



## **31ST ANNUAL REPORT 2015-16**

**FOCUS INDUSTRIAL RESOURCES LIMITED**

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## **CORPORATE INFORMATION**

### **REGISTERED OFFICE & CORPORATE OFFICE**

104, Mukand House, Commercial Complex,  
Azadpur, Delhi-110033  
CIN: L15319DL1985PLC021348  
[www.focuslimited.in](http://www.focuslimited.in)

### **COMPANY SECRETARY**

MS. SILKY KAPOOR

### **AUDITORS**

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

### **STOCK EXCHANGE**

- \* BSE LIMITED
- \* CALCUTTA STOCK EXCHANGE LIMITED

### **BANKER**

ANDHRA BANK

### **REGISTRAR & TRANSFER AGENTS**

#### **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](mailto:beetalrta@gmail.com)  
WEBSITE : [www.beetalfinancial.com](http://www.beetalfinancial.com)  
Ph. : 011-29961281-83

## CHAIRMAN'S MESSAGE



Dear Shareholders,

Analysts agree that despite the volatility in global markets, the economy is well poised for growth. Emerging economies are expected to lead that growth and India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation and International Monetary Fund. Strong government reforms and RBI's sustained focus on reducing inflation combined with benign global commodity prices, provided the impetus needed to improve India's economic fundamentals in 2016. Against this backdrop, Focus Industrial Resources Limited stayed focused on creating value for its stakeholders. Value that is transformational and long lasting for investors, customers, employees and the community at large.

There is no greater motivation for us than the confidence you continue to repose in us. I would like to reiterate that in an increasingly uncertain global economic world, we never lose sight of the reason we are here to serve our customers, work with our partners to offer best in class products, help communities and, of course, to continuously repay the trust that you, our shareholders, place in us. Led by our long-term vision to become a global leader in the industry and guided by our values, we continued to implement our strategy of building scale across various geographies and increasing market share. Our clear focus on this strategy and the dedication of our employees despite a highly volatile and challenging business environment is always present. But this is the past and your company does not rest on its laurels!

Presently, we are at a stage where we are defining the future and will then build it on the strong foundations of the past.

The macroeconomic environment during FY16 showed signs of stability helped by low global crude prices, a comfortable current account deficit and a manageable fiscal deficit. The Government maintained its fiscal consolidation path with a fiscal deficit target of 3.5 percent of GDP for FY17. Further monetary policy easing will depend on various factors, domestic and international, but inflation and monsoons will play an important role in this regard. The Government is now two years into its tenure and has steadily been taking steps to catalyse a more sustained revival of the growth cycle.

The underlying theme of the Union Budget presented in February 2016 was 'Transform India' with emphasis on increasing public investments in rural India and in social and physical infrastructure. Public investment in agriculture and irrigation has been increased from 25,988 crore in FY16 to 54,212 crore in FY17. This will go a long way in improving productivity of the drought prone farming sector. Government investment in infrastructure and energy is likely to go up to 246,246 crore in FY17 from 180,610 crore in FY16. The increase is led by investments in roads and railways which will bring down logistics costs and time in transporting goods. Apart from this, the Government will invest 25,000 crore during the year to recapitalize PSU banks. In order to increase productivity of human capital, the Government has made significant allocations for welfare schemes for



women and children. The above allocations along with an emphasis on improving productivity of job seekers through skill training of youth and a much better business climate in the form of focus on ease of doing business, will be the key drivers for improving the country's growth and investment outlook.

At Focus Industrial Resources Limited, we take this responsibility very seriously which is why we are constantly challenging ourselves to go beyond boundaries and set notions. We are exploring newer geographies in which to spread our wings and expand. We are innovating consistently to provide a better and safer ride experience. We are working towards a better future for our people and our communities. And striving hard to ensure that we remain a responsible, value-creating global organisation. Therefore, we are always seeking newer horizons, and newer opportunities.

I would like to thank all our stakeholders for their faith in Focus and for their constant support. We will continue to

stay focused on creating value for both external and internal stakeholders. Do share your ideas and feedback with me [info@focuslimited.info](mailto:info@focuslimited.info) to help us in our mission of creating value for our stakeholders.

Join me in encouraging the Management to scale further heights. Which, I'm sure, it will

Regards,

Sd/-

**Pradeep Kumar Jindal**

**Chairman & Managing Director**



## BOARD OF DIRECTORS

### MR. PRADEEP KUMAR JINDAL MANAGING DIRECTOR

Mr. Pradeep Kumar Jindal, is the Promoter & Managing Director of FIRL. 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 fourteen 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. MAMTA JINDAL DIRECTOR

**Ms. Mamta Jindal**, holds a degree of Bachelor in Arts and holds vast experience and expertise in Human Resource. Her efficient administrative skill ensures the company stays on the cutting edge of development. She is a member of the Stakeholder Relationship Committee. She joined the Board on September 30, 2015 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 fifteen years. He is also the Chairman of the Stakeholder Relationship Committee and Member of the Audit Committee and Nomination & Remuneration Committee. He joined the Board on July 29, 2002 as Director.

### MR. SATENDRAPRATAP JAESWAL INDEPENDENT DIRECTOR

**Mr. Satendrapratap Jaeswal**, holds a degree of Bachelor in Arts.. He is the member of Audit Committee and Nomination & Remuneration Committee. . He joined the Board on February 10, 2016 as Director.

### MR. RAHUL INDEPENDENT DIRECTOR

**Mr. Rahul**, holds a degree of Bachelor in Commerce. He is having experience in public relations and Liasoning. He is also the Chairman of the Audit Committee and Nomination & Remuneration Committee and Member of the Stakeholder Relationship Committee. He joined the Board on September 30, 2015 as Director.

### MR. PUNIT SETH CHIEF FINANCIAL OFFICER

**Mr. Punit Seth**, holds a degree of Bachelor in Commerce, with a major emphasis on finance. He has a vast experience of over twelve years in financial services. He joined the Board on 09<sup>th</sup> 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 fifteen years of experience working as Company Secretary. Her expertise lies in Secretarial and Legal function & holds great managerial skills.

# DIRECTORS' REPORT

To,  
The Members,  
Your Directors have pleasure in presenting their 31<sup>st</sup> Annual Report on the business and operations of the Company and the accounts for the financial year ended March 31st, 2016.

## FINANCIAL RESULTS

The financial performance of your Company for the year ended 31st March, 2016 is summarised below:

PARTICULARS	2015-2016	2014-2015
Operating Income	1,65,00,587.00	10,656,901 .00
Other Income	5,29,547.00	0
Total Income	1,70,30,134.00	10,656,901 .00
Less: Total Expenses	1,68,68,157.00	10475162.00
Profit/(loss) before Depreciation & Taxes	14,59,358.00	23,62,660.00
Less: Depreciation	12,97,381.00	21,80,921.00
Less: Current tax	1,70,000.00	3,15,798.00
Less: Deferred Tax	1,03,347.00	2,61,175.00
Profit/(Loss) for the year	95,324.00	1,27,116.00

## STATE OF THE COMPANY AFFAIRS/CHANGES IN THE NATURE OF BUSINESS, IF ANY

During the year under review, your Company's profit before tax is Rs. 161,977/- and registered a Net Profit of Rs.95,324/- During the year, there is no change in the nature of business of the Company.

There is no observation of the Statutory Auditors which requires any comments from the Board of Directors of the Company.

## DIVIDEND

The Board of Directors of your Company has decided that no dividend is being recommended for this year.

## RESERVE

No amount has been transferred to the Special Reserve of the Company.

## SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2016 was Rs. 121,941,990/-. During the year under review, the Company has not issued shares under Private Placement/Preferential Allotment/Right Issue/Employee Stock Option Scheme nor sweat equity.

## EXTRACT OF ANNUAL RETURN

The particulars required to be furnished under Section 134(3)(a) of the Companies Act, 2013 read with Companies(Management and Administration) Rules, 2014 as prescribed in Form No. MGT-9 is given in Annexure 'A'.

## NUMBER OF BOARD MEETINGS

The Board of Directors met Eleven (11) times in the year 2015-2016. The Details of the Board Meetings of your Company are set out in the Corporate Governance Report which forms part of this Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There is a no particular of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 for the Financial Year 2015-16.

## EXPLANATION OF AUDITOR'S REPORT

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

## MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of Energy: Since the Company is not engaged in any manufacturing activity, issues relating to conservation of energy and technology absorption are not quite relevant to its functioning.

Technology absorption: The Company has not imported any technology. Hence, the particulars with respect to efforts made towards technology absorption and benefits derived etc. are not applicable to the Company.

Foreign Exchange Earnings and Outgo: There was no Foreign Exchange Earnings and outgo during the year under review.

## SUBSIDIARIES

Your Company does not have any subsidiary / subsidiaries within the meaning of the Companies Act, 2013.

## RISK MANAGEMENT POLICY

Effective risk management is essential to success and is an integral part of our culture. While we need to accept a level of risk in achieving our goals, sound risk management helps us to make the most of each business opportunity, and enables us to be resilient and respond decisively to the changing environment.

Our approach to risk management assists us in identifying risks early and addressing them in ways that manage uncertainties, minimize potential hazards, and maximize opportunities for the good of all our stakeholders including shareholders, customers, suppliers, regulators and employees. Risks can be broadly classified as Strategic, Operational, Financial, and Legal/Regulatory.

In accordance with the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 Company has adopted risk management policy, approved by Board of Directors and established a risk management framework to identify, mitigate and control the risk and threatens of risk.

## INTERNAL CONTROL SYSTEMS

The Company's internal control systems are audited by Ms. Veena Gupta. The Internal Auditor independently evaluates the adequacy of internal controls and reviews major transactions. The Internal Auditor reports directly to the Audit Committee to ensure complete independence and the Audit Committee was satisfied with the adequacy and effectiveness of the Internal Controls and Systems followed by the Company.

## DIRECTORS & KEY MANAGERIAL PERSONNEL CESSATION

During the year under review, Ms. Madhavi Bhatnagar (DIN :02045590) & Mr. Ashok Kumar Gupta (DIN :01197121) resigned from the post of Non Executive Independent Directorship and Committees in which they were serving as Chairman/Committee Members with effect from November 06, 2015 & February 10, 2016 respectively. The Board placed on its records its appreciation for the valuable contribution provided by Ms. Madhavi Bhatnagar & Mr. Ashok Kumar Gupta.

## RE-APPOINTMENT OF MR. PRADEEP KUMAR JINDAL AS CHAIRMAN & MANAGING DIRECTOR

The term of Mr. Pradeep Kumar Jindal (DIN 00049715), Chairman & Managing Director of the Company who was appointed for a term of five years with effect from December 29, 2011, expires on December 29, 2016. It is therefore proposed to reappoint Mr. Pradeep Kumar Jindal (DIN 00049715) for a period of five years with effect from December 29, 2016 and remuneration terms as approved by the Board.



#### **RETIREMENT BY ROTATION**

In accordance with the Articles of Association of the Company and Section 152 and other applicable provisions of Companies Act, 2013, Ms. Mamta Jindal (DIN:00085096), Director is retiring by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board recommends her re-appointment.

#### **APPOINTMENT OF INDEPENDENT DIRECTOR**

During the year under review, Mr. Satendra Pratap Jaeswal (DIN: 06864542) was appointed as Additional Non Executive Director of the Company who shall hold office upto the date of ensuing Annual General Meeting of the Company. The Company has received notices in writing under Section 160 of the Companies Act, 2013 from members proposing appointment as Directors. The Board recommends his appointment.

Based on the confirmations received, none of the Directors are disqualified for appointment under Section 164(2) of Companies Act, 2013.

The information on the particulars of Director eligible for appointment in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 has been provided in the notes to the notice convening the Annual General Meeting.

#### **KEY MANAGERIAL PERSONNEL (KMP)**

Mr. Pradeep Kumar Jindal, Managing and Executive Director, Mr. Punit Seth, Chief Financial Officer and Ms. Silky Kapoor, Company Secretary are the KMPs of the Company.

During the period under review there was no change in KMPs.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There have been no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

#### **PUBLIC DEPOSIT**

The Company being a Non-Deposit Accepting Non-Banking Finance Company has not accepted any deposits from the public during the year under review and shall not accept any deposits from the public and to this effect an undertaking is given to the Reserve Bank of India.

#### **DECLARATION ON INDEPENDENT DIRECTORS**

The Independent Directors have confirmed and declared that they are not disqualified to act as an Independent Director in compliance with the provisions of Section 149 of the Companies Act, 2013 and the requirements of Listing Regulations. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent in terms of Section 149(6) of the Companies Act, 2013 and the requirements of Listing Regulations:-

1. Mr. Rahul (DIN: 06873911)
2. Mr. Satendra Pratap Jaeswal (DIN: 00085096)

#### **SECRETARIAL AUDITOR AND THEIR REPORT**

The Board of Directors at their meeting held on March 30, 2016 pursuant to the provisions of Section 204, read with Rule 9 of Companies (Appointment & Remuneration of Managerial personnel) Rules 2014, of the Companies Act, 2013 has appointed, Mr. Prashanth Kumar Gupta, Company Secretary in Practice of M/s KPG & Associates, Company Secretaries as the Secretarial Auditor of the Company to undertake the Secretarial Audit for the financial year 2015-16. The Practicing Company Secretary has submitted his Report on the Secretarial Audit conducted by him which is annexed to this Board's Report.

#### **BOARD'S OBSERVATIONS TO SECRETARIAL AUDIT REPORT**

The Secretarial Auditors (Auditors) have submitted their report in form No. MR3 and qualified their opinion/observations in respect of the Secretarial Audit conducted for the financial year 2015-16 as under and the Board's responses on each observation are as follows:

Board's Response: The Board has taken on record all the observations of Auditor and tried to comply with the same. The Company is diligent in its compliances and will also take due care of all the compliances in the near future too.

#### **INTERNAL FINANCIAL CONTROL**

The Company has a comprehensive internal control system in place for

ensuring reliability of financial reporting, orderly and efficient conduct of business, compliance with policies, procedures, safeguarding of assets and economical and efficient use of resources. Appropriate review and control mechanisms are built in place to ensure that such control systems are adequate and are operating effectively.

#### **COMMITTEES OF THE BOARD**

In accordance with the Companies Act, 2013 and Listing Regulations, the Company has following Committees in place:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Details of the said Committees along with their charters, composition and meetings held during the financial year, are provided in the "Report on Corporate Governance", as a part of this Annual Report.

#### **PERFORMANCE EVALUATION OF BOARD, COMMITTEE AND DIRECTORS**

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of the individual Directors and the Board.

The framework of performance evaluation of the Independent Directors captures the following points:

- A) Key attributes of the Independent Directors that justify his / her extension / continuation on the Board of the Company;
- B) Participation of the Directors in the Board proceedings and his / her effectiveness;

The evaluation was carried out by means of the replies given / observations made by all the Independent Directors on the set of questions developed by them which brought out the key attributes of the Directors, quality of interactions among them and its effectiveness.

#### **VIGIL MECHANISM**

Your Company has established a 'Whistle Blower Policy and Vigil Mechanism' for Directors and employees to report to the appropriate authorities concerns about unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct policy and provides safeguards against victimization of employees who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company.

#### **CORPORATE GOVERNANCE**

A Report on Corporate Governance as required under Listing Regulations forms part of the Annual Report.

The report on Corporate Governance together with the Auditor's Certificate regarding the Compliance of conditions of Corporate Governance as stipulated in Schedule V of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is annexed and forms part of this Annual Report.

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices.

#### **REMUNERATION POLICY**

The company follows a policy on remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination and Remuneration Committee and the Board. More details on the same are given in the Corporate Governance Report.

#### **MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES**

(A). The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report and is annexed as "Annexure - B" to this Report.

(B). The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this report. In terms of Section 136 of





the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company. Copies of this statement may be obtained by the members by writing to the Company Secretary.

There are no employees employed throughout the financial year and in receipt of remuneration of Rs. 60 lacs or more, or employed for part of the year and in receipt of Rs. 5 lacs or more a month, to be reported under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **AUDITORS**

The term of office of M/s M.M. Goyal & Co., Chartered Accountants (Firm Registration No. 007198N), as Statutory Auditors of the Company will expire with the conclusion of forthcoming Annual General Meeting of the Company. In terms of the provisions of Section 139 of the Companies Act, 2013, M/s S.K. Singla & Associates, Chartered Accountants (Firm Registration No. 005903N), were appointed as the Statutory Auditors of the Company by the shareholders in the 31<sup>st</sup> Annual General Meeting for a period of five years i.e. up to 36th Annual General Meeting of the Company. The said appointment is subject to ratification by the members at every Annual General Meeting. The Board has recommended the appointment of M/s S.K. Singla & Associates, Chartered Accountants, subject to the approval by the shareholders at the forthcoming annual general meeting.

The Company has received a letter from M/s S.K. Singla & Associates, Chartered Accountants, confirming their eligibility under section 141 of the Companies Act, 2013.

#### **AUDITORS' REPORT**

There are no qualifications, reservations or adverse remarks made by M/s M.M. Goyal & Co., Statutory Auditors in their report for the Financial Year ended March 31, 2016. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

As required under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Circular/ Notifications/ Directions issued by Reserve Bank of India from time to time, the Management Discussion and Analysis of the financial condition and result of operations of the Company for the year under review is presented in a separate section forming part of the Annual Report.

#### **FIXED DEPOSITS**

The Company has not accepted any fixed deposits and, as such, no amount was outstanding as at the Balance Sheet date.

#### **LISTINGS**

The equity shares of the Company are listed on BSE Ltd and The Calcutta Stock Exchange Limited.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act 2013, your Directors confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed with no material departures;
- b) they have 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 and of the profit of the Company for the same period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls in the Company that are adequate and are operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that these are adequate and are operating effectively;

#### **RBI GUIDELINES**

As a Systemically Important Non-Deposit taking Non-Banking Finance

Company, your Company always aims to operate in compliance with applicable RBI laws and regulations and employs its best efforts towards achieving the same.

#### **POLICIES OF THE COMPANY**

Your Company has posted the following documents on its website [www.focuslimited.in](http://www.focuslimited.in):

1. Code of Conduct
2. Whistle Blower Policy/Vigil Mechanism Policy
3. Fair Practice Code as per RBI Norms.
4. Policy for determination of Materiality for disclosure of events or information.
5. Policy for preservation of documents
6. Archival Policy for disclosures hosted on the website beyond period of Five years.

#### **THE RBI NORMS AND ACCOUNTING STANDARDS**

To comply with RBI directions, your Company has closed its accounts for the full year ending March 2016, and your Company continues to comply with the directives issued as well as the norms prescribed by Reserve Bank of India for NBFCs.

#### **BUSINESS RESPONSIBILITY REPORT**

A Business Responsibility Report is applicable to top 500 Companies listed on Stock Exchange in India, hence it is not applicable to our Company.

#### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has only 3 women employees. So The Company has not fall in requirements of the Sexual Harassment of Women at the Workplace (prevention, Prohibition & Redressal) Act, 2013. No employees (permanent, contractual, temporary, trainees) are covered under this policy.

#### **ACKNOWLEDGMENTS**

We are grateful to the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, the Stock Exchanges and other regulatory authorities for their valuable guidance and support and wish to express our sincere appreciation for their continued co-operation and assistance. We look forward to their continued support in future.

We wish to thank our bankers, investors, rating agencies, customers and all other business associates for their support and trust reposed in us.

Your Directors express their deep sense of appreciation for all the employees whose commitment, co-operation, active participation, dedication and professionalism has made the organization's growth possible.

Finally, the Directors thank you for your continued trust and support.

For and on behalf of the Board of Directors  
For Focus Industrial Resources Limited

Sd/-  
**(Pradeep Kumar Jindal)**  
Managing Director  
DIN : 00049715

Sd/-  
**(Ms. Mamta Jindal)**  
Director  
DIN : 00085096

Place : Delhi  
Dated : September 02, 2016



FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2016
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

i	CIN	L15319DL1985LC021348
ii	Registration Date	27/06/1985
iii	Name of the Company	FOCUS INDUSTRIAL RESOURCES LIMITED
iv	Category/Sub-category	Limited by Shares Non Government Company
v	Address of the Registered office & contact details	104, Mukand House Commercial Complex, Azadpur, Delhi- 110033 Contact- 011- 27676399
vi	Whether listed company	YES
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial & Computers Services Pvt Ltd Address : Beetal House, 3rd Floor, 99, Madangiri, Behind Local Shopping Centre Near Dada Harsukhdas Mandir, Delhi- 110 062 Contact: 91-11-29961281/83

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	The Company is engaged in the business of providing different types of loans and Investments.	65	100%
2			

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

SL No	Name & Address of the Company	CIN/GLN	HOLDING / SUBSIDIARY / ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1			NONE		

**IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

Category of Shareholders	No. of Shares held at the beginning of the year (1st April 2015)				No. of Shares held at the end of the year (31st March 2016)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	7220232	0	7220232	59.21%	6091754	0	6091754	49.96%	-9.25%
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A)(1)</b>	<b>7220232</b>	<b>0</b>	<b>7220232</b>	<b>53.21%</b>	<b>6091754</b>	<b>0</b>	<b>6091754</b>	<b>49.96%</b>	<b>-9.25%</b>
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A= (A)(1)+(A)(2))</b>	<b>7220232</b>	<b>0</b>	<b>7220232</b>	<b>53.21%</b>	<b>6091754</b>	<b>0</b>	<b>6091754</b>	<b>49.96%</b>	<b>-9.25%</b>
<b>B. PUBLIC SHAREHOLDING</b>									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(2) Non Institutions									
a) Bodies corporate									
i) Indian	1073648	0	1073648	8.80%	1665463	0	1665463	13.66%	4.86%
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs	500022	0	500022	4.10%	3216843	0	3216843	26.38%	22.28%
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	2939520	0	2939520	24.11%	769960	0	769960	6.31%	-17.80%
c) Others (specify)	15	0	15	0%	1515	0	1515	0%	0%
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Cleaning Members	5	0	5	0.00%	5000	0	5000	0.04%	0.04%
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
HUF	460757	0	460757	3.78%	443654	0	443654	3.64%	-0.14%
<b>SUB TOTAL (B)(2)</b>	<b>4973967</b>	<b>0</b>	<b>4973967</b>	<b>40.79%</b>	<b>6102445</b>	<b>0</b>	<b>6102445</b>	<b>50.04%</b>	<b>9%</b>
<b>Total Public Shareholding (B= (B)(1)+(B)(2))</b>	<b>4973967</b>	<b>0</b>	<b>4973967</b>	<b>40.79%</b>	<b>6102445</b>	<b>0</b>	<b>6102445</b>	<b>50.04%</b>	<b>9%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>12194199</b>	<b>0</b>	<b>12194199</b>	<b>100%</b>	<b>12194199</b>	<b>0</b>	<b>12194199</b>	<b>100%</b>	<b>0</b>

**(ii) SHARE HOLDING OF PROMOTERS**

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	PRADEEP KUMAR JINDAL	3000	0.02	-	3000	0.02	-	-
2	PRADEEP KUMAR JINDAL & SONS HUF	766402	6.29	-	967924	7.94	-	1.65
3	KANIKA	508129	4.17	-	8129	0.06	-	(4.11)
4	LAXMAN SINGH SATYAPAL	605000	4.96	-	605000	4.96	-	0
5	MAMTA JINDAL	610700	5.01	-	610700	5.01	-	0
6	AANCHAL JINDAL	600000	4.92	-	100000	0.82	-	(4.1)
7	ARCHIT JINDAL	605000	4.96	-	605000	4.96	-	0
8	RENU JAIN	744364	6.10	-	744364	6.10	-	0
9	S. K. JAIN	802204	6.58	-	802204	6.58	-	0
10	MEERA MISHRA	600000	4.92	-	600000	4.92	-	0
11	RACHNA BANSAL	165433	1.36	-	-	-	-	(1.36)
12	RENU JINDAL	605000	4.96	-	440433	3.61	-	(1.35)
13	AJAY KUMAR JINDAL	605000	4.96	-	605000	4.96	-	0

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

S. No.	Name of the Promoter PRADEEP KUMAR JINDAL	Shareholding at the beginning of the year		Cumulative Share during the year	Reason for increasing/decrease
		No. of shares	% of total shares of the company		
	At the beginning of the year	3000	0.02		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of year	3000	0.02		

S. No.	Name of the Promoter PRADEEP KUMAR JINDAL & SONS HUF	Shareholding at the beginning of the year		Cumulative Share during the year	Reason for increasing/decrease
		No. of shares	% of total shares of the company		
	At the beginning of the year	766402	6.29		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	24-09-2015	201522	967924	PURCHASE
	At the end of year	967924	7.94		

S. No.	Name of the Promoter KANIKA	Shareholding at the beginning of the year		Cumulative Share during the year	Reason for increasing/decrease
		No. of shares	% of total shares of the company		
	At the beginning of the year	508129	4.17		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	12-02-2016	500000	8129	SALE
	At the end of year	8129	0.06		