

**ANNUAL REPORT  
2021-22**

**BOARD OF DIRECTORS**

Devendra Kumar Agarwalla - Executive Director  
Adarsh Agarwalla - Wholetime Director  
Sunil Vishwambharan - Independent Director  
Sudha Ramesh - Independent Woman Director  
Nikesh Oswal - Independent Director

**COMPANY SECRETARY**

Om Prakash Ojha

**AUDITORS**

N. A. Shah Associates LLP  
Chartered Accountants  
Mumbai

**SECRETARIAL AUDITORS**

Sudhansu Sekhar Panigrahi  
Company Secretaries  
Kolkata

**BANKERS**

State Bank of India

**REGISTRAR & SHARE TRANSFER AGENT**

Niche Technologies Pvt. Ltd.  
3A, Auckland Place, 7th Floor, Room No. 7A & 7B  
Kolkata - 700 017

**REGISTERED OFFICE**

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

**CORPORATE OFFICE & WORKS**

G. T. Road, Govindpur  
Dhanbad, Jharkhand

**BOARD REPORT**

Your Directors take pleasure in presenting the 58<sup>th</sup> Annual Report on the business and operations of the Company together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2022.

**FINANCIAL RESULTS:**
**(Rupees in Lakhs)**

Particulars	As on 31 <sup>st</sup> March 2022	As on 31 <sup>st</sup> March 2021
Other Income	-	-
<b>Profit/(Loss) before interest, depreciation and tax</b>	<b>(17.14)</b>	<b>(15.57)</b>
Less: Interest	3.60	2.40
Less: Depreciation	-	9.16
<b>Profit/(Loss) before prior period Items &amp; Taxation</b>	<b>(20.74)</b>	<b>(27.13)</b>
Add: Exceptional item	-	-
Add/(Less) Prior period expenses	-	-
Profit/(Loss) before Taxation	<b>(20.74)</b>	<b>(27.13)</b>
Taxation	-	-
<b>Profit/(Loss) for the Year</b>	<b>(20.74)</b>	<b>(27.13)</b>

**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 stood at Rs.20.74 Lakhs against the loss of Rs. 27.31 Lakhs as compare to previous year. The Promoters of the Company are in the process of infusing funds for the operation & revival of the Company.

**CHANGE IN THE NATURE OF BUSINESS OF THE COMPANY:**

During the year under review, there has been no change in the nature of business of the Company.

**MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There is no material change in commitments affecting the financial position of the Company occurred since the end of the financial year 2021-2022.

**SUBSIDIARIES, ASSOCIATES OR JOINT VENTURES:**

Your Company has no Associate Company and does not have any subsidiaries or joint ventures, during the year under review.

**DIVIDEND:**

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

**TRANSFER TO RESERVES:**

During the year under review, no amount was proposed to be transferred to Reserves. The details of movement due to decrease in loss for financial year 2021-22 has been given in Note No.8 forming part of Financial Statements.

**TRANSFER TO INVESTOR EDUCATION & PROTECTION FUND (IEPF):**

Pursuant to the provision of the Companies Act, there is no unclaimed or unpaid dividend lying which requires to be transferred to the Investor Education & Protection Fund (IEPF) of the Central Govt.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:****Appointment/Re-appointment of Director:**

Pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Devendra Kumar Agarwalla (DIN:00451072) retires by rotation from the Board at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Pursuant to the provisions of Section 149 of the Act, Mr. Nikesh Oswal was re-appointed as an Independent Director to hold office for another term of 5 years.

The Board recommends the appointment/re-appointment of above directors for your approval.

**Key Managerial Personnel:**

In terms of Section 203 of the Act, the Key Managerial Personnel (KMPs) of the Company during FY 2021-22 are as follows:

- Mr. Adarsh Agarwalla (Whole-time Director);
- Mr. Avinash Landge (Chief Financial Officer);
- Mr. Om Prakash Ojha (Company Secretary).

There is no change in Key Managerial Personnel of the Company from the date of last Annual General Meeting.

None of the Directors of the Company are disqualified as per section 164(2) of the Companies Act, 2013. The Directors have also made necessary disclosures to the extent as required under provisions of section 184(1) as applicable.

**NUMBER OF MEETINGS OF THE BOARD:**

The details of the number of meetings of the Board held during the financial year 2021-2022 forms part of the Corporate Governance Report.

**DIRECTOR'S 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, the applicable accounting standards have been followed with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2021-2022 and of the loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis;
- e. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;

- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received necessary declaration from each Independent Director of the Company under Section 149 (7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI (LODR), Regulations, 2015).

**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.

**DETAILS RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES:**

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be given as there is no remuneration given to Whole time director or employees and remuneration to Company Secretary (KMP) is only paid.

**COMPLIANCE WITH SECRETARIAL STANDARD:**

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and that such systems are adequate and operating effectively.

**BOARD EVALUATION & CRITERIA FOR 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 evaluation process *inter alia* considers attendance of Directors at Board and committee meetings, acquaintance with business, compliance with code of conduct, vision and strategy, which is in compliance with applicable laws, regulations and guidelines. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Wholetime Director and the Non-Independent Directors was carried out by Independent Directors. Details of the same are given in the Report on Corporate Governance annexed hereto.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

In compliance with provisions of Section 177(9) of the Companies Act, 2013 and SEBI LODR Regulations, 2015, the Company has framed a Vigil Mechanism/Whistle Blower Policy to deal with unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy, if any.

**CORPORATE SOCIAL RESPONSIBILITY:**

The provisions of Section 135 of the Companies Act, 2013 on Corporate Social Responsibility are not applicable to the Company.

**LISTING:**

The Equity Shares of your Company are listed at Bombay Stock Exchange Limited (BSE). The Company had earlier filed application with the Calcutta Stock Exchange Ltd, Ahmedabad Stock Exchange Ltd. & The Magadh Stock Exchange Ltd. for delisting of its equity shares under SEBI delisting guidelines. Vide SEBI exit notice to Regional Stock Exchanges, the Ahmedabad Stock Exchange & Magadh Stock Exchange has stopped its operation as a Stock Exchange although the Calcutta Stock Exchange is yet to comply the SEBI circular for de-recognition of stock exchanges.

**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:**

In terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 your Company has adopted the Code of Conduct for Prevention of Insider Trading and the same is also placed on the Company's website: [www.foundryfuel.co.in](http://www.foundryfuel.co.in).

**DISCLOSURE REQUIREMENT:****i) Composition of Audit Committee:**

The Board has constituted the Audit Committee under the Chairmanship of Mr. Sunil Vishwambharan. Complete details of the Committee are given in the Corporate Governance Report, attached as Annexure to this Board's Report.

**ii) Recommendation by Audit Committee:**

There were no such instances where the recommendation of Audit Committee has not been accepted by the Board during the financial year under review.

**iii) Composition of Nomination & Remuneration Committee:**

The Board has constituted the Nomination & Remuneration Committee under the Chairmanship of Mr. Sunil Vishwambharan. Complete details of the said Committee are given in the Corporate Governance Report, attached as Annexure to this Board's Report.

**iv) Composition of Stakeholders Relationship Committee:**

The Board has constituted the Stakeholders Relationship Committee under the Chairmanship of Mr. Sunil Vishwambharan. Complete details of the said Committee are given in the Corporate Governance Report, attached as Annexure to this Board's Report.

**v) Risk Analysis:**

The Company has well defined risk management framework in place comprising of regular audits and checks for identifying, assessing, mitigating, monitoring and reporting of risks associated with the businesses of the Company. Major risks as identified are systematically addressed by the concerned process owners through risk mitigation actions on a continuing basis.

**vi) Annual Return:**

Pursuant to Section 134(3)(a) of the Companies Act, 2013 and amendments thereof and in compliance of the Companies (Amendment) Act, 2017, effective August 28, 2020, the draft Annual Return for the financial year 2021-22 is placed on the website of the Company at [www.foundryfuel.co.in](http://www.foundryfuel.co.in)

**vii) Corporate Governance:**

Your Company has initiated, by providing the shareholders, to avail the option of receiving online the requisite documents i.e. notices, annual reports, disclosures and all other communications, by registering their e-mail id for the success of 'Green Initiative' as per MCA circular no. 17/2011 & No. 18/2011.

The Company continues to comply with the requirements of SEBI LODR Regulations, 2015 regarding Corporate Governance though the Company is exempted from complying with the Corporate Governance Code. The Report on Corporate Governance, Certification by CEO/CFO and the Management Discussion & Analysis Report are attached herewith which form part of this Annual Report.

**viii) Nomination, Remuneration and Evaluation Policy:**

The Company on recommendation of its Nomination & Remuneration Committee has laid down a Nomination, Remuneration and Evaluation Policy, in compliance with the provisions of the Companies Act, 2013 read with the Rules made therein and the Listing Agreement with the stock exchanges (as amended from time to time). This Policy is formulated to provide a framework and set standards in relation to the followings:

- a. Criteria for appointment and removal of Directors, Key Managerial Personnel (KMP) and Senior Management Executives of the Company.
- b. Evaluation of the performance of the Directors.
- c. Criteria for determining qualifications, positive attributes and independence of a Director.

**SHARE CAPITAL:**

The paid up equity capital as on March 31, 2022 was Rs. 801.94 Lakhs. The company has not issued shares with differential voting rights nor granted stock options nor sweat equity or any kind of shares & securities during the financial year 2021-22

**FINANCE:**

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.

**PUBLIC 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.

**INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has implemented and evaluated the Internal Financial Controls which provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes and policies, safeguarding of assets, prevention and detection of frauds, accuracy and completeness of accounting records.

The Company has in place an adequate and robust system for Internal Financial Controls commensurate with the size and nature of its business. Internal Financial Controls Systems are integral to the Company's corporate governance policy and no reportable material weaknesses were observed in operations.

**COMPLIANCE WITH PROVISIONS OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company is committed to uphold and maintain the dignity of women employees and it has in place a policy which provides for protection against sexual harassment of women at work place and for prevention and redressal of such complaints. During the financial year no such complaints were received.

**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 prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and / or impact of unfortunate events or to maximize the realization 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.

**PARTICULARS OF EMPLOYEES:**

There is no such employee in the Company, the information of which is required to be furnished under provisions of the Companies Act, 2013 and Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Having regard to the provisions of Section 136 of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to the members of the Company.

**HUMAN RESOURCE DEVELOPMENT INDUSTRIAL RELATIONS:**

There is a continuous effort for better Human Resource (HR) service delivery in order to better serve the customers with simpler well executed processes with proper use of technology. HR service delivery has become all the more critical in the organization due to rise in customer expectation.

**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Your Company used electricity provided by state electricity board in form of energy, the consumption of which is very minimal. As required under provisions of the Companies Act, 2013 and Rule 8(3) of Companies (Accounts) Rules, 2014 details relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, no such technology absorbed by the Company and no foreign exchange transactions are there during the period under review.

**AUDITORS & AUDITORS' REPORT:****A. Statutory Auditors:**

The term of appointment of the Auditors, M/s N. A. Shah Associates LLP, Chartered Accountants, (Firm Registration No 116560W/W100149), would expire from the conclusion of the ensuing Annual General Meeting to be held for the Financial Year 2021-2022.



Subject to the approval of the members of the Company, the Audit Committee and the Board of Directors during their meeting held on 12<sup>th</sup> August, 2022 have considered and recommended the appointment of M/s. C V Pagariya & Co., Chartered Accountants, (Firm Registration No.: 127772W) as the Statutory Auditors of the Company, for a period of 5 (five) years from the conclusion of the ensuing Annual General Meeting to be held for the Financial Year 2021-22 until the conclusion of Annual General Meeting to be held for the Financial Year 2026-27 in place of the outgoing Auditors. The Auditors have confirmed their eligibility and that they are not disqualified from holding of office of Auditors of the Company.

The notes on accounts referred to in the Auditors' Report are self-explanatory and, therefore, do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

**B. Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed Mr. Sudhansu Panigrahi, Practising Company Secretary to conduct Secretarial Audit of the Company for the Financial Year 2021-2022. The Secretarial Audit Report for the Financial Year ended 31<sup>st</sup> March, 2022 is annexed herewith and marked as '**Annexure – A**'.

The Report is self-explanatory and the Secretarial Auditor has given his observation in his report to the Board and the Board's reply as under:

<b>Observation of Secretarial Auditor</b>	<b>Reply by the Company</b>
<p>As informed by management of the Company the shares are now being delisted from Ahmadabad Stock Exchange Ltd. &amp; The Magadh Stock Exchange Ltd. while that with Calcutta Stock Exchange is pending. As per our opinion as long as the shares are not delisted from Calcutta Stock Exchange, the Company is required to comply with SEBI (LODR) and the related laws for the respective Stock Exchange also.</p>	<p>The shares of the Company are listed with BSE (nation-wide stock exchange) and the Company is complying with all the regulations under SEBI (LODR). The shares of the Company were also listed with three Stock Exchanges (SEs) namely Calcutta Stock Exchange (CSE), Ahmadabad Stock Exchange Ltd. (ASEL) &amp; The Magadh Stock Exchange Ltd. (MdhSEL) for which the Company delisting applications were made to those SEs. SEBI vide Circular No. MRD/DoP/SE/Cir-36/2008 dated December 29, 2008, issued Guidelines laying down the framework for exit by stock exchanges whose recognition is withdrawn and/or renewal of recognition is refused by SEBI and Regional Stock Exchanges ("RSEs") who may want to surrender their recognition. Further guidelines were reviewed and modified by SEBI vide Circular No. CIR/ MRD/ DSA/ 14/2012 dated May 30, 2012 (hereinafter referred to as "Exit Circular"). ASEL vide letter dated July 11, 2014 to SEBI exited as a SE. Accordingly MdhSEL also been exited as a SE by SEBI vide its said circular. While SEBI vide its exit policy has ordered to shut down the CSE but the matter is subjudice in the Calcutta High Court. As per our Opinion, no such compliance is required to be made with Calcutta Stock Exchange.</p>

**C. Cost Auditor & Cost Audit Report:**

Pursuant to Section 148 of the Companies Act 2013 and the Companies (Cost Records and Audit) Rules, 2014 framed thereunder, it is not obligatory for your Company to appoint a Cost Auditor.

**DETAILS OF FRAUD REPORT BY AUDITOR:**

As per auditors' report, no fraud u/s 143(12) reported by the auditor.

**GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and company's operations in future.

**PROCEEDINGS UNDER INSOLVENCY AND BANKRUPTCY CODE 2016 (IBC):**

As on date, there is no proceeding pending under 'The Insolvency & Bankruptcy Code 2016'.

**DETAILS OF ONE TIME SETTLEMENT WITH THE BANKS:**

As on date, there was no instance of one-time settlement with any Bank or Financial Institution.

**ACKNOWLEDGEMENT:**

Your Directors express their appreciation or assistance and co-operation received from Government authorities, banks, vendors, customers and Shareholders of the Company. Your Directors also wish to place on record their sincere sense of appreciation for their continuous support, the sincere efforts put in by all employees and workmen in the performance of the Company.

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

**Sd/-**

**(Adarsh Agarwalla)**

Whole time Director

Place: Mumbai  
Date: 12.08.2022

**ANNEXURE - A TO BOARD REPORT****Form No. MR-3****SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2022('Audit Period')****[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

**To,  
The Members  
Foundry Fuel Products Ltd**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Foundry Fuel Products Ltd**(hereinafter called the Company).Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on the verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2022** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992(upto 14<sup>th</sup> May, 2015) and Securities and exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15<sup>th</sup> May, 2015);
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(*Not applicable to the Company during the Audit Period*);
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999(*Not applicable to the Company during the Audit Period*);

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (*Not applicable to the Company during the Audit Period*);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *-(Prior to this period the Company had submitted delisting application with Calcutta Stock Exchange, Ahmedabad Stock Exchange Ltd. & The Magadh Stock Exchange Ltd. for delisting of its equity shares under SEBI delisting guidelines.);and*
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (*Not applicable as the Company has not buy back / propose to bought back its securities during the financial year under review*).
- (vi) Laws specifically applicable to the industry to which the Company belongs, as identified by the Management- As per the Management representation the Company is not carrying any Manufacturing activity during the period of Audit & the Factory is /are closed and no Specific Laws are applicable to it.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standard with regards to meeting of Board of Directors (SS-1) and General Meeting (SS-2) issued by ICSI.
- ii. The Listing Agreements entered into by the Company with Stock Exchanges and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above subject to the following observation:

- 1. As informed by management of the Company the shares are now being delisted from Ahmadabad Stock Exchange Ltd. & The Magadh Stock Exchange Ltd. while that with Calcutta Stock Exchange is pending. As per our opinion as long as the shares are not delisted from Calcutta Stock Exchange, the Company is required to comply with SEBI (LODR) and the related laws for the respective Stock Exchange also.

**Management Responsibility:**

- 1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
- 2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for my opinion;
- 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
- 4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc;
- 5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis;
- 6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Kolkata  
Date: 12.08.2022

Sd/-  
**Sudhansu Sekhar Panigrahi**  
Practicing Company Secretary  
Membership No.:**23187**  
CP-**19649**  
**UDIN:A023187D000787051**

This report to be read with the Annexure 1 enclosed.

Annexure:- 1

Our Secretarial Audit Report is to be read along with this letter.

**Management's Responsibility:**

1. It is the responsibility of the management of the Company to maintain the Secretarial records and to devise proper systems to ensure compliance of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively. The Compliance of the provisions of the Act, and other applicable laws, rules, regulations, standards is the responsibility of management.

**Responsibility of Secretarial Auditor:**

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices that we followed provide a reasonable basis for my opinion.
3. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

**Disclaimer:**

4. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
5. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
6. The Liability of the issuer of the Audit Report is limited to the Professional Fee that he has received for this assignment.

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**ANNEXURE TO THE BOARD REPORT**  
**MANAGEMENT DISCUSSION AND ANALYSIS**

The Company's performance during the year ended 31<sup>st</sup> March, 2022 and the Management's views on future outlook are discussed below:

**Cautionary Statement**

Statements in the Management Discussion & Analysis covers the Company's expectations, projections, predictions, estimates and so on about the future of the Company are forward looking statements. The Company's actual results, performance or achievements could thus differ from those projected in any forward-looking statements. Since these are based on certain assumptions and expectations of future activities or events, the Company cannot guarantee the accuracy or realization of the same. The Company assumes no responsibility to publicly revise, change or adjust any such statements on the basis of subsequent developments, information or events. The Company disclaims any obligation to update these forward-looking statements, except as may be required by law.

The Indian economy has fully recovered to the pre-pandemic real GDP level of 2019-20, according to the provisional estimates of GDP released on May 31, 2022. Real GDP growth in FY 2021-22 stands at 8.7%, which is 1.5% higher than the real GDP in FY 2019-20. These figures are associated with stronger growth momentum, indicating increased economic demand. The investment rate in the fourth quarter increased to its highest level in the previous nine quarters. Moreover, capacity utilisation in the manufacturing sector rose in the fourth quarter, as against the third quarter, implying a build-up in demand, which is consistent with the growth objectives of the Indian economy.

India has emerged as the fastest-growing major economy in the world, and is expected to be one of the top three economic powers globally over the next 10-15 years, backed by its robust democracy and strong partnerships.

The Indian steel industry is modern, with state-of-the-art steel mills. It has always strived for continuous modernisation of older plants and up-gradation to higher energy efficiency levels. Metallurgical coke is a basic raw material used for the production of pig iron and steel. Hence, market trends across the steel industry directly reflect on the metallurgical coke market. The growing crude steel production across the globe is expected to drive the application of synthetic graphite in metallurgical applications. The COVID-19 has presented a problematic situation for metallurgical coke in the country in the early 2020. However, the conditions got better now which concreted the probability of market recovery over the forecast period. The metallurgical coke market is expected to register a CAGR of around 3% during the forecast period. The iron and steel making segment dominated the market and is likely to grow during the forecast period.

The Company has exposure to variety of financial risks, i.e. credit risk, liquidity risk and market risk. The Company process and tracks and evaluates the levels of risk. As well as monitoring the risk itself, the discipline and tracks and evaluates the effectiveness of risk management strategies. The Company also strives for risk mitigation strategy and prepare for and lessen the effects of threats faced by a business. Comparable to risk reduction, risk mitigation takes steps to reduce the negative effects of threats and disasters on business continuity.

Your Company's businesses are subject to a variety of risks and uncertainties. Among those are price risk, production risk, risk from natural calamities, political risks etc. Your Company is not free while competing with the indigenous industries as well as with imported coal. Although the coke market is not doing well but your Company's working are below expectation due to shutdown of operation of factory since the year 2010, working capital shortage & carry forward losses of the previous years. In between these limiting factors your Company makes losses. Your Company presently is in a very critical position to revive & the same is continued since a decade. The Board of Directors of the Company during the previous years have streamlined and restructured its share capital base by both reduction of as well as increase in equity

share capital by conversion of loans as per the BIFR Order. Your Company is looking for a turnaround so that the operations of the Company may be resumed.

The Company's internal control systems are commensurate with the nature, size and complexities of its business and ensure proper safeguarding of assets, maintaining proper accounting records and providing reliable financial statements.

Your Company's loss during the period under review stood at Rs. 20.74 Lakhs against loss of Rs. 27.13 Lakhs comparing with the previous year. Your promoters are taking positive steps for restarting of the operations.

The Company is planning to initiate the process of searching another project. The Company is also evaluating the option to sell or lease or transfer the entire business assets or undertaking comprising of all movable and immovable properties for which members have duly accorded their approval to the board. 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 to get sufficient funds from holding Company. Considering the same, accounts are prepared on going concern basis.



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**ANNEXURE TO THE BOARD'S REPORT  
REPORT ON CORPORATE GOVERNANCE**

Under Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations, 2015'), compliance with certain corporate governance requirements are non-mandatory in respect of certain listed companies. Though Foundry Fuel Products Limited ('the Company') is covered under the aforesaid exemptions, the Company is voluntarily presenting the report on the areas pertaining to the said regulations along with the regular practices being followed by the Company in complying with them.

The report containing the details of corporate governance systems, processes and compliance at the Company that is in accordance with the SEBI LODR Regulations, 2015 and the Companies Act, 2013, ('the Act') is as follows:

**COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Corporate Governance is all about maintaining a trustworthy relationship with all stakeholders such as shareholders, employees, customers, business partners and the society at large. The Company maintains a high degree of transparency in all its dealings with stakeholders through sustained disclosures. Ethical dealings, accountability, transparency, fairness, equity, social responsibility and disclosure are the main thrust to the working of the Company. The Company is committed to execute sustainable business practices and create long term value for all its stakeholders.

The Company has strengthened its governance practices over the years and in turn, it defines the way business is conducted and sustainable value is created. The Company has proper governance structure with defined roles and responsibilities. The Committees of the Board of Directors constituted under the Act are to discharge their duties and responsibilities in a fair and effective manner. The Board of Directors of the Company governs the Company and deliberately creates a culture of leadership to provide a long-term vision to improve the quality of governance. The Company adheres to ethical standards to ensure integrity, transparency, independence and accountability in all its dealings. Therefore, the Board has adopted various codes and policies to carry out its duties and responsibilities in a fair and ethical manner.

**BOARD OF DIRECTORS****a. Composition and category of Directors**

The Board of Directors of the Company has a combination of Executive, Non - Executive and Independent Directors on the Board which is in accordance with Regulation 17 of the SEBI LODR Regulations, 2015 read with Section 149 of the Act. The Board comprised of 5 (Five) Directors as on 31<sup>st</sup> March 2022, out of which 2 (Two) Directors are Executive Directors and 3 (Three) are Non - Executive Independent Directors (out of which 1 is a Woman Director).

None of the Directors on the Board are Independent Directors of more than seven listed companies and the Whole-time Director is not an Independent Director of any listed company.

None of the Directors on the Board hold Directorships in more than eight public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public limited companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on 31<sup>st</sup> March 2022 have been made by the Directors.

Independent Directors are non-executive Directors as defined under Regulation 16(1)(b) of the SEBI LODR Regulations, 2015 read with Section 149(6) of the Act. The maximum tenure of Independent Directors is in compliance with the Act. In terms of Regulation 25(8) of SEBI LODR Regulations, 2015, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI LODR Regulations, 2015 and that they are independent of the management.

The details of composition of the Board as on 31<sup>st</sup> March 2022 are given as under:

Name of Directors	Category	Designation
Mr. Devendra Kumar Agarwalla	Promoter, Executive, Non-Independent	Executive Director
Mr. Adarsh Agarwalla	Promoter, Executive, Non-Independent	Whole Time Director / CEO
Mr. Sunil Vishwambharan	Independent, Non-Executive	Director – Chairman
Mrs. Sudha Ramesh	Independent, Non-Executive	Director
Mr. Nikesh Oswal	Independent, Non-Executive	Director

**b. Attendance of each Director at the meeting of the Board of Directors and the last Annual General Meeting**

A minimum of four Board Meetings are held every year and the gap between two meetings did not exceed one hundred and twenty days. Dates for the Board Meetings in the ensuing quarter are decided well in advance and communicated to the Directors alongwith the agenda papers. The Board Meetings are usually held at 84, Maker Chambers - III, Nariman Point, Mumbai - 400021. The Board is also provided with Audit Committee observations on the internal audit findings and matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of the Section 134(3)(c) of the Act.

The attendance record of the Directors at the Board Meetings held during the financial year 2021 - 2022 and at the last Annual General Meeting (AGM) are given here below:

Name of Director	Attendance particulars for the year ended 31 <sup>st</sup> March 2022	
	Board Meeting held during the tenure / board meeting attended	Last AGM held on 29 <sup>th</sup> September 2021
Mr. Devendra Kumar Agarwalla	4 / 1	No
Mr. Adarsh Agarwalla	4 / 2	Yes
Mr. Sunil Vishwambharan	4 / 4	Yes
Mrs. Sudha Ramesh	4 / 4	Yes
Mr. Nikesh Oswal	4 / 4	Yes

**c. Number of other directorships or committees in which a directors is a member or chairperson, name of the other listed entities where the person is a Director and the category of Directorship:**

The record of the number of Directorships and attendance of Committee Chairmanships and Memberships held by directors in other companies are given here below:

Name of Director	No. of Other Directorship and Committee Membership / Chairmanship for the year ended 31 <sup>st</sup> March 2022*			Directorship in other listed entity (Category of Directorship)
	Other Directorships	Committee Membership <sup>#</sup>	Committee Chairmanship <sup>#</sup>	
Mr. Devendra Kumar Agarwalla	-	-	-	-
Mr. Adarsh Agarwalla	-	-	-	-
Mr. Sunil Vishwambharan	-	-	-	-
Mrs. Sudha Ramesh	-	-	-	-
Mr. Nikesh Oswal	-	-	-	-

\* Excluding Private Companies, Foreign Companies and Companies under Section 8 of the Act.

# Indicates membership / chairmanship of Audit Committee and Stakeholders Relationship / Grievance Committee.

**d. Number of meetings of the Board of Directors held and dates on which held**

During the financial year 2021-2022, four (4) Board Meetings were held and the gap between two Board Meetings did not exceed one hundred and twenty days. Board Meetings were held on 30<sup>th</sup> June 2021, 14<sup>th</sup> August 2021, 12<sup>th</sup> November 2021 and 11<sup>th</sup> February 2022.

Sr. No.	Date of meeting	Board Strength	No. of Directors Present
1	30 <sup>th</sup> June 2021	5	4
2	14 <sup>th</sup> August 2021	5	5
3	12 <sup>th</sup> November 2021	5	3
4	11 <sup>th</sup> February 2022	5	3

**e. Disclosure of relationships between Directors inter-se**

None of the Directors is related to each other except Mr. Adarsh Agarwalla, who is the son of Mr. Devendra Kumar Agarwalla.

**f. Number of shares and convertible instruments held by non-executive Directors**

The shareholdings of Non-Executive Directors are given hereunder:

Name of Director	No. of Shares held as on 31 <sup>st</sup> March 2022
Mr. Sunil Vishwambharan	Nil
Mrs. Sudha Ramesh	Nil
Mr. Nikesh Oswal	Nil

**g. Web link where familiarization programs imparted to Independent Directors are disclosed**

The details of familiarization programmes for Independent Directors is posted on the website of the Company and can be accessed at: [http://foundryfuel.co.in/investor\\_relationship/company\\_policy.php](http://foundryfuel.co.in/investor_relationship/company_policy.php)

**h. Skills, expertise and competencies:**

The selection of a candidate on the Board is based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge etc. Apart from that, he should be person of repute and should have knowledge and experience in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance or technical operations.

The Nomination and Remuneration committee formulate the criteria for determining qualifications, positive attributes and independence of a director and shall ensure, determine that the Board comprises of a balanced combination of Executive, Non-executive as well as Independent Directors, size of the Board and its diversity.

Expertise/Skill of individual directors are highlighted below:

Name of Directors	Management	Law	Administration	Sales	Finance	Research	Corporate Governance Or Technical Operations	Marketing
Mr. Devendra Kumar Agarwalla	✓	-	-	-	-	✓	✓	-
Mr. Adarsh Agarwalla	✓	-	✓	✓	✓	✓	✓	✓
Mr. Sunil Vishwambharan	-	✓	✓	-	✓	-	✓	-
Mrs. Sudha Ramesh	-	-	✓	-	-	-	✓	-
Mr. Nikesh Oswal	-	✓	-	-	✓	-	✓	-

**i. Separate meeting of Independent Directors**

In reference to terms of the provisions of Clause VII(1) of the Schedule IV of Companies Act, 2013 read with Regulation 25 (3) of the SEBI LODR Regulations, 2015 the Independent Directors are required to meet at least once in a year without the presence of non-independent Directors and members of the management.

During the financial year 2021 - 2022 under review, the Independent Directors had met once on 11<sup>th</sup> February 2022, inter alia:

- Reviewed the performance of non-Independent Directors and the Board as a whole;
- Reviewed performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**j. Code of Conduct**

The Board of Directors of the Company has framed a code for all Board members. The Board of Directors of the Company have affirmed compliance of the said Code of Conduct. The Code of Conduct is displayed on the Website of the Company:- [www.foundryfuel.co.in](http://www.foundryfuel.co.in).

**BOARD COMMITTEES**

The Board has constituted Four Standing Committees to look after the operation of the Company within a given framework, namely, Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee. A strategy meet of the Board of Directors is generally held at appropriate intervals to formulate, evaluate and approve the business strategy of the Company. The meeting focuses on strategic goals, financial management policies, management assurances and control aspects and the growth plan of the Company and compliance management.

The following committees have been constituted by the Board of Directors as on date with adequate delegation of powers to discharge day-to-day affairs of the Company as well as to meet the exigencies of the business of the Company.

**AUDIT COMMITTEE**

The composition of the Audit Committee meets the requirements as per Section 177 of the Companies Act, 2013 and as per Regulation 18 (1) of SEBI LODR Regulations, 2015. The Committee oversees the work carried out in the financial reporting process by the Management, the internal auditor, the statutory auditor and the cost auditor and notes the processes and safeguards employed by each of them. The Audit Committee is empowered to investigate any activities within its terms of reference, seek information from employees, obtain outside legal or other professional advice or secure attendance of outside experts of relevant field as and when necessitated. The Audit Committee also reviews such matters as referred to it by the Board.

Audit Committee of the Board as on 31<sup>st</sup> March 2022 comprises of three Independent and Non - Executive Directors. The Members possess adequate knowledge of accounts, audit and finance, etc. The composition of the Audit Committee meets the requirements as per Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI LODR Regulations, 2015.

**i. The terms of reference of the audit committee are broadly as under:**

Powers:

- ◆ To investigate any activity within its terms of reference.
- ◆ To seek information from any employee.

- ◆ To obtain outside legal or other professional advice.
- ◆ To secure attendance of outsiders with relevant expertise, if it considers necessary.

Roles:

- ◆ Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- ◆ Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditors and fixation of audit fees. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- ◆ Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (5) of section 134 of the Companies Act, 2013.
  - Changes if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgement by management.
  - Qualifications in draft audit report.
  - Significant adjustments arising out of audit.
  - Compliance with listing and legal requirement concerning financial statements.
  - Disclosure of any related party transactions.
- ◆ Reviewing with the management, the quarterly financial statements before submission to the board for approval.
- ◆ Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- ◆ Reviewing with management, performance of statutory auditors and adequacy of the internal control systems.
- ◆ Discussion with statutory auditors before the audit commences, nature and scope of audit as well as have post audit discussion to ascertain any area of concern.
- ◆ To look into the reasons of substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- ◆ Reviewing the adequacy of internal audit function, in any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- ◆ Discussion with internal auditors any significant findings and follow up thereon.
- ◆ Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

- ◆ Approval of appointment of CFO (i.e. the Whole Time Director or any other person heading the finance function or discharge that function) after assessing the qualifications, experience and background, etc. of the candidate.
- ◆ To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- ◆ Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Company has setup a system and procedure in place to ensure that the Audit Committee mandatorily reviews:

- ◆ Management discussion and analysis of financial condition and result of operations.
- ◆ Statement of significant related party transactions (as defined by the audit committee) submitted by management.
- ◆ Management letters / letters of internal control weaknesses issued by the statutory auditors.
- ◆ Internal audit reports relating to internal control weakness; and
- ◆ The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

**The composition of the Audit Committee for the year ended 31<sup>st</sup> March 2022 and attendance of its meetings are given below:**

Name	Category	Designation	No. of Meeting held during the year / meeting attended
Mr. Sunil Vishwambaran	Non - Executive, Independent	Chairman	4/4
Mrs. Sudha Ramesh	Non - Executive, Independent	Member	4/4
Mr. Nikesh Oswal	Non - Executive, Independent	Member	4/4

Four (4) meetings of the Audit Committee were held during the financial year 2021-2022, on 30<sup>th</sup> June 2021, 14<sup>th</sup> August 2021, 12<sup>th</sup> November 2021 and 11<sup>th</sup> February 2022.

#### **NOMINATION AND REMUNERATION COMMITTEE**

The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI LODR Regulations, 2015, read with Section 178 of the Act. The Nomination and Remuneration Committee's responsibilities include framing of specific remuneration package of Executive Directors and commission / fees for Non - Executive Directors etc and approval of remuneration to the managerial personnel as per the Company's policy on the same.

**The broad terms of reference of the said Committee, inter alia, includes the following:**

- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and / or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To devise a policy on Board diversity.
- To determine whether to extend or continue the term of appointment of the independent director on the basis of the report of performance evaluation of independent director.

- To recommend / review remuneration of the Whole-time Director(s), based on their performance and defined assessment criteria.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

**The composition of the Nomination and Remuneration Committee as on 31<sup>st</sup> March 2022 are as given below:**

<b>Name</b>	<b>Category</b>	<b>Designation</b>	<b>No. of Meeting held during the year / meeting attended</b>
Mr. Sunil Vishwambharan	Non - Executive, Independent	Chairman	1/1
Mrs. Sudha Ramesh	Non - Executive, Independent	Member	1/1
Mr. Nikesh Oswal	Non - Executive, Independent	Member	1/1

During the year under review, One meeting of Nomination and Remuneration Committee was held i.e. 30<sup>th</sup> June 2021.

#### **Performance evaluation criteria for independent Directors**

The performance evaluation criteria for independent Directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgement.

#### **REMUNERATION OF DIRECTORS**

Details of remuneration paid / payable to Executive Director and sitting fees, etc paid / payable to Independent Non-executive Directors of the Company for the year ended 31<sup>st</sup> March 2022: Nil.

#### **STAKEHOLDERS RELATIONSHIP / GRIEVANCE COMMITTEE**

The terms of reference and constitution of the Stakeholders Relationship Committee are in compliance with the provisions of the Companies Act, 2013 and pursuant to Regulation 20 and Part D of Schedule II of SEBI LODR Regulations, 2015.

The Company has registered with SCORES of SEBI for Redressal of Investors' Grievances on-line. The Chairman of the Committee was present in the last Annual General Meeting held on 29<sup>th</sup> September, 2021.

The main tasks of 'Stakeholders Relationship / Grievance Committee' is to look into redressing of shareholders' and investors grievances like transfer / transmission of shares, non - receipt of dividend, Balance Sheet, etc. The Company has registered with 'SCORES' of SEBI for Redressal of Investors' Grievances on-line.

The scope of the Committee are as follows:

- To review the reports submitted by the Registrars and Share Transfer Agents of the Company at half yearly intervals.
- To interact periodically and as and when required with the Registrars and Share Transfer Agents to ascertain and look into the quality of the Company's Shareholders / Investors grievance redressal system and to review the report on the functioning of the said Investor grievances redressal system.
- To consider and resolve the grievances of the security holders of the company.
- To periodically report to the Board about serious concerns if any.
- To follow-up on the implementation of suggestions for improvement.

**The broad terms of reference of the stakeholders' relationship / grievance committee are as under:**

- Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend / notice / annual reports, etc. and all other securities-holders related matters.
- Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.

The Stakeholders Relationship / Grievance Committee comprises of following:

Name	Category	Designation	No. of Meeting held during the year / meeting attended
Mr. Adarsh Agarwalla	Promoter, Executive, Non-Independent	Chairman	4/4
Mr. Sunil Vishwambharan	Non - Executive, Independent	Member	4/4
Mrs. Sudha Ramesh	Non - Executive, Independent	Member	4/4

The Stakeholders Relationship / Grievance Committee met four times during the financial year under review on 30<sup>th</sup> June 2021, 14<sup>th</sup> August 2021, 12<sup>th</sup> November 2021 and 11<sup>th</sup> February 2022.

**Name, designation and address of Compliance Officer:**

Om Prakash Ojha,  
Company Secretary,  
Foundry Fuel Products Ltd.  
7C, Acharya Jagadish Chandra Bose Road, 1st Floor, Kolkata: 700017  
Telephone: 91-033-40668072.

The status of Investor complaints received and resolved during the financial year 2021-2022 are as under:

Pending Complaints as on 1 <sup>st</sup> April 2021	Complaints received during the year	Complaint disposed /not solved to the satisfaction of shareholders during the year	Complaints pending as on 31 <sup>st</sup> March 2022
Nil	Nil	Nil	Nil

**GENERAL BODY MEETINGS**

**i. General Meetings:**

- a) Annual General Meetings (A.G.M.)

Location and time of Annual General Meeting held in last three years:

AGM	Year Ended	Venue	Date	Time
55 <sup>th</sup>	31 <sup>st</sup> March 2019	"SURYA SEN MANCHA", 432, Prince Anwar Shah Road, Kolkata-700 068	28 <sup>th</sup> September 2019	10:00 AM
56 <sup>th</sup>	31 <sup>st</sup> March 2020	Meeting conducted through VC / OAVM pursuant to the MCA Circular	28 <sup>th</sup> September 2020	05:00 PM
57 <sup>th</sup>	31 <sup>st</sup> March 2021	Meeting conducted through VC / OAVM pursuant to the MCA Circular	29 <sup>th</sup> September 2021	11:00 AM

All resolutions which were passed at the last Annual General Meeting were passed by e-voting and ballot with requisite majority by all the members present at the meeting.

- b) Extraordinary general meeting  
No extraordinary general meeting of the members was held during the year 2021-2022.



- c) Special Resolutions passed in last three Annual General Meetings  
**Year ended 31<sup>st</sup> March 2019:**  
Special resolution for change in place of keeping register of members & other records by registrar & share transfer agents was passed at the AGM held.  
**Year ended 31<sup>st</sup> March 2021:**  
Special resolution for re-appointment of Mrs. Sudha Ramesh as an Independent Director was passed at the AGM held.
- d) Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern  
During the year under review, no special resolution has been passed through postal ballot.
- e) Details of special resolution proposed to be conducted through postal ballot and procedure for postal ballot  
No special resolution is proposed to be conducted through postal ballot at the AGM to be held on 29<sup>th</sup> September, 2022.

### **MEANS OF COMMUNICATION**

The Company regularly intimates unaudited quarterly financial results as well as audited financial results to the Stock Exchanges immediately after taken on record by the Board. These financial results are normally published in "Financial Express" in English Language and in "Durantobarta / Kalantar" in Bengali Language and are displayed on the website of the Company [www.foundryfuel.co.in](http://www.foundryfuel.co.in). It also displays official news releases.

### **GENERAL SHAREHOLDER INFORMATION**

- i. **58<sup>th</sup> Annual General Meeting**  
Date: 29<sup>th</sup> September, 2022  
Time: 03:00 p.m.  
Venue: Deemed to be held at Registered Office  
  
(The Company is conducting meeting through Video Conferencing / Other Audio Visual Means pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.)
- ii. **Financial Year:** 2021 - 2022
- iii. **Dividend payment date**  
The Board has not recommended any dividend for the financial year ended on 31<sup>st</sup> March 2022.
- iv. **Listing on Stock Exchanges**  
The Company's securities are listed at:-
1. The Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 023
  2. The Calcutta Stock Exchange Association Limited\*  
7 Lyons Range, Kolkata - 700 001
  3. The Ahmedabad Stock Exchange Limited\*  
Kamdhenu Complex, Opposite Sahajand College, Panjarapole, Ahmedabad - 380 015
  4. The Magadh Stock Exchange Association Limited\*  
"Ashiana Plaza", 9th Floor, Budh Marg, Patna - 800 001
- \* The Company has already applied to delist its shares from these stock exchanges and will continue listed on the BSE, which has nationwide trading terminals, as per the SEBI Delisting Guidelines, 2009.

**Payment of Listing Fees:**

Annual listing fees as applicable has been paid by the Company to the BSE.

**v. Stock Code:-**

Stock Exchange	Stock Code
The Bombay Stock Exchange Limited	513579
The Calcutta Stock Exchange Association Limited	F019
The Ahmedabad Stock Exchange Limited	17500
The Magadh Stock Exchange Association Limited	F018

**Note:**

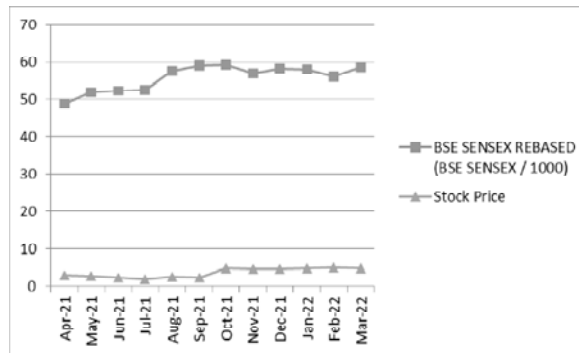
- There is no transaction at the Calcutta Stock Exchange Association Limited, the Ahmedabad Stock Exchange Limited and the Magadh Stock Exchange Association Limited.
- Based on SEBI's exit order both the Stock Exchanges at Ahmedabad and Magadh have been derecognized and deregulated and have stopped operations.
- Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's Shares is INE617C01027.

**vi. Market Price Data:**

Monthly High / Low price during the financial year 2021-2022 at the BSE depicting liquidity of the Equity Shares is given hereunder: (in Rs.)

Month	Share Price		Month	Share Price	
	High	Low		High	Low
April, 2021	3.06	2.49	October, 2021	4.78	2.47
May, 2021	2.94	2.5	November, 2021	4.78	4.55
June, 2021	2.65	2.28	December, 2021	4.55	4.55
July, 2021	2.17	1.44	January, 2022*	4.55	4.76
August, 2021	3.17	1.99	February, 2022	4.98	4.75
September, 2021	2.73	2.07	March, 2022*	4.95	4.9

\*No transactions during the month. Hence, high / low market price mentioned is pertaining to previous month.

**vii. Performance in comparison to broad-based indices such as BSE Sensex, etc**

- viii. The Company's shares were not suspended from trading at the BSE during the year.
- ix. **Registrar and Transfer Agent (Common Registrar - both for Physical and Demat):**

M/S. Niche Technologies Private Limited  
 3A, Auckland Place 7th Floor, Room No 7A & 7B, Kolkata 700 017  
 Phone: 2235-7270 / 7271; 2234-3576, Fax: 2215-6823  
 Email: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com), URL: [www.nichetechpl.com](http://www.nichetechpl.com)

- x. **Shares Transfer System**

Share Transfer assignment has been given to the Registrars and Share Transfer Agents. The Stakeholders' Relationship / Grievance Committee is empowered to approve the Share transfers. Stakeholders' Relationship / Grievance Committee Meeting is held as and when required.

The Share Transfers, issue of duplicate certificate etc. are endorsed by Directors / Executives / Officers as may be authorised by the Stakeholders' Relationship / Grievance Committee. Grievances received from members and miscellaneous correspondences are processed by the Registrars within 15 days.

- xi. **Distribution of Shareholding as on 31<sup>st</sup> March 2022**

Range	Shareholders		Shares	
	Number	% to Total	Number	% to Total
1 - 500	6077	94.79	5,50,077	6.86
501 - 1,000	132	2.06	1,04,716	1.31
1,001 - 5,000	146	2.28	3,23,073	4.03
5,001 - 10,000	25	0.39	1,72,928	2.16
10,001 - 50,000	16	0.25	3,27,073	4.07
50,001 - 100,000	7	0.11	4,61,295	5.75
100,001 - above	8	0.12	60,79,588	75.82
<b>Total</b>	<b>6,411</b>	<b>100</b>	<b>80,18,750</b>	<b>100.00</b>

Category	Total Shares	% of Total Holding
Promoters and Associates	56,28,836	70.20
Banks, Financial Institutions and Insurance	50	0.00
NRIs / OCBs	1,63,012	2.03
Clearing Member / Corporation	850	0.01
Private Bodies Corporate (not included above)	4,46,293	5.57
Indian Public	17,79,709	22.19
<b>Total</b>	<b>80,18,750</b>	<b>100.00</b>

- xii. **Dematerialisation of shares and liquidity**

The Company's shares are compulsorily traded in the demat form with effect from 20<sup>th</sup> December 2000 for all categories of shareholders. All transfers are debited / credited through the respective Accounts maintained with the Depository Participants (DPs) of the Investors. 72,97,267 Nos. of Equity shares of the Company representing 91% of the Company's share capital are dematerialized as on 31<sup>st</sup> March 2022. The equity shares of the Company are listed and traded in the BSE.

**xiii. Outstanding Instruments**

The Company has not issued any GDRs / ADRs / Warrants or any convertible Instrument. As such, there is no impact on Equity of the Company.

**xiv. Commodity Price Risk / Foreign Exchange Risk and Hedging Activities**

The nature of business of the Company does not involve any risks / require hedging activities.

**xv. Plant Location**

The Company owns one factory, situated in Jealgora, G.T. Road, Govindpur, Dist- Dhanbad in the State of Jharkhand.

**xvi. Address for Correspondence**

7C, Achariya Jagadish Chandra Bose Road, P.S. Shakespeare Sarani, Kolkata – 700017

**xvii. Date of book closure**

23<sup>rd</sup> September, 2022 to 29<sup>th</sup> September, 2022 (both days inclusive).

**OTHER DISCLOSURES**

- i. No transactions of materially significant nature were entered into by the Company with its promoters, the Directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.
- ii. The Company has complied with various rules and regulations prescribed by the Stock Exchange, Securities and Exchange Board of India or any other Statutory Authority related to the capital markets during last three years. No penalty or strictures have been imposed by them on the Company during last three years.
- iii. The Company has in place a Whistle blower / Vigil mechanism through which its stakeholders, directors and employees can report their genuine concerns about unethical behavior and actual or suspected fraud or violation of the Company's Code of Business Conduct and Ethics. The said policy provides for the adequate safeguards against victimization and direct access to the Audit Committee.
- iv. The Company is in compliance with all mandatory requirements as specified in Regulation 17 to 27 of SEBI LODR Regulations, 2015. The Company has not adopted non-mandatory (discretionary) requirements of Regulation 27 of SEBI LODR Regulations, 2015 read with Part E of Schedule II of the SEBI LODR Regulations, 2015.
- v. The details of policy on dealing with related party transactions is posted on the website of the Company and can be accessed at:  
[http://foundryfuel.co.in/investor\\_relationship/company\\_policy.php](http://foundryfuel.co.in/investor_relationship/company_policy.php)
- vi. The nature of business of the Company does not involve any risks/require hedging activities.
- vii. Mr. Vaibhav Jaywant Bhawar ceased to be the Chief Financial Officer (CFO) w.e.f. 30.06.2021 and Mr. Avinash Landge was appointed as Chief Financial Officer (CFO) of the Company w.e.f. 30.06.2021. This KMP position was filled in by the Company to comply the concerned provisions in this regard and intimation about the same had been disseminated to the statutory authorities concerned.
- viii. Certificate has been obtained from the Company Secretary that none of the Directors have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Ministry of Corporate Affairs or any such statutory authority.
- ix. The CEO and CFO certification as required under Regulation 17(8) of SEBI LODR Regulations, 2015 is annexed hereto which forms part of this report.
- x. Since compliance on corporate governance requirements are non-mandatory the Company is voluntarily presenting the report and hereby not required to obtain Compliance certificate from the auditors or practicing company secretaries regarding compliance of conditions of corporate governance.

- xi. N. A. Shah Associates LLP, Chartered Accountants (Firm Registration No. 116560W / W100149) have been appointed as the Statutory Auditors of the Company. The total fees paid by the Company on consolidated basis to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part during the financial year under review aggregates to Rs. 2.00 lakhs [excluding applicable taxes].
- xii. The Board has accepted all the recommendations of the Committees of the Board given from time to time during the financial year under review.
- xiii. The Management Discussion and Analysis Report as required under SEBI LODR Regulations, 2015 is annexed hereto which forms part of this report.
- xiv. The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) and hence the same is not applicable.
- xv. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

<b>Complaints as on the beginning of the financial year</b>	<b>Complaints filed during the financial year</b>	<b>Complaint disposed of during the financial year</b>	<b>Complaints as on the end of the financial year</b>
Nil	Nil	Nil	Nil

**CFO / CEO Certification**

To,  
The Board of Directors  
Foundry Fuel Products Limited  
7C, Acharya Jagadish Chandra Bose Road, 1st Floor,  
Kolkata: 700017

Sub: Certificate under Regulation 17 (8) and Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

We, the undersigned, certify to the Board that:

- a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2022 and that to the best of our knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee deficiencies in the design and operations of such internal controls, if any, of which they are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee:
  - i) Significant changes in internal control over financial reporting during the year,
  - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statement and
  - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Mumbai  
Date: 12.08.2022

**Adarsh Agarwalla**  
Wholetime Director

**Avinash Landge**  
Chief Financial Officer

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF FOUNDRY FUEL PRODUCTS LIMITED**

**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the accompanying financial statements of **Foundry Fuel Products Limited** ("the Company") which comprise the Balance Sheet as at 31<sup>st</sup> March, 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of changes in Equity, and the Statement of Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory information (together referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2022, and loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

**Material Uncertainty Related to Going Concern**

We draw attention to 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. However, during the F.Y. 2014-15, the Hon'ble Supreme Court had passed an order cancelling coal block allocations of various companies including the holding company. Considering the aforesaid cancellation, the Company is looking for another business project. In view of no business operations, the Company has incurred loss on account of administrative and other expenses, current liabilities are more than current assets as at current & previous year end and its net worth has also become negative. Further, depreciable fixed assets have been fully depreciated in the previous year considering no significant recoverable value. The Company has received commitment from holding company for infusing the funds as and when required for any working capital requirements or any other shortfall that may arise due to the lack of operations in the Company. Considering the same, accounts are prepared on going concern. Our opinion is not modified in respect of this matter.

Above matter was also covered in Emphasis of Matters in audit report issued by us for the year ended 31<sup>st</sup> March, 2015 to 31<sup>st</sup> March, 2018 and Material Uncertainty Related to Going Concern paragraph in audit report issued for the year ended 31<sup>st</sup> March, 2018 to 31 March, 2021. Our opinion was also not modified in respect of above matter in earlier financial years.

**Key Audit Matter**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section above, we have determined that there are no key audit matters to communicate in our report.

**Information Other than the financial statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and make other appropriate reporting as prescribed.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) The going concern matter described in 'Material Uncertainty Related to Going Concern' paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
  - f) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting; and
  - h) The Company has not paid any remuneration to its directors and hence, provisions of section 197 of the Act read with Schedule V to the Act in respect of managerial remuneration are not applicable. Therefore, any reporting as required by Section 197(16) of the Act is not applicable to the Company.
  - i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations, which would impact its financial statements;
    - ii. The Company did not have any long term contract including derivative contract for which there are any material foreseeable losses.
    - iii. According to the information and explanations given to us and on the basis of our examination of records of the Company, there are no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries")

- or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer note 32 to the standalone financial statements);
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer note 32 to the standalone financial statements);
  - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- j) The Company has not paid / proposed dividend during the year. Therefore, any reporting as required by Section 123 of the Act is not applicable to the Company.
2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For N.A Shah Associates LLP**

Chartered Accountants

Firm Registration No. 116560W/W100149

**Milan Mody**

Partner

Membership No. 103286

UDIN:22103286AJWTRJ8507

Place: Mumbai

Date: 30<sup>th</sup> May, 2022

**Annexure A to the Independent Auditor's Report for the year ended 31<sup>st</sup> March, 2022**

[Referred to in paragraph 1 under the heading

"Report on other legal and regulatory requirements" of our report of even date]

- 1) a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment (PPE). The Company does not hold any right to use asset.  
(B) The Company does not hold any intangible assets. Hence, the question of maintaining records showing full particulars, including quantitative details and situation of intangible assets does not arise.
- b) The Company has physically verified all the property, plant and equipments during the year. In our opinion, frequency of physical verification is reasonable having regard to the size of the Company and the nature of its assets. According to information and explanations given to us, no discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- d) None of the items of Property, Plant and Equipment have been revalued during the year.
- e) No proceedings have been initiated during the year or are pending against the Company as on 31<sup>st</sup> March 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- 2) a) The Company does not hold any inventory. Therefore, clause (ii)(a) of paragraph 3 of the Order relating to inventory is not applicable to the Company.
- b) The Company has not availed any working capital facility from bank or financial institution on the basis of security of current assets. Therefore, requirements of clause (ii)(b) of paragraph 3 of the Order is not applicable to the Company.
- 3) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans (secured or unsecured) to companies, firms, Limited Liability Partnerships or any other parties during the year. Hence, requirements of clause (iii)(a), (iii)(b), (iii)(c), (iii)(d), (iii)(e), and (iii)(f) of paragraph 3 of the Order are not applicable to the Company.
- 4) During the year the Company has not granted any loans or made any investments or provided any guarantees or securities covered under section 185 and section 186 of the Act. Therefore, question of ensuring compliance with section 185 and 186 of the Act does not arise.
- 5) In our opinion and according to the information and explanation given to us, the Company has not accepted any deposits. Therefore, question of reporting compliance with directive issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder does not arise. We have been informed that no order relating to Company has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- 6) According to the information and explanations given to us, there are no business activities in the Company in the current year. Accordingly, clause (vi) of paragraph 3 the Order regarding maintenance of costs records is not applicable to the Company.
- 7) (a) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of amounts deducted / accrued in the books of account, the Company has been generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income

- tax, sales tax, duty of customs, duty of excise, goods and services tax, cess and any other statutory dues, as applicable to the Company, during the year with the appropriate authorities except few delays in payment of tax deducted at source . There are no arrears of outstanding statutory dues as at 31<sup>st</sup> March 2022 for a period of more than six months from the date they became payable.
- (b) According to the records of the Company and information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, goods and services tax, which have not been deposited with appropriate authorities on account of any dispute.
- 8) According to the information and explanations given to us and on the basis of our examination of records of the Company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- 9) Based on our audit procedures and as per the information and explanations given to us by the management, we are of the opinion that
- a) The Company has not defaulted in repayment of loans and payment of interest thereon to any lender (holding Company). The Company has not taken any loans from bank or financial institution.
- b) The Company has not been declared as willful defaulter by the lender.
- c) The Company has not raised any term loans during the year. Hence, reporting under clause 3(ix)(c) is not applicable.
- d) The funds raised on short term basis have not been utilised for long term purposes. Hence further reporting under clause 3(ix)(d) is not applicable.
- e) The Company does not have any subsidiary, associates and joint ventures. Hence, reporting under clause 3(ix)(e) and 3 (ix)(f) is not applicable.
- 10) a) During the year, the Company has not raised money by way of initial public offer or further public offer [including debt instruments]. Hence further reporting under clause 3(x)(a) is not applicable.
- b) The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Hence further reporting under clause 3(x)(b) is not applicable.
- 11) a) During the course of our examination of the books of account and records of the Company, carried out in accordance with generally accepted auditing practices in India and according to the information and explanations given to us, we have neither noticed nor have been informed by the management, any incidence of fraud by the Company or on the Company.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) As informed to us, no whistle blower complaints have been received by the Company during the year.
- 12) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi company. Therefore, clause (xii) of paragraph 3 the Order is not applicable.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable Indian accounting standards.
- 14) a) In our opinion, the Company has an internal audit system which commensurate with the size and nature of its business.

- b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date of our report, in determining the nature, timing and extent of our audit procedures.
- 15) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transaction with directors or person connected with him. Therefore, clause (xv) of paragraph 3 the Order is not applicable.
- 16) In our opinion and according to the information and explanations given to us,
- a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- b) There is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- 17) The Company has incurred cash losses in the current financial year and in the immediately preceding financial year as given below: (Rs. in lakhs)
- | Financial Year | Cash losses incurred |
|----------------|----------------------|
| 2020-21        | 16.82                |
| 2021-22        | 19.68                |
- 18) There has been no resignation of the statutory auditors during the year.
- 19) We draw attention to 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. However, during the F.Y. 2014-15, the Hon'ble Supreme Court had passed an order cancelling coal block allocations of various companies including the holding company. Considering the aforesaid cancellation, the Company is looking for another business project. In view of no business operations, the Company has incurred loss on account of administrative and other expenses, current liabilities are more than current assets as at current & previous year end and its net worth has also become negative. Further, depreciable fixed assets have been fully depreciated in the previous year considering no significant recoverable value. The Company has received commitment from holding company for infusing the funds as and when required for any working capital requirements or any other shortfall that may arise due to the lack of operations in the Company Considering the same, accounts are prepared on going concern. The above matter is reported under Material Uncertainty Related to Going Concern paragraph in our main audit report.
- 20) During the year, the Company is not required to spent any amounts towards Corporate Social Responsibility (CSR). Accordingly, reporting under clause 3(xx)(a) and (b) of the Order is not applicable for the year.
- 21) The Company does not have any subsidiary hence reporting under clause 3(xxi) is not applicable.

**For N. A. Shah Associates LLP**

Chartered Accountants

Firm Registration No.: 116560W/W100149

**Milan Mody**

Partner

Membership No.: 103286

UDIN: 22103286AJWTRJ8507

Place: Mumbai

Date: 30<sup>th</sup> May, 2022

**Annexure B to the Independent Auditor's Report for the year ended 31<sup>st</sup> March, 2022**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of  
Section 143 of the Companies Act, 2013 ("the Act")

**Report on the Internal Financial Controls under section 143(3)(i) of the Act**

We have audited the internal financial controls over financial reporting of Foundry Fuel Products Limited ("the Company"), as of 31<sup>st</sup> March, 2022, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note'), issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the

maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For N. A. Shah Associates LLP**

Chartered Accountants

Firm's registration number: 116560W / W100149

**Milan Mody**

Partner

Membership number: 103286

UDIN:22103286AJWTRJ8507

Place: Mumbai

Date: 30<sup>th</sup> May, 2022



**Balance Sheet as at 31 March, 2022**

(Rs. in lakhs)

Particulars	Note No.	As at	
		31st March, 2022	31st March, 2021
<b>Assets</b>			
<b>Non-current assets</b>			
a) Property, plant and equipment	2	8.99	8.99
b) Financial assets			
i) Investments	3	–	–
c) Deferred tax assets (net)	25	–	–
d) Other non-current assets	4	0.64	0.64
		<b>9.63</b>	<b>9.63</b>
<b>Current assets</b>			
a) Financial assets			
i) Cash & cash equivalents	5	1.35	0.76
ii) Other financial assets	6	–	–
b) Other current assets	7	0.02	0.04
		<b>1.37</b>	<b>0.80</b>
<b>Total assets</b>		<b>11.00</b>	<b>10.43</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
a) Equity share capital	8	801.94	801.94
b) Other equity	8	(854.60)	(833.86)
		<b>(52.66)</b>	<b>(31.91)</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
a) Financial liabilities			
i) Borrowings	9	46.14	32.55
ii) Trade payables	10		
(A) Due to micro and small enterprises		–	–
(B) Due other than to micro and small enterprises		7.16	2.59
iii) Other financial liabilities	11	10.11	6.87
b) Other current liabilities	12	0.25	0.34
		<b>63.66</b>	<b>42.35</b>
Total equity and liabilities		<b>11.00</b>	<b>10.43</b>
Summary of significant accounting policies	1		

Refer accompanying notes. These notes are an integral part of the financial statements 2 to 37  
As per our audit report of even date

For **N. A. Shah Associates LLP**  
Chartered Accountants  
Firm Registration number: 116560W/W100149  
Sd/-  
**Milan Mody**  
Partner  
Membership No. 103286

For and on behalf of the Board of Directors of  
**Foundry Fuel Products Limited**

Sd/-  
**Sunil Vishwambharan**  
Director  
DIN 02831247  
Sd/-  
**Om Prakash Ojha**  
Company Secretary  
M. No: 36603

Sd/-  
**Adarsh Agarwalla**  
Director  
DIN 00527203  
Sd/-  
**Avinash Landge**  
Chief Financial Officer

Place: Mumbai  
Date : 30th May, 2022

Place: Mumbai  
Date : 30th May, 2022

Place: Mumbai  
Date : 30th May, 2022

**Statement of Profit and Loss for the year ended 31 March, 2022**

(Rs. in lakhs)

Particulars	Note No.	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b>Income</b>	13	–	–
<b>Expenses</b>			
Employee benefits expenses	14	1.14	1.14
Finance costs	15	3.60	2.40
Depreciation and amortization expenses	2	–	9.16
Other expenses	16	16.00	14.43
		<b>20.74</b>	<b>27.13</b>
<b>Net profit / (loss) before tax</b>		<b>(20.74)</b>	<b>(27.14)</b>
Tax expenses			
Current tax		–	–
Deferred tax	25	–	–
Profit/(Loss) for the year		<b>(20.74)</b>	<b>(27.14)</b>
<b>Other comprehensive income (OCI)</b>			
A. (i) Items that will not be reclassified to profit or loss		–	–
(ii) Income tax relating to items that will not be reclassified to profit or loss		–	–
B. (i) Items that will be reclassified to profit or loss		–	–
(ii) Income tax relating to items that will be reclassified to profit or loss		–	–
Total comprehensive income for the year		<b>(20.74)</b>	<b>(27.14)</b>
Earnings per Share - Basic and Diluted in Rs. (Face Value of Rs. 10 each fully paid up)	22	(0.26)	(0.33)
Weighted average number of shares used in computing earnings per share -Basic and Diluted		8,018,750	8,018,750
Summary of significant accounting policies	1		
Other Notes	2 - 37		

Refer accompanying notes. These notes are an integral part of the financial statements 2 to 37  
As per our audit report of even date

For **N. A. Shah Associates LLP**  
Chartered Accountants  
Firm Registration number: 116560W/W100149  
Sd/-  
**Milan Mody**  
Partner  
Membership No. 103286

Place: Mumbai  
Date : 30th May, 2022

For and on behalf of the Board of Directors of  
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Sd/-  
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**Adarsh Agarwalla**  
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DIN 00527203

Sd/-  
**Avinash Landge**  
Chief Financial Officer

Place: Mumbai  
Date : 30th May, 2022

**Cash Flow Statement for the year ended 31 March, 2022**

(Rs. in lakhs)

Particulars	Note No.	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b>Profit / (Loss) before tax</b>		(20.74)	(27.13)
<b>Cash flow from operating activities</b>			
Adjustment for :			
Depreciation		-	9.16
Finance cost		3.60	2.40
Allowance for doubtful advances		1.06	1.15
Operating profit before working capital changes (includes current and non-current items)		<b>(16.08)</b>	<b>(14.42)</b>
(Increase)/decrease in other assets		(1.04)	(1.06)
(Decrease)/increase in trade payables and other liabilities		4.12	1.17
Cash used from operations		(13.00)	(14.31)
Net taxes (paid)/refund (net)		-	-
<b>Net cash used from operating activities</b>	A	<b>(13.00)</b>	<b>(14.31)</b>
<b>Cash flow from investing activities</b>			
<b>Net Cash (used)/generated from investing activities</b>	B	-	-
<b>Cash flow from financing activities</b>			
Proceeds from / (repayment of) short term borrowings (net)		13.59	14.40
<b>Net cash generated from financing activities</b>	C	<b>13.59</b>	<b>14.40</b>
<b>Net increase /(decrease) in cash and cash equivalents (A+B+C)</b>		<b>0.59</b>	<b>0.09</b>
Cash and cash equivalents at beginning of the year	5	0.76	0.67
Cash and cash equivalents at end of the year		1.35	0.76
<b>Net increase / (decrease) in cash and cash equivalents</b>		<b>0.59</b>	<b>0.09</b>
Summary of significant accounting policies	1		
Other Notes	2 - 37		

Refer accompanying notes. These notes are an integral part of the financial statements 2 to 37  
As per our audit report of even date

For **N. A. Shah Associates LLP**  
Chartered Accountants  
Firm Registration number: 116560W/W100149  
Sd/-  
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Place: Mumbai  
Date : 30th May, 2022

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Sd/-  
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Sd/-  
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Director  
DIN 00527203

Sd/-  
**Avinash Landge**  
Chief Financial Officer

Place: Mumbai  
Date : 30th May, 2022

### Statement of Changes in Equity for the year ended 31 March, 2022

(Rs. in lakhs)

## (a) Equity share capital

As at 1st April, 2020	Changes in equity share capital during the year	As at 31st March, 2021	Changes in equity share capital during the year	As at March, 2022
801.88	–	801.88	–	801.88

## (b) Forfeited share capital

As at 1st April, 2020	Changes in equity share capital during the year	As at 31st March, 2021	Changes in equity share capital during the year	As at March, 2022
0.06	–	0.06	–	0.06

## (c) Other equity

Particulars	Reserves and Surplus	Other Comprehensive Income (B)	Total Other Equity (A + B)
	(A)		
	Retained earning		
<b>Balance as at 31st March, 2020</b>	<b>(806.73)</b>	–	<b>(806.73)</b>
Profit / (Loss) for the year	(27.13)	–	(27.13)
<b>Balance as at 31st March, 2021</b>	<b>(833.86)</b>	–	<b>(833.86)</b>
Profit / (Loss) for the year	(20.74)	–	(20.74)
<b>Balance as at 31st March, 2021</b>	<b>(854.60)</b>	–	<b>(854.60)</b>

As per our audit report of even date

For **N. A. Shah Associates LLP**  
Chartered Accountants  
Firm Registration number: 116560W/W100149  
Sd/-  
**Milan Mody**  
Partner  
Membership No. 103286

Place: Mumbai  
Date : 30th May, 2022

For and on behalf of the Board of Directors of  
**Foundry Fuel Products Limited**

Sd/-  
**Sunil Vishwambharan**  
Director  
DIN 02831247

Sd/-  
**Om Prakash Ojha**  
Company Secretary  
M. No: 36603

Place: Mumbai  
Date : 30th May, 2022

Sd/-  
**Adarsh Agarwalla**  
Director  
DIN 00527203

Sd/-  
**Avinash Landge**  
Chief Financial Officer

Place: Mumbai  
Date : 30th May, 2022

**THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022 WERE APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS OF THE COMPANY IN THEIR MEETING DATED 30<sup>TH</sup> MAY 2022.**

**Note 1 - Significant accounting policies**

**1.1 Basis of preparation of financial statements:**

**Compliance with Ind AS**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2019.

**1.2 Presentation and disclosures of financial statements:**

All assets and liabilities have been classified as current & non-current as per Company's normal operating cycle and other criteria set out in the Division II of Schedule III to the Companies Act, 2013. The figures are rounded off to lakhs with two decimals.

In view of no business activities carried on by the Company, 12 months has been considered by the Company as normal operating cycle for the purpose of current/non-current classification of assets & liabilities. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The financial statements are presented in Indian Rupee, which is the functional currency of the Company.

**1.3 Use of estimates and judgements:**

The preparation of the financial statements in conformity with IND AS requires the Management to make estimates judgments and assumptions that affect the application of accounting policies, reported balances of assets and liabilities, the disclosure of contingent assets and liabilities as on the date of financial statements and reported amounts of income and expenses during the year. Management believes that the estimates and assumptions used in the preparation of financial statements are prudent and reasonable. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected. The financial instruments are measured at fair value and fair value is determined based on hierarchy given in Note 16 (b). There are no other items that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

**1.4 Basis of measurement:**

The financial statements have been prepared on a historical cost convention and on accrual basis except for non-current investments which have been measured at fair value amount. The financial statements are in accordance with Division II of Schedule III to the Act, as applicable to the Company.

**1.5 Financial Instruments:**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of

financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

**Effective interest method:**

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

**(a) Financial assets:**

**Cash and bank balances:**

Cash and cash equivalents include cash in hand, bank balances, deposits with banks (other than on lien) and all short term highly liquid investments (with zero exit load at the time of investment) that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

**Financial assets at amortized cost:**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial assets measured at fair value:**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity investments which are not held for trading, irrevocable election is made to measure at fair value through other comprehensive income. Such election is made on an instrument by instrument basis at the time of initial recognition of such equity investments.

Financial asset not measured at amortised cost or at fair value through other comprehensive income is carried at fair value through the statement of profit and loss.

**Impairment of financial assets:**

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

**De-recognition of financial assets:**

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

**(b) Financial liabilities and equity instruments:****Classification as debt or equity:**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

**Equity instruments:**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

**Financial liabilities:**

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

**De-recognition of financial liabilities:**

The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

**1.6 Property, plant and equipment**

- a) Property, plant and equipment are stated at cost of acquisition less accumulated depreciation and accumulated impairment losses, if any. Gross carrying amount of all property, plant and equipment are measured using cost model. Cost of property, plant and equipment includes non-refundable taxes and duties, borrowing cost directly attributable to the qualifying asset and any directly attributable costs of bringing the asset to its working condition for its intended use and the present value of the expected cost for the dismantling/decommissioning of the asset.
- b) Parts (major components) of an item of property, plant and equipments having different useful lives are accounted as separate items of property, plant and equipments. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company derecognises the replaced part, and recognises the new part with its own associated useful life.
- c) Capital work-in-progress comprises of cost incurred on property, plant and equipment under construction / acquisition that are not yet ready for their intended use at the Balance Sheet date.
- d) Property, plant and equipment are eliminated from financial statement, either on disposal or when retired from active use. Losses arising in the case of retirement of property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognised in the statement of profit and loss in the year of occurrence.
- e) Depreciation on property, plant and equipment:
  - a) Depreciation on property, plant and equipment (other than freehold land and capital work in progress) is provided on straight line basis over the useful life of the relevant assets net of residual value whose life is in consonance with the life mentioned in Schedule II of the Companies Act, 2013 except;

Assets	Estimated useful life depreciated on SLM basis
Individual assets whose cost does not exceed Rs.5,000	Fully depreciated in the year of capitalization

The range of useful lives of the property, plant and equipment not covered in table above and are in accordance with Schedule II are as follows:

Particulars	Useful life
Shed and Buildings	10 – 30 years
Plant and Machineries	15 years
Electric Installations	10 years
Computers	3 years
Office Equipments	5 years
Vehicles	8 – 10 years

- b) In the case of assets purchased, sold or discarded during the year, depreciation on such assets is calculated on pro-rata basis from the date of such addition or as the case may be, upto the date on which such asset has been sold or discarded.
- c) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each balance sheet date and in case of any changes, effect of the same is given prospectively.

#### 1.7 Revenue recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is recognized on satisfaction of performance obligation as per contract and upon transfer of control of products to customers. Revenue is measured at the transaction price that is allocated to that performance obligation.

#### 1.8 Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of a) fair value of assets less cost of disposal and b) its value in use. Value in use is the present value of future cash flows expected to derive from an assets or Cash-Generating Unit (CGU).

Based on the assessment done at each balance sheet date, recognised impairment loss is further provided or reversed depending on changes in circumstances. After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life. If the conditions leading to recognition of impairment losses no longer exist or have decreased, impairment losses recognised are reversed to the extent it does not exceed the carrying amount that would have been determined after considering depreciation / amortisation had no impairment loss been recognised in earlier years.

#### 1.9 Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified



asset for a period of time in exchange for consideration. The Company has elected not to recognize right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprise of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date net of lease incentive received, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use asset is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method.

#### 1.10 **Taxes on income:**

- a) Tax expenses for the year comprises of current tax, deferred tax charge or credit and adjustments of taxes for earlier years. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively
- b) Provision for current tax is made as per the provisions of Income Tax Act, 1961.
- c) Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, and deferred tax assets are recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which such deferred tax assets can be utilized. In situations where the Company has unused tax losses and unused tax credits, deferred tax assets are recognised only if it is probable that they can be utilized against future taxable profits. Deferred tax assets are reviewed for the appropriateness of their respective carrying amounts at each Balance Sheet date.

At each reporting date, the Company re-assesses unrecognised deferred tax assets. It recognises previously unrecognised deferred tax assets to the extent that it has become probable that future taxable profit allow deferred tax assets to be recovered.

**1.11 Cash and cash equivalents:**

Cash and cash equivalents include cash in hand, bank balances, deposits with banks (other than on lien) and all short term highly liquid investments / mutual funds that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

**1.12 Cash flow statement:**

Cash flows are reported using the indirect method, where by net profit/(loss) before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**1.13 Earnings per share:**

- a) Basic earnings per share is calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue and share split, if any.
- b) For the purpose of calculating diluted earnings per share, the net profit or loss (after tax) for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**1.14 Provisions, contingent liabilities and contingent assets:**

- a) A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.
- b) A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.
- c) A contingent asset is disclosed, where an inflow of economic benefits is probable.
- d) Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

**1.15 Segment reporting:**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, is responsible for allocating resources and assessing performance of the operating segments and makes strategic decisions.

**1.16 Recent accounting pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23,

2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

**Ind AS 16 – Property Plant and equipment**

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. There is no effect on adoption of this amendment.

**Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets (Onerous Contracts)**

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). There is no effect on adoption of this amendment.

**NOTES TO FINANCIAL STATEMENTS****Note 2 - Property, plant and equipment****(A) Current year**

(Rs. in lakhs)

Assets	Gross Block			Depreciation			Net Block As at 31st March 2022	
	As at 1st April 2021	Additions	Sale/ Deletions	As at 31st March 2022	Upto 31st March 2021	For the Year		On sale/ Deletions
<b>Property, plant &amp; equipment</b>								
Freehold land	8.9	-	-	8.99	-	-	-	8.99
Shed and buildings	23.75	-	-	23.75	23.75	-	-	23.75
<b>Total</b>	<b>32.74</b>	-	-	<b>32.74</b>	<b>23.75</b>	-	-	<b>23.75</b>

**(B) Previous year**

Assets	Gross Block			Depreciation			Net Block As at 31st March 2021	
	As at 1st April 2020	Additions	Sale/ Deletions	As at 31st March 2021	Upto 31st March 2020	For the Year		On sale/ Deletions
<b>Property, plant &amp; equipment</b>								
Freehold land	8.99	-	-	8.99	-	-	-	8.99
Shed and buildings	23.75	-	-	23.75	14.59	9.16	-	23.75
<b>Total</b>	<b>32.74</b>	-	-	<b>32.74</b>	<b>14.59</b>	<b>9.16</b>	-	<b>23.75</b>

**NOTES TO THE FINANCIAL STATEMENTS**

(Rs. in lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
<b>3 Non-current investments</b>		
Others		
B. L. Organics (P) Ltd. 10,000 (P.Y. 10,000) Equity shares of Rs.10 each	1	1
Less: Provision for diminution in value of investment	(1)	(1)
<b>Total</b>	<u>-</u>	<u>-</u>
Aggregate amount of unquoted investments (fair value through profit & loss - net of fair value)	-	-
<b>4 Other non-current assets</b>		
Unsecured and considered good		
Security deposits	0.64	0.64
<b>Total</b>	<u>0.64</u>	<u>0.64</u>
<b>5 Cash and cash equivalents</b>		
Balances with banks		
- In current accounts	0.94	0.35
Cash on hand	0.41	0.41
<b>Total</b>	<u>1.35</u>	<u>0.76</u>
<b>6 Other financial assets (Current)</b>		
Refundable share application money	17.5	-
Less: Allowance for credit losses	(17.5)	-
	<u>-</u>	<u>-</u>
<b>7 Other current assets</b>		
Prepaid expenses	0.02	0.04
GST input credit	3.98	2.92
Less: Provision for doubtful asset	(3.98)	(2.92)
<b>Total</b>	<u>0.02</u>	<u>0.04</u>
<b>9 Borrowings (Current)</b>		
Unsecured		
Loan repayable on demand		
- from holding company (interest bearing)	46.14	32.55
<b>Total</b>	<u>46.14</u>	<u>32.55</u>

**NOTES TO THE FINANCIAL STATEMENTS**

(Rs. in lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
-------------	---------------------------	---------------------------

**10 Trade payables (Current)**

- Dues to micro & small enterprises (refer note 10.1)	-	-
- Dues to other than micro & small enterprises	7.16	2.59
<b>Total</b>	<b>7.16</b>	<b>2.59</b>

10.1 Under the Micro, Small and Medium Enterprises Development Act, 2006 ('the Act'), certain disclosures are required to be made relating to Micro and Small Enterprises. Based on the information available with the Company, there are no transactions with micro & small enterprises. Auditors have relied on the same. Hence, no disclosure is given as required under The Micro, Small and Medium Enterprises Development Act, 2006.

**10.2 Trade payables ageing schedule as at 31st March, 2022**

(Rs. in lakhs)

Particulars	Unbilled	Less than 1 year	1 - 2 years	2 - 3 years	Total
(i) Undisputed - Micro & small enterprises	-	-	-	-	-
(ii) Undisputed Others	3.61	3.35	0.20	-	7.16
<b>Total</b>	<b>3.61</b>	<b>3.35</b>	<b>0.20</b>	<b>-</b>	<b>7.16</b>

**Trade payables ageing schedule as at 31st March, 2021**

(i) Undisputed - Micro & small enterprises	-	-	-	-	-
(ii) Undisputed Others	1.39	1.19	-	-	2.59
<b>Total</b>	<b>1.39</b>	<b>1.19</b>	<b>-</b>	<b>-</b>	<b>2.59</b>

**11 Other financial liabilities (Current)**

Interest payable on demand to holding company	10.11	6.87
<b>Total</b>	<b>10.11</b>	<b>6.87</b>

**12 Other current liabilities**

Statutory liabilities	0.23	0.34
<b>Total</b>	<b>0.23</b>	<b>0.34</b>

**14 Employee benefit expenses**

Salary	1.14	1.14
<b>Total</b>	<b>1.14</b>	<b>1.14</b>

**NOTES TO THE FINANCIAL STATEMENTS**

(Rs. in lakhs)

Particulars	As at	
	31st March, 2022	31st March, 2021
<b>15 Finance costs</b>		
Interest expenses		
- On loan taken from holding company	3.59	2.38
Bank charges	0.01	0.02
<b>Total</b>	<b>3.60</b>	<b>2.40</b>
<b>16 Other expenses</b>		
Rent, rates and taxes	2.26	2.27
Payment to auditors (refer note 16.1)	2	2
Late fees	0.18	0.02
Custodial and other filing fees	4.79	4.81
Legal & professional fees	3.84	3.36
Printing and stationery expenses	0.9	0
Electricity charges	0.19	0.13
Advertisement	0.28	0.3
Website Maintenance expenses	0.17	0.12
Office Expenses	0.01	0.02
Local Conveyance	0.31	0.24
Allowance for doubtful advances (GST input tax credit)	1.06	1.15
Miscellaneous expenses	0.01	0.01
<b>Total</b>	<b>16.00</b>	<b>14.43</b>
<b>16 Payment to auditors</b>		
As auditor:		
- Statutory audit fees	2.00	2.00
<b>Total</b>	<b>2.00</b>	<b>2.00</b>

**17 Financial instruments - Accounting Classifications & Fair value Measurement**
**(a) Financial instruments by category**

Financial Assets		
<b>a) Amortised cost</b>		
Cash and cash equivalents	1.35	0.76
	<b>1.35</b>	<b>0.76</b>
<b>b) FVTPL</b>		
Investment in equity shares	-	-
	-	-
<b>Total</b>	<b>1.35</b>	<b>0.76</b>

**NOTES TO THE FINANCIAL STATEMENTS**

(Rs. in lakhs)

Particulars	As at	
	31st March, 2022	31st March, 2021

**Financial Liabilities**

a)	Amortised cost		
	Borrowings	46.14	32.55
	Trade Payables	7.16	2.59
	Current financial liabilities - Other liabilities	10.11	6.87
	<b>Total</b>	<b>63.41</b>	<b>42.01</b>

**b) Fair value hierarchy**

Financial assets and financial liabilities are measured at fair value in the financial statement and are grouped into three levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

**Level 1** : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

**Level 2** : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

**Level 3** : Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

**c) Financial assets/ liabilities measured at fair value**

	Level 1	Level 2	Level 3
As at 31st March, 2021 / 31st March, 2022			
<b>Assets at fair value</b>			
<b>Investment measured at:</b>			
Fair value through statement of Profit & Loss*	-	-	-
<b>Total</b>	-	-	-

\* Cost of investment in equity instruments is Rs. 1 lakh.

**d) Fair valuation techniques**

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following method and assumptions are used to estimate the fair values:

**Financial assets and liabilities**

The management assessed that fair value of Cash and cash equivalents, Short term borrowings, Trade payables, Current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

**18 Financial risk management and capital management**

The Company has exposure to the two risks mainly credit risk and liquidity risk. The Board of directors has overall responsibility for the establishment of the Company's risk management framework. Risk management systems are reviewed periodically to reflect changes in market conditions and Company's activities.



**A Financial risk management:**
**i) Credit risk :**

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instruments fail to meet its contractual obligations. The Company is exposed mainly to credit risk which arises from cash and cash equivalents.

**a) Cash and cash equivalents**

The Company considers factors such as track record, size of institution, market reputation and service standards to select the banks with which balances are maintained. The balances are generally maintained with banks with whom the Company has regular transactions. Further, the Company does not maintain high amount of cash in hand. Considering the same, the Company is not exposed to expected credit loss of cash and cash equivalents.

**ii) Liquidity Risk :**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligation on time. The Company does not maintain sufficient liquidity to meet the obligations as and when due. However, the Company receives continuous support from the Holding Company to meet its obligations. The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on the undiscounted payments.

(Rs. in lakhs)

Particulars	Undiscounted amount		Total
	Payable within 1 year	More than 1 year	
<b>As at 31st March, 2022</b>			
Borrowings	46.14	-	46.14
Trade Payables	7.16	-	7.16
Current financial liabilities - Other liabilities	10.11	-	10.11
<b>As at 31st March, 2021</b>			
Borrowings	32.55	-	32.55
Trade Payables	2.59	-	2.59
Current financial liabilities - Other liabilities	6.87	-	6.87

**B Capital Management:**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure. The Company has debts which is repayable on demand to the holding company.

**19 Contingent liabilities**

There is no contingent liability (Previous year: Rs. Nil).

**20 Capital commitments and other commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil (Previous year: Rs. Nil). There is no other commitment as at year end (Previous year: Rs. Nil).

**21 Related party disclosure**

Disclosure as per Ind AS 24 'Related Party Disclosures' are given below:

**a. List of related parties and relation:**

Relation	Name of related party
Holding company	Castron Mining Limited
Intermediary holding company	Prospect Resources Limited *
Ultimate holding company	Chinmaya Holding Private Limited *
Key Management Personnel (KMP)	Shri Adarsh Agarwalla (Whole time director) *
Relatives of KMP	Shri D. K. Agarwalla (Director and father of Shri Adarsh Agarwalla) *
Companies in which KMP has significant influence / control	<ul style="list-style-type: none"> <li>• Mechanical &amp; Electrical Engineering Co. Private Limited</li> <li>• B L A International Private Limited</li> <li>• B L A Minerals Private Limited</li> <li>• Mukund Lifestyle Private Limited *</li> </ul>
KMP under section 203 of the Companies Act 2013	<ul style="list-style-type: none"> <li>• Om Prakash Ojha – Whole time secretary</li> <li>• Vaibhav Bhawar – Chief financial officer (upto 30th June 2021)</li> <li>• Avinash Landge (W.e.f. 30th June 2021)</li> </ul>

\* No transactions during the current year as well as in the previous year

**b. Transactions with the above and closing balance are as given below:**

(Rs. in lakhs)

Nature of transaction	Related party as per (A)	
	31st March, 2022	31st March, 2021
<b>Salary</b>		
Om Prakash Ojha	1.14	1.14
<b>Receipt of loan</b>		
Castron Mining Limited	13.59	14.4
<b>Repayment of loan</b>		
Castron Mining Limited	-	-
<b>Interest expenses</b>		
Castron Mining Limited	3.59	2.38
<b>Closing balances</b>		
<b>Loan Taken</b>		
Castron Mining Limited	46.14	32.55
<b>Interest payable (net of TDS)</b>		
Castron Mining Limited	10.11	6.87

**22 Earnings per equity share**

Particulars		31st March, 2022	31st March, 2021
<b>Numerator for basic and diluted EPS</b>			
Net profit after tax attributable to shareholders (before OCI) (in Rs. lakhs)	(A)	(20.74)	(27.13)
<b>Denominator for basic EPS</b>			
Weighted average number of equity shares for basic EPS	(B)	8,018,750	8,018,750
<b>Denominator for diluted EPS</b>			
Weighted average number of equity shares for diluted EPS	(C)	8,01,8750	8,01,8750
<b>Basic earnings per share of face value of Rs.10/- each (in Rs.)</b>	<b>(A/B)</b>	<b>(0.26)</b>	<b>(0.34)</b>
<b>Diluted earnings per share of face value of Rs.10/- each (in Rs.)</b>	<b>(A/C)</b>	<b>(0.26)</b>	<b>(0.34)</b>

**23 Employee benefits**

Since there is only one employee at the year-end (P.Y. one employee) and no short term / long term benefits are extended to the employees by the Company, no disclosures are applicable for the current year as well as the previous year.

**24 Segment reporting:**

There are no business activities in the Company in current year as well as previous years and consequently there are no reportable segments under Ind AS-108 'Operating Segments'.

**25 Deferred tax assets and liabilities**

(Rs. in lakhs)

Particulars	31st March, 2022	31st March, 2021
<b>Deferred tax assets</b>		
Unabsorbed depreciation	-	-
<b>Deferred tax liabilities</b>		
Depreciation / Amortization	-	-
<b>Deferred tax assets (net)</b>	-	-

**Notes:**

- a) As per Ind AS 12 - Income Taxes, deferred tax asset should be recognized for the carry forward of unused tax losses to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilized. In the current year, as stated in note 25, the depreciable fixed assets have been fully depreciated in the previous year and there is no item for which deferred tax liability is required to be recognized and hence consequently, no deferred tax asset has been recognized.

(Rs. in lakhs)

Particulars	31st March, 2022	31st March, 2021
(a) Unabsorbed depreciation (No expiry date for these losses)	332.44	332.44
(b) Unused tax business losses	165.63	157.48
Expiry of (b)	1 to 8 years	1 to 8 years

- b) No provision for tax has been made as the Company has incurred tax loss during the year and there are brought forward losses under income tax. As stated above, there is no item for which deferred tax liability is required to be recognized and consequently, no deferred tax asset has been recognized. and hence other disclosure related to tax reconciliation etc. has not been given.

- 26 The Company's business was dependent on the commencement of mining operation by its holding company. However, during the F.Y. 2014-15, the Hon'ble Supreme Court had passed an order cancelling coal block allocations of various companies including the holding company. Considering the aforesaid cancellation, the Company is looking for another business project. In view of no business operations, the Company has incurred loss on account of administrative and other expenses, current liabilities are more than current assets as at current & previous year end and its net worth has also become negative by Rs. 52.66 lakhs as on 31st March, 2022 (Previous year: Rs. 31.92 lakhs). Further, depreciable fixed assets have been fully depreciated in the previous year considering no significant recoverable value. The Company has received commitment from holding company for infusing the funds as and when required for any working capital requirements or any other shortfall that may arise due to the lack of operations in the Company. Considering the same, accounts are prepared on going concern. Attention has been drawn on this matter by statutory auditors in their report on the financial results for the year ended 31st March, 2022. Further, reference was also drawn on this matter by the statutory auditors in their limited review reports for the earlier quarters and in their audit reports of earlier financial years.

27 **Disclosure of Leases are as given below:**

**As lessee**

The Company has entered into lease arrangement having monthly rent of Rs.0.19 lakh and same is classified as leases of low value asset. The Company has elected not to recognize right-of-use assets and lease liabilities for leases of low-value assets. Disclosure regarding leases of low-value asset are as below:

(Rs. in lakhs)

Particulars	31st March, 2022	31st March, 2021
Rent expenses recognized in Profit and Loss account	2.27	2.27
Total cash outflow for leases of low-value asset	2.27	2.27

As on 31st March 2022 and as on 31st March 2021, there are no right-to-use asset and lease liability under non-cancellable leases.

28 **Ratio analysis**

Particulars	Formulae used (Numerator / Denominator)	Ratio		% change during the year
		As at 31st March, 2022	As at 31st March, 2021	
(a) Current ratio	Current Assets/ Current Liabilities	2.15	1.89	0.26
(b) Debt equity ratio	Debt/ Equity	(87.63)	(101.99)	14.36
(c) Debt Service Coverage Ratio	EBITDA/ Interest	(30.47)	(39.50)	9.03

- 28.1 Disclosures in respect of following ratios has not been given in absence of turnover, inventory, trade receivables, interest income and profits in respect of current and previous year.

- Return on Equity Ratio
- Inventory turnover ratio
- Trade Receivables turnover ratio
- Trade payables turnover ratio
- Net capital turnover ratio
- Net profit ratio
- Return on Capital employed
- Return on investment

- 29 The Company has not taken any borrowings from banks or financial institutions on the basis of security of current assets.
- 30 **Subsequent Events:** There are no significant subsequent events that would require adjustments or disclosures in the financial statement between the Balance Sheet date and the date of signing of accounts.
- 31 As on March 31, 2022, the Company has not been declared wilful defaulter by any bank/ financial institution or other lender.
- 32 The Company has not advanced any funds or loaned or invested by the Company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries. The Company has not received any funds from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such Company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.
- 33 The Company has not advanced any funds or loaned or invested by the Company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries. The Company has not received any funds from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such Company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.
- 34 No proceedings have been initiated or are pending against the Company as on 31st March, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- 35 The Company does not have any transaction with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 and hence no disclosure is required.
- 36 The Company has not entered into any scheme of arrangements in terms of sections 230 to 237 of the Companies Act, 2013.
- 37 Previous Year Figures have been regrouped/rearranged, wherever necessary.

Refer accompanying notes. These notes are an integral part of the financial statements 2 to 37  
As per our audit report of even date

For **N. A. Shah Associates LLP**  
Chartered Accountants  
Firm Registration number: 116560W/W100149  
Sd/-  
**Milan Mody**  
Partner  
Membership No. 103286

For and on behalf of the Board of Directors of  
**Foundry Fuel Products Limited**

Sd/-  
**Sunil Vishwambharan**  
Director  
DIN 02831247

Sd/-  
**Adarsh Agarwalla**  
Director  
DIN 00527203

Sd/-  
**Om Prakash Ojha**  
Company Secretary  
M. No: 36603

Sd/-  
**Avinash Landge**  
Chief Financial Officer

Place: Mumbai  
Date : 30th May, 2022

Place: Mumbai  
Date : 30th May, 2022

Place: Mumbai  
Date : 30th May, 2022

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