managerial Personnel (KMP)**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-
"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Adarsh Agarwalla (DIN: 00527203) as a Wholetime Director (designated as Key Managerial Personnel- KMP) of the Company, for a period of 5 (five) years with effect from 30th May, 2016 on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors(hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), with liberty to the Board to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Adarsh Agarwalla, subject to the same not exceeding the limits specified under Sections 196 and 197 read with Schedule V (Section II of Part I) to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.
RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Mumbai
 12th August, 2016

**By Order of the Board of Directors
 For Foundry Fuel Products Ltd.
 Sd/-
 (Adarsh Agarwalla)
 Wholetime Director
 (DIN: 00527203)**

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 regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('SEBI Listing Regulations') entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item Nos. 2, 5 & 6 of the Notice, are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT PROXY TO ATTEND & VOTE INSTEAD OF HIMSELF & A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

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 12-08-2016.

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 **23rd September, 2016 to 29th September, 2016** (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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Monday, 26th September, 2016 at 10.00. a.m. and will end on Wednesday, 28th September, 2016 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 22nd September, 2016, 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 during the voting period
 - (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, excluding the special characters.
 - (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) <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 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. Eg. 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 with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> 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 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 for the relevant Company Name i.e. "**FOUNDRY FUEL PRODUCTS 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 same 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.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed 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 and password. The Compliance user would be able to link the account(s) for 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 or contact them at 1800-200-5533.
 - (xx) Share holder can also cast their vote using CDSL's mobile App m-Voting available for Aindroid based mobile. The m-Voting App can be downloaded from Google Play Store. i-Phone & Windows phone users can download the App from App Store and the Windows phone store respectively on or after 30th June, 2016. Please follow the instruction as prompted by mobile App while voting on your mobile.
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 28th September, 2016 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 22nd September, 2016. 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 22nd September, 2016. 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 22nd September, 2016 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. 22nd September, 2016, are requested to send the written / email communication to the Company at foundationfuel@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, 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.foundationfuel.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 & 6 of the accompanying Notice dated 12th August, 2016:

Item No. 4

Mr. Kamal Ghosh has resigned from the office of the Directorship w.e.f. 12.08.2016, thus, causing casual vacancy in the Board of Directors of the Company. The Board has decided not to fill up the casual vacancy caused by the resignation of Mr. Kamal Ghosh who was also the Wholetime Director of the Company w.e.f. 12.08.2016. The term of his appointment to Wholetime Director comes to an end with his resignation from Directorship. He is ceased to be Director of the Company w.e.f. 12.08.2016

None of the Directors, Managers, Wholetime Directors, Key Managerial Personnel of the Company or their relatives is, in any way, financially or otherwise is concerned or interested in this Resolution.

The Board of Directors recommends the Resolution set out in Item No. 4 of the accompanying notice for the approval of the members.

Item No. 5

The Board, at its meeting held on 12th August, 2016 has appointed Mr. Ashish Agarwal as an Additional Director (designated as Independent Director) of the Company w.e.f. 12th August, 2016, in terms SEBI LODR Regulations, 2015, section 161 of the Companies Act, 2013 and the Articles of Association of the Company. 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 Mr. Ashish Agarwal. 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 Mr. Ashish Agarwal 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 he 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 he 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 Director is now being placed before the Members in General Meeting for their approval. The terms and conditions of appointment of Independent 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, he 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. 5 of the Notice, for the approval by the Members of the Company.

Item No. 6

Mr. Adarsh Agarwalla (DIN: 00527203) has been continuing as a Director of the Company since his appointment in Board of Directors meeting held on 29.05.2012. Hence, the Board of Directors of the Company at their meeting held on 30th May, 2016 has recommended to appoint him as a Wholetime Director for a period of 5 (five) years w.e.f 30th May, 2016 subject to the approval of shareholders in the ensuing General Meeting. In view of there being no Executive/Wholetime Directors in the Company and also due to his extensive involvement in the affairs of the Company, the Board of Directors has recommended to appoint him for a period of five years to look after day to day affairs of the Company, in accordance with the provisions of Sections 196, 197, 198 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and on the terms as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.

It is proposed to seek the members' approval for the appointment of and remuneration payable to Mr. Adarsh Agarwalla as a Wholetime Director (designated as Key Managerial Personnel), in terms of the applicable provisions of the Act and the rules made thereunder.

The terms and conditions of his re-appointment & payment of remuneration are as follows:

1. **Salary:** Rs.Nil and any variation in salary shall be paid with the discretion of the Board of Directors of the Company.
2. **House Rent Allowance:** Nil
3. **Performance Linked Bonus:** Nil.
4. **Perquisites:** Nil
5. **Other Benefits:** Nil

Minimum Remuneration: In the absence of or inadequacy of profit of the Company in any financial year, Mr. Adarsh Agarwalla will be entitled to receive such remuneration as is permissible under Section 197 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

None of the Directors, Managers, Key Managerial Personnel's or their relatives except Mr. Devendra Kumar Agarwalla are in any way financially or otherwise deemed to be concerned or interested in the above resolution.

The brief profile of the Director to be appointed are given below:

Mr. Devendra Kumar Agarwalla (DIN: 00451072)

Mr. Devendra Agarwalla is a director of the Company and a Commerce Graduate and having more than 50 years of rich experience in the field of Hard Coke and Manufacturing and in corporate planning, financial management, general administration, etc. He holds directorship in Mechanical & Electrical Engineering Company Pvt. Ltd., BLA International Pvt. Ltd. and B L A Minerals Pvt. Ltd.

He holds 976100 Equity Shares of the Company.

Mr. Ashish Agarwal (DIN: 07573084)

Mr. Ashish Agarwal is a director of the Company and a Commerce Graduate having more than 10 years of rich experience in the field of accounts & administration.

He does not hold any Equity Shares of the Company.

Mr. Adarsh Agarwalla (DIN: 00527203)

Mr. Adarsh Agarwalla is a director of the Company and a Commerce Graduate having more than 15 years of rich experience in the field of Project planning, Finance, accounts & administration.

He holds 135000 Equity Shares of the Company

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

Sd/-

(Adarsh Agarwalla)

Wholetime Director

(DIN: 00527203)

Mumbai
12th August, 2016

DIRECTORS' REPORT

Your Directors take pleasure in presenting the 52nd Annual Report on the business and operations of the Company together with the Audited Accounts for the year ended 31st March, 2016.

Financial Results

(Rs. In Lakhs)

Particulars	As on 31 st March 2016	As on 31 st March 2015
Other Income	—	—
Profit/(Loss) before interest, depreciation and tax	(20.83)	(24.74)
Interest	-	-
Depreciation	7.99	21.01
Profit/(Loss) before prior period Items & Taxation	(28.82)	(45.75)
Add: Exceptional item	-	(22.86)
Add/(Less) Prior period expenses	-	(0.27)
Profit/(Loss) before Taxation	(28.82)	(68.88)
Taxation	-	-
Profit/(Loss) for the Year	(28.82)	(68.88)

PERFORMANCE & PROSPECTS

The operation of your Company has been closed since the year 2010 due to working capital shortage. During the year under review, the loss of the company was declined and stood at Rs.28.82 Lakhs against the loss of Rs.68.88 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 30.05.2016 has appointed Mr. Adarsh Agarwalla as a Wholtime Director on the Board of the Company to look after the day-to-day affairs of the Company. The requirement under the provisions of the Companies Act, 2013 and the provisions of the SEBI LODR Regulations, 2015 also stands complied with such appointments.



On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company during its Meeting held on 12.08.2016 has appointed Mr. Ashish Agarwal as an Independent Director on the Board of the Company. The requirement under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter 'SEBI LODR Regulations') (erstwhile Clause 49 of the Listing Agreement) also stands complied with such appointments.

Mr. Kamal Ghosh, Wholetime Director of the Company has been resigned from the Directorship of the Company w.e.f. 12.08.2016. Your Directors place on record their deep appreciation of the valuable services rendered by Mr. Kamal Ghosh, During his tenure as Director of the Company.

Mr. Devendra Kumar Agarwalla, Promoter Non-Executive Director retires from the Board by rotation and being eligible, offers himself for re-appointment.

The above are subject to the approval of the shareholders in the ensuing Annual General Meeting of the Company.

In view of the provisions of Section 203 of the Companies Act, 2013 Mr. Adarsh Agarwalla, Wholetime Director were identified as Key Managerial Personnel of the Company. The Company is in search of Company Secretary & Chief Financial Officer to comply the aforesaid provisions.

SHARE CAPITAL

The paid up equity capital as on March 31, 2016 was Rs. 801.94 Lakhs. The company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

FINANCE

Cash and cash equivalents as at March 31, 2016 was Rs. 384,312/- (Previous year Rs. 261652/-). The company continues to focus on judicious management of its working capital, Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The detail of the investments made by company is given in the notes to the financial statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Whole-time Director. The Internal Audit



Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

INTERNAL FINANCIAL CONTROL SYSTEM

The policies and procedures adopted by the company ensures the orderly and efficient conduct of its business and adherence to the company's policies, prevention and detection of frauds and errors, accuracy and completeness of the records and the timely preparation of reliable financial information.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 as required under Section 92 (3) of the Companies Act, 2013, is marked as 'Annexure – A' which is annexed hereto and forms part of the Directors' Report.

NUMBER OF MEETINGS OF THE BOARD

The details of the number of meetings of the Board held during the financial year 2015-16 forms part of the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 134(3)(c) of the Companies Act, 2013 your Directors state that :

- (a) in the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards have been followed with proper explanation relating to material departures, if any;
- (b) the accounting policies adopted in the preparation of the annual accounts have been applied consistently except as otherwise stated in the Notes to Financial Statements and reasonable and prudent judgments and estimates have been made so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year 2015-16 and of the Loss for the year ended 31st March, 2016;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts for the year ended 31st March, 2016, have been prepared on a going concern basis.
- (e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- (f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTORS

Mr. Sunil Vishwambharan, Mrs. Sudha Ramesh and Mr. Ashish Agarwal are Independent Directors on the Board of the Company. The Company has received declarations from the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and as per the Listing Agreement with the Stock Exchanges.

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Pursuant to provisions of Section 178 of the Companies Act, 2013 and SEBI LODR Regulations, 2015, the Board of Directors of the Company, based on the recommendation of the Nomination and



Remuneration Committee, has formulated a Remuneration Policy. At the present situation, no remuneration or sitting fees are being paid or payable by the Company to its Directors as the Company is running with heavy losses & cash crunch.

The criteria for identification of the Board Members including that for determining qualification, positive attributes, independence etc. are summarily given here under:

- The Board Member shall possess appropriate skills, qualification, characteristics and experience. The objective is to have a Board with diverse background and experience in business, government, academics, technology, human resources, social responsibilities, finance, law etc. and in such other areas as may be considered relevant or desirable to conduct the Company's business in a holistic manner.
- Independent director shall be person of integrity and possess expertise and experience and/or someone who the Committee/Board believes could contribute to the growth/philosophy/strategy of the Company.
- In evaluating the suitability of individual Board Members, the Committee takes into account many factors, including general understanding of the Company's business dynamics, global business, social perspective, educational and professional background and personal achievements.
- Director should possess high level of personal and professional ethics, integrity and values. He should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular section.
- Director must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. He must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.
- The Committee evaluates each individual with the objective of having a group that best enables the success of the Company's business and achieves its objectives.

RELATED PARTY TRANSACTIONS

The operations of the Company has been stopped since the year 2010 there are no materially significant related party transactions during the year under review, hence, the provisions of Section 188 of the Companies Act, 2013 are not attracted.

RISK MANAGEMENT

Risk management is the process of identification, assessment, and prioritisation of risks followed by coordinated efforts to minimise, monitor and mitigate/control the probability and / or impact of unfortunate events or to maximise the realisation of opportunities. The Company has laid a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Audit Committee and approved by the Board from time to time.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI LODR Regulations, 2015, the Board has carried out an annual evaluation of its own performance, the Directors individually as well as the evaluation of the working of various Committees. The Independent Directors also carried out the evaluation of the Wholetime Directors & Non-Independent Directors in the Board, the details of which are covered in the Corporate Governance Report.