



FOUNDRY FUEL PRODUCTS LIMITED

7C, Acharya Jagadish Chandra Bose Road, P.S. Shakespeare Sarani, Kolkata – 700017
Tel.No.: 033-40668072, E-mail: foundryfuel@gmail.com, Website: www.foundryfuel.co.in
CIN : L50500WB1964PLC026053

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 53rd 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 Tuesday, the 26th day of September, 2017 at 10.00A.M. to transact the following: -

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet of the Company as at 31st March, 2017 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 Kumar 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. **Appointment of Mr. Nikesh Oswal (DIN-07895357) as an Independent Director to fill the casual vacancy:-**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Nikesh Oswal (DIN-07895357), who was appointed as Director of the Company with effect from 14th August, 2017 to fill up the casual vacancy caused by the resignation of Mr. Ashish Agarwal before the expiry of his term of office, be and is hereby appointed as an Independent Director of the Company to hold office till the date the outgoing Director, i.e. upto 31st March, 2021 and whose office shall not be liable to determination by retirement of Directors by rotation."

By Order of the Board of Directors
For Foundry Fuel Products Ltd.
Sd/-

(Adarsh Agarwalla)
Wholtime Director
(DIN: 00527203)

Mumbai

14th August, 2017

NOTES:

1. The relevant Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the Special Business under Item No. 4 above, to be transacted at the meeting is annexed hereto and forms part of this Notice. 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 & 4 of the Notice, are also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT 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 A PROXY FOR ANY OTHER MEMBER.
THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith.
3. MEMBERS/PROXIES SHOULD BRING THE ATTENDANCE SLIP DULY FILLED IN FOR ATTENDING THE MEETING ALONG WITH COPY OF ANNUAL REPORT FOR 2016-17.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a duly certified true copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. Electronic copies of the Annual Report are being sent by email only to those members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report are being sent by permitted mode.
6. The Notice of Annual General Meeting, Attendance Slip, Proxy Form and Remote E-voting particulars are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
7. 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.
8. 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 i.e. 19.09.2017. A person who is not a member as on cut-off date should treat this notice for information purpose only.
9. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 18.08.2017.
10. 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. 19.09.2017 are requested to send the duly signed written / email communication to the Company at foundryfuel@gmail.com and to the RTA at nichetechpl@nichetechpl.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

11. The shareholders shall have one vote per equity share held by them as on the cut-off date of 19.09.2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders
12. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Register shall remain closed from **20th September, 2017 to 26th September, 2017** (both days inclusive).
13. 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.
14. 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.
15. 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.
16. 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.
17. Members/ Proxies should bring the attendance slips duly filled in for attending the meeting.
18. 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**).

19. 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 the 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:

() The remote e-voting period commences Saturday, 23rd September, 2017 at 10.00. a.m. and will end on Monday, 25th September, 2017 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 19th September, 2017, 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 "E-Voting Sequence Number" (EVSN) of "FOUNDRY FUEL PRODUCTS LIMITED" for casting your 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for androidbased mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows Phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
20. 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 25th September, 2017 upto 5.00 P.M without which the vote shall not be treated as valid
- 21. 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. 19th September, 2017, 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.**
22. 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.
23. 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.
24. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.foundationfuel.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 No. 4 of the accompanying Notice dated **14th August, 2017**:

Item No. 4

Mr. Nikesh Oswal was appointed as Director of the Company with effect from 14th August, 2017 on recommendation of the Nomination and Remuneration Committee, to fill up the casual vacancy caused by the resignation of Mr. Ashish Agarwal, considering the requirements of Sections 149 and 152 read with Section 164(1) of the Companies Act, 2013, appointment of Mr. Nikesh Oswal as Independent Director to hold office till the date the outgoing Director, needs to be confirmed by the Members at the ensuing Annual General Meeting.

The Company has received a declaration from Mr. Nikesh Oswal that he meet with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. Requisite consent, pursuant to Section 152 of the Act, have also been filed by him to act as Director, if appointed.

In the opinion of the Board, Mr. Nikesh Oswal, proposed to be appointed, fulfils the conditions specified in the Act and the rules made thereunder and that he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as an Independent Director.

The Board considers that the continued association of Mr. Nikesh Oswal would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, the Board recommends the resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Copy of the draft letter for appointment of Mr. Nikesh Oswal as Independent Director, setting out the terms and conditions, is available for inspection by members at the Registered Office of the Company.

Except Mr. Nikesh Oswal, being the appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in this resolution. His relatives may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

Mr. Nikesh Oswal (DIN-07895357)

Mr. Nikesh Oswal is a director of the Company and a Commerce Graduate having more than 3 years of rich experience in the field of accounts & administration.

He does not hold any Equity Shares of the Company.

By Order of the Board of Directors
For Foundry Fuel Products Ltd.
Sd/-

(Adarsh Agarwalla)
Wholetime Director
(DIN: 0527203)

Mumbai
14th August, 2017



FOUNDRY FUEL PRODUCTS LIMITED

7C, Acharya Jagadish Chandra Bose Road, P.S. Shakespeare Sarani, Kolkata – 700017
Tel.No.: 033-40668072, E-mail: foundryfuel@gmail.com, Website: www.foundryfuel.co.in
CIN : L50500WB1964PLC026053

PROXY FORM

(53rd Annual General Meeting – 26th September, 2017)

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 : 7C, Acharya Jagadish Chandra Bose Road, P.S. Shakespeare Sarani, Kolkata – 700017
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 Tuesday, 26th day of September, 2017 at 10.00 AM at "SURYASEN 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	Adoption of Audited Financial Statement of the Company including Audited Balance Sheet as at 31 st March, 2017, Audited Profit & Loss Account and the Cash Flow Statement for the year ended on that date, together with the Report of Board of Directors' and Auditors' thereon.		
2	Approval for the re-appointment of Mr. Devendra Agarwalla who retires by rotation.		
3	To ratify the appointment of the Statutory Auditors.		
Special Business			
4	Approval for the appointment of Mr. NIKESH OSWAL as an Independent Director to fill the casual vacancy.		

Signed this _____ day of _____, 2017

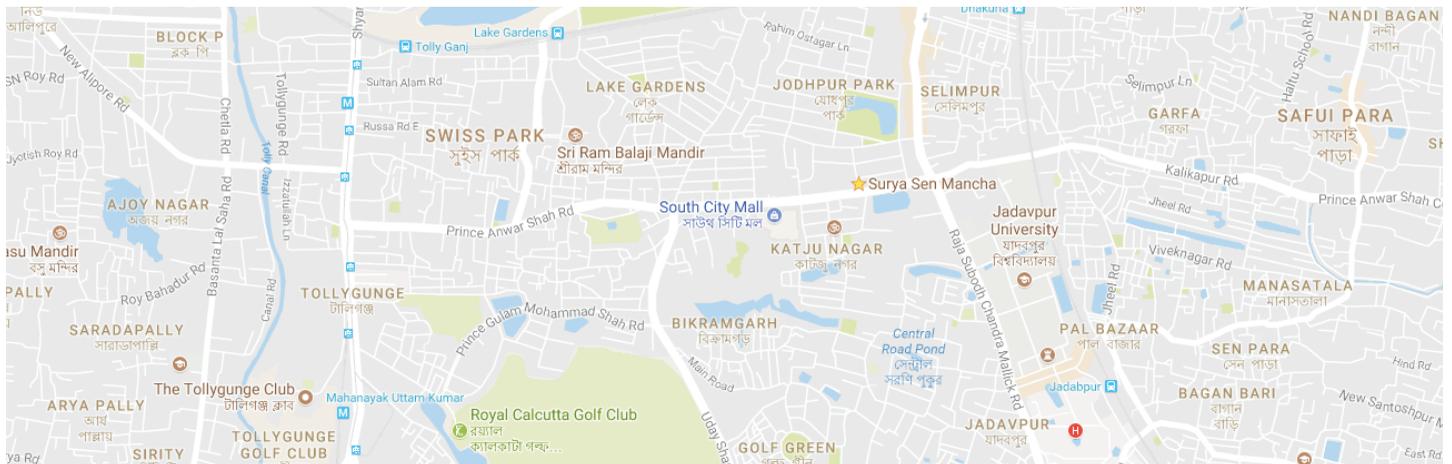
Signature of shareholder(s) : _____

Signature of Proxy holder(s) : _____

Notes: 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.

Affix a Revenue Stamp of Re.1/-

Road Map & Venue of AGM



(tear here)

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)
(53rd Annual General Meeting – 26th September, 2017)

I/We hereby record my/our presence at the Annual General Meeting of "Foundry Fuel products Limited" held on Tuesday, 26th September, 2017 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.)