



GROW WITH US

FOCUS INDUSTRIAL RESOURCES LIMITED
29TH ANNUAL REPORT 2013-14



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**REGISTERED OFFICE
&
CORPORATE OFFICE**

**104, Mukand House, Commercial Complex,
Azadpur, Delhi - 110 033**



CORPORATE INFORMATION

COMPANY SECRETARY

MS. SILKY KAPOOR

WEBSITE

www.focuslimited.in

AUDITORS

**M.M. GOYAL & CO.
208, ALLIED HOUSE, IIND FLOOR
SHAHZADA BAGH, INDER LOK
DELHI - 110 035**

BANKER

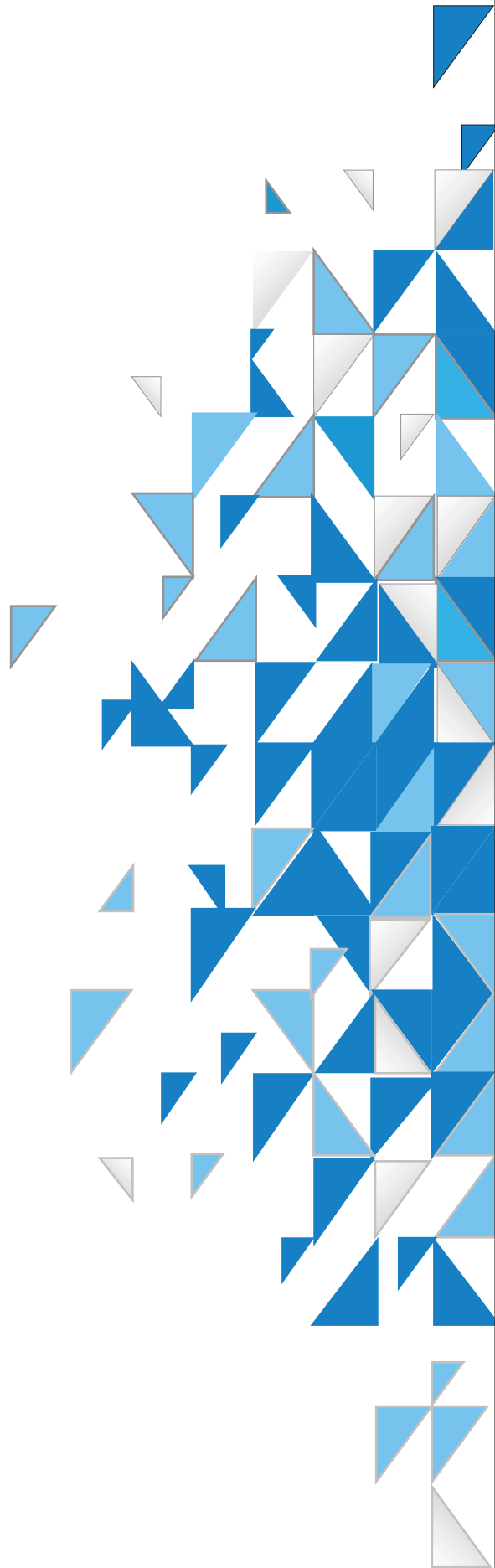
ANDHRA BANK



- * BSE LIMITED**
- * DELHI STOCK EXCHANGE LIMITED**
- * CALCUTTA STOCK EXCHANGE LIMITED**



BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD.
BEETAL HOUSE, 3RD FLOOR, 99 NEAR DADA
HARSHUKH DAS MANDIR, NEW DELHI-110 062
E-MAIL : beetalrta@gmail.com
WEBSITE : www.beetalfinancial.com
Ph. : 011-29961281-83





Chairman's Message

Progressing into future.....

Dear Shareowners,

2014 has reserved its place in our country's history book as the definitive year of change. The elections ushered in a new leadership with a mission to reboot the economy, deliver stability and efficient governance. Priorities have been scripted as a 10 point agenda that includes being people-oriented, building confidence in the bureaucracy, increasing investment, particularly in infrastructure, and implementing policy in a time-bound manner.

It was a rather tepid year for India on the economic front, with GDP growth at under 5%. As anticipated, the uncertainty of FY 2013 which spilled through FY 2014 left us grappling with high current account deficit (CAD) and fiscal deficit levels. Though CAD was eventually brought under control, the fiscal deficit is still a cause for concern. Widening the tax net to improve the tax-to-GDP ratio, disinvestment of stakes in public sector undertakings and reducing non planned expenditure including subsidies would help the fiscal front. Leaders and captains of Industry, investors, analysts and the common man alike, all know the answer to the problem: Growth. Hope is a key theme now. India is looking forward to a better day. And so we are.

FY 2013-14 in perspective

FY 2013-14 was an eventful year. Despite the uncertainty in the economy and challenges posed, the Company has established its presence in the business.

I am optimistic about your Company's prospects in the coming years. Even during an economic slowdown, your Company has continued to grow. During the year under review, your Company registered net profits of Rs. 9.20 lacs. This is the performance in a difficult year, with the right policies in place your Company is capable of doing much more. I expect a major pick-up in finance sector activities. The Company today is inundated with a talent pool eager to explore opportunities in various fields. We keep getting new business ideas and suggestions to expand our product portfolio. Each idea or proposal is meticulously evaluated.

While this is our second Annual Report since BSE listing, our shares are regularly traded on exchange.

Our NBFC businesses are designed to ride the different business cycles to achieve consistent growth and returns. Just as our business portfolio is diversified, so is our talent mix. Your company's senior management team has over 10 years of experience on an average in the financial services sector. Balancing this experience is the energy of youth. A company-wide average employee age of 30 makes for a potent blend of experience and youth. We have been successful in attracting, retaining and nurturing this talent-mix at all levels.

We are confident our medium and long-term prospects remain positive based on our competitive position, our diversified operations and strong financial capacity. Further as discussed last year, the Company for adding lasting value to



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your stake, has in future planning to get its shares listed on National Stock Exchange.

OUR VISION

To be a leading financial services provider, admired and respected for ethics, values and corporate governance.

With a fresh political mandate for a stable government, and with green shoots of economic revival beginning to be visible, we look forward to a better business environment in the coming year.

On behalf of the Board and on my own behalf, I place on record my sincere appreciation and gratitude to our customers, shareholders and bankers for their continued support and the confidence they have reposed in the Company. I thank the regulators for their constant support. I would like to thank all our Directors for their invaluable guidance and encouragement which have been critical for the success of the Company. I record my special appreciation of the tireless

efforts of team FIRL, a dedicated and loyal band of people who have displayed unswerving commitment to their work in these challenging times and helped the Company deliver strong results.

I thank you for your attention.

Regards,

Sd/-

(Pradeep Kumar Jindal)

Chairman & Managing Director



DIRECTORS' PROFILE

MR. PRADEEP KUMAR JINDAL MANAGING DIRECTOR

Mr. Pradeep Kumar Jindal, is the Promoter & Managing Director of FIRL Since 2006. As the Managing Director, he heads the organization and provides strategic direction and guidance to all the activities of the organisation and had also practiced as Income Tax Practitioner for over twelve years. Mr Pradeep Kumar Jindal holds a degree of Masters in Business Administration (MBA) and a graduate in Commerce from Agra. He joined the Company in 2001 as a Director on the Board. He is a member of the Audit Committee constituted by the Company.

MS. MADHVI BHATNAGAR DIRECTOR

Ms. Madhvi Bhatnagar, holds a degree of Bachelor in Commerce and has over two decades of work experience in the Non-Banking Finance Company. She has a very broad background for providing financial solutions. She is chairman of the Shareholders Grievance Committee and also a member of the Audit Committee, & Remuneration Committee. She joined the Board on July 29, 2002 as a Director.

MR. SANTANU KUMAR DASH DIRECTOR

Mr. Santanu Kumar Dash, holds a degree of Bachelor in Commerce and has over two decades of work experience in the Non-Banking Finance Company and is also working as Income Tax Practitioner over thirteen years. He is also the Chairman of the Audit Committee and Member of the Shareholders Grievance Committee & Remuneration Committee. He joined the Board on July 29, 2002 as a Director.

MR. ASHOK KUMAR GUPTA DIRECTOR

Mr. Ashok Kumar Gupta, holds a degree of Bachelor in Commerce & Law and he has a diversified experience as an Engineer & Contractor. He is recognized for excellent people management and team building abilities besides infusing the spirit of action and a result oriented work culture. He is a firm believer in value based strategies. He joined the Board on April 16, 2011 as a Director.

MR. PUNIT SETH CHIEF FINANCIAL OFFICER

Mr. Punit Seth, holds a degree of Bachelore in Commerce, with a major emphasis on finance. He has a vast experience of over ten years in financial services. He joined the Board on 09th July, 2014 as a Chief financial Officer. The officer is primarily responsible for financial planning and record-keeping, as well as financial reporting to higher management and analysis of data.

MS. SILKY KAPOOR COMPANY SECRETARY

Ms. Silky Kapoor heads the Legal, Compliance and Company Secretarial function of the Company. She is a fellow member of The Institute of Company Secretaries of India (ICSI), Law Graduate and Bachelor of Commerce with honours from Delhi University. She has over thirteen years of experience working as Company Secretary. Her expertise lies in Secretarial and Legal function & holds great managerial skills.



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NOTICE

GROW WITH US

Notice is hereby given that the 29TH ANNUAL GENERAL MEETING of FOCUS INDUSTRIAL RESOURCES LIMITED (CIN: L15319DL1985PLC021348) will be held at Shalimar Bagh Club, Plot No-9, B-Block, Community Centre, Club Road, Shalimar Bagh, Delhi-110088, on Tuesday, 30th day of September, 2014 at 12.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements for the financial year ended 31st March, 2014 including the audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S.K. Dash (holding DIN:02154069), Director of the Company, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to sections 139, 142 and such other applicable provisions of the Companies Act, 2013, M/s. M.M. Goyal & Co., Chartered Accountants (Firm Registration Number 007198N), the retiring Auditors of the Company, be re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ashok Kumar Gupta (DIN: 01197121), in respect of whom the company has received a notice in writing proposing his candidature for the office of a director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the company not liable to retire by rotation, to hold office for a term of 5 consecutive years up to 34th annual general meeting.

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Madhavi Bhatnagar (DIN: 02045590), in respect of whom the company has received a notice in writing proposing his candidature for the office of a director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the company not liable to retire by rotation, to hold office for a term of 5 consecutive years up to 34th annual general meeting.

**By Order of the Board of Directors
For FOCUS INDUSTRIAL RESOURCES LIMITED
Sd/-**

**Pradeep Kumar Jindal
Chairman & Managing Director
DIN NO: 00049715**

DELHI

September 5, 2014

NOTES:-

1. A MEMBER ENTITLED TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING

IN THE AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY.

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members are requested to:-
 - (a) Note that copies of annual report will not be distributed at the Annual General Meeting.
 - (b) Deliver duly completed and signed attendance slip at the entrance of the meeting venue as entry will be strictly on the basis of the entry slip available at the counters at the venue to be exchanged with the attendance slip.
 - (c) Quote their Folio/client ID and DP ID Nos. in all correspondence.
 - (d) Note that no gifts/coupons will be distributed at the Annual General Meeting.
3. The attendance slip and proxy form for the member of the company have been enclosed with the notice.
4. Members are requested to quote their Registered Folio No., client ID and DP ID numbers for facilitating identification for attendance at the meeting.
5. Proxies, in order to be effective, must be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.
6. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
7. The Register of Members and Share Transfer Books of the Company will remain closed from September 19, 2014 to September 20, 2014 (both days inclusive), for the purpose of Annual General Meeting.
8. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Company Secretary of the Company at the Registered office of the Company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
9. All documents referred to in the accompanying notice and Statutory Registers are open for inspection at the registered office of the Company on all working days (barring Sunday) between 10.00 a.m. to 12.00 p.m. prior to the Annual General Meeting.
10. The entire Annual Report is also available on the Company's website www.focuslimited.in.
11. Members are requested to intimate to the Company the changes, if any in their registered address along with pin code number.
12. As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening general meetings, Annual Reports, etc to the email addresses of the shareholders. Please give the details in the attached format for registering your email ID. Those holding shares in demat form are requested to register their email IDs with their Depository Participants.
13. Members are requested to send all correspondence to Company's Registrars at Beetal Financial & Computer Services (P) Ltd, 3rd floor 99, near Dada Harsukh Das Mandir, New Delhi- 110062. Telephone Number 011- 29961281-83 & E-Mail id beetalrta@gmail.com. Website: www.beetalfinancial.com.
14. (1) The equity shares of the company are listed at the **BSE Limited**, 25th Floor, P J Tower, Dalal Street, Mumbai, Maharashtra- 400001, **Delhi Stock Exchange Limited**, 3/1, Asaf Ali Road, New Delhi- 110002 & **The Calcutta Stock Exchange Limited**, 7, Lyons Range, Kolkata-700001.
- (2) Annual Listing fees for the year 2014-15 have been paid to the BSE Ltd, Delhi Stock Exchange Limited & The Calcutta Stock Exchange Limited.
15. The information pursuant to Clause 49 of the Listing Agreement with



respect to the details of the directors seeking appointment / reappointment at the forthcoming Annual General Meeting is annexed to the notice as annexure.

16. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is providing its members facility to exercise their right to vote at 29th Annual General Meeting with an option of voting by electronic means and the business may be transacted through e-Voting services provided by Central Depository Services (India) Limited (CDSL). The Company has appointed Mr. Ankit Aggarwal of A. Agarwal & Associates, Practising Company Secretaries as scrutinizer for conducting evoting process in fair and transparent manner.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- Now, select the "COMPANY NAME- FOCUS INDUSTRIAL RESOURCES LIMITED" from the drop down menu and click on "SUBMIT"
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the Focus Industrial Resources Limited on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and

against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- The voting period begins on Wednesday, 24th day of September, 2014 at 9 A.M. and ends on 26th September, 2014 at 9 A.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

ITEM 1

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Items No. 1-2 relating to appointment of independent directors

Section 149 of the Companies Act, 2013, which came into effect from 1 April 2014, requires every listed company to have one-third of the total number of directors as independent directors. As on 31 March 2014, the Board of Directors of the Company comprised of Mr. Ashok Kumar Gupta, Ms. Madhvi Bhatnagar, directors, as independent directors pursuant to clause 49 of the listing agreement. Accordingly, with the recommendations of the Remuneration and Nomination Committee, the Board of Directors at its meeting held on September 05, 2014, has appointed Mr. Ashok Kumar Gupta, Ms. Madhvi Bhatnagar, directors, as independent directors of the Company pursuant to section 149, schedule IV and other applicable provisions, if any, of the Companies Act, 2013, for a consecutive period of 5 years from this annual general meeting to 34th annual general meeting. The said appointment is subject to the approval of members. In respect of the appointments of the aforesaid directors, the Company has, as required by section 160 of the Companies Act, 2013, received notices in writing regarding candidature of the aforesaid directors for the office of the director. The independent directors have submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6). The respective appointee is not disqualified from being appointed as a director in terms of section 164 of the Act. The appointment of independent directors is subject to the terms and conditions as mentioned in the respective appointment letter given to the aforesaid directors. The terms and conditions of appointment of independent directors shall be open for inspection at the

