

FOUNDRY FUEL PRODUCTS LIMITED

CIN : L50500WB1964PLC026053

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

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 50th 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 29th day of September, 2014 at 10.00 A.M. to transact the following: -

AS ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet of the Company as at 31st March, 2014 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 : 0451072), who retires by rotation and being eligible offers himself for re-appointment.
3. **Appointment of Auditors**

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

"RESOLVED that pursuant to the provisions of Sections 139,142 of the Companies Act, 2013 ("Act") and the Rules made thereunder and other applicable provisions of the Act, if any as amended from time to time and pursuant to the recommendations of the audit committee, M/s N. A. Shah Associates, Chartered Accountants, (Firm Registration Number 116560W) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Fifty- Fifth AGM of the Company to be held in the year 2019 (subject to ratification of their appointment at every AGM held after this AGM), and the Board of Directors of the Company be and are hereby authorized to fix their remuneration."

SPECIAL BUSINESS :

4. **Appointment of Mr. Sunil Vishwambharan 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. Sunil Vishwambharan** (DIN: 02831247), 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, 2014 and shall not be liable to retire by rotation."

5. **Appointment of Mr. Ruchir Omprakash Jalan 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. Ruchir Omprakash Jalan** (DIN: 03172070), 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, 2014 and shall not be liable to retire by rotation."

504, 'DIAMOND PRESTIGE',
41 A, A.J.C. Bose Road,
Kolkata - 700017
13- August, 2014

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 & 5 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. 4 & 5 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 14-08-2014.
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 **25th September, 2014 to 29th September, 2014** (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 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the 50th Annual General Meeting (AGM) by electronic means to vote physically at the AGM, and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited ("CDSL").
- II. **The instructions for shareholders voting electronically are as under:**
- The voting period begins on September 23, 2014 at 10.00 A.M. and ends on September 25, 2014 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - Click on "Shareholders" tab.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - Next enter the Image Verification as displayed and Click on Login.
 - 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.
 - 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 enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc. Examples: (1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 (2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052
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.
Dividend Bank Details	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 in the Dividend Bank Details field the Number of Shares Held by you as on Cut Off date (record date) of August 14, 2014

- After entering these details appropriately, click on "SUBMIT" tab.
 - 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.
 - For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - Click on the EVSN for the relevant "**FOUNDRY FUEL PRODUCTS LIMITED**" on which you choose to vote.
 - 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.
 - Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - 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.
 - Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - 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.
 - Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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.
 - 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
- III. 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 25- September, 2014 upto 6.00 P.M. without which the vote shall not be treated as valid
- IV. 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 14.08.2014.
- V. 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.
- VI. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VII. The Results shall be declared by the Chairman on 29- September, 2014. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to Stock Exchanges.

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, 2014:

Item Nos. 4 & 5

Mr. Sunil Vishwambharan and Mr. Ruchir Omprakash Jalan are the Non-Executive Independent Directors of the Company.

Their period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Under the Companies Act, 2013, the Company is required to appoint Independent Directors for a fixed term and their office shall not be liable to determination by retirement of Directors by rotation. Accordingly, in compliance of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, Mr. Sunil Vishwambharan and Mr. Ruchir Omprakash Jalan being eligible and offering themselves for appointment, are proposed to be appointed as the Independent Directors of the Company for term of 5 (Five) Consecutive years from the date of the AGM. The Company has received requisite consent and declarations from the aforesaid Directors as required under various provisions of the Companies Act, 2013 and Rules made thereunder.

In the opinion of the Board, all of the aforesaid Directors fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors and they are independent of the management.

The Board considers that their continued association would be immense benefit to the Company and it is desirable to continue to avail services of these Directors as Independent Directors.

The resolutions seek the approval of the members for the appointment of Mr. Sunil Vishwambharan and Mr. Ruchir Omprakash Jalan as Independent Directors of the Company for 5 (Five) Consecutive years from September, 2014 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further, they shall not be liable to retire by rotation.

Except Mr. Sunil Vishwambharan and Mr. Ruchir Omprakash Jalan, no Director, key managerial personnel or their relatives, is in any way, financially or otherwise interested or concerned in the resolution.

The Board recommends the Ordinary Resolutions set out in Item nos. 4 & 5 of the Notice, for the approval by the Members of the Company.

Copy of the draft letter of appointment of the aforesaid Directors as Independent Directors setting out the terms and conditions is available for inspection by members during working hours at the Registered Office of the Company till the date of ensuing Annual General Meeting.

Brief particulars of Directors seeking appointment/re-appointment at the Annual General Meeting

(In pursuance to Clause 49 of the Listing Agreement)

Particulars	Mr. Devendra Kumar Agarwalla	Mr. Sunil Vishwambharan	Mr. Ruchir Omprakash Jalan
Designation	Non-Executive Director	Independent Director	Independent Director
Date of birth	27-10-1943	04-10-1971	30-01-1974
Appointed on	05-04-2004	29-05-2012	29-05-2012
Qualifications	B.Com	B. Com	B. Com
Expertise in specific functional areas	Wide experience in Coal Mining, Hard Coke production, Foundries and Chemical Industries, Manufacture of Steel Castings and various Engineering activities.	Wide experience in Corporate Laws, Finance & Accounting.	Rich experience in Sales, General Administration, Business Planning.
Directorships held in other public companies (excluding foreign & private companies)	Nil	Nil	Nil
Memberships/ Chairmanships of Audit and stakeholders Relationship Committees across Public Companies	Nil	Audit Committee 1) Foundry Fuel Products Ltd. Nomination & Remuneration Committee 1) Foundry Fuel Products Ltd Stakeholders Relationship Committee 1) Foundry Fuel Products Ltd	Audit Committee 1) Foundry Fuel Products Ltd. Nomination & Remuneration Committee 1) Foundry Fuel Products Ltd Stakeholders Relationship Committee 1) Foundry Fuel Products Ltd
Shareholding	976100	Nil	Nil

FOUNDRY FUEL PRODUCTS LIMITED

CIN : L50500WB1964PLC026053

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

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

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) 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/ Client Id :
DP ID :
I/We, being the member (s) of _____ shares of **Foundry Fuel Products Limited**, hereby appoint;

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **50th Annual General Meeting** of the Company, to be held on Monday, 29th day of September, 2014 at 10.00 A.M at "Surya Sen Mancha, 432, Prince Anwar Shah Road, Kolkata – 700 068, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Sr. No.	Resolution Proposed
1	Adoption of Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account 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 Kumar Agarwalla, Director retiring by rotation
3	Approval for the appointment of M/s. N.A. Shah Associates, Chartered Accountants as the Statutory Auditors of the Company and authorize the Board to fix their remuneration.
4	Approval for the appointment of Mr. Sunil Vishwambharan as an Independent Director of the Company.
5	Approval for the appointment of Mr. Ruchir Omprakash Jalan as an Independent Director of the Company.

Signed this _____ day of _____, 2014

Signature of shareholder :

Signature of Proxy holder(s) :

Affix a
Revenue
Stamp of
Re. 1/-

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.
- For the full text of the aforesaid resolutions, statements and notes, please refer to the Notice including the explanatory statement, convening this Annual General Meeting of the Company.

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ATTENDANCE SLIP

Name of Shareholder (In block letters)	Folio No. / DP ID & Client ID	No. of shares held

I/We hereby record my/our presence at the **50th ANNUAL GENERAL MEETING** of the Company to be held on Monday, 29th day of September, 2014 at 10.00 A.M at "Surya Sen Mancha, 432, Prince Anwar Shah Road, Kolkata – 700 068.

Signature of Member(s)/Proxy

Note : Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the ENTRANCE of the meeting venue.

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ELECTRONIC VOTING PARTICULARS

EVSN(E-Voting Sequence Number)	User ID	Password/PIN
140822054	Please refer to Note No. 14-II in the Notice of AGM	

Note: Please read the notes/instructions printed on the Notice carefully before exercising your vote.