

**32<sup>ND</sup>  
ANNUAL  
REPORT  
2016-17**



**FOCUS INDUSTRIAL RESOURCES LIMITED**



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## **CORPORATE INFORMATION**

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

104, Mukand House, Commercial Complex, Azadpur, Delhi-110033

Ph. : 011-47039000 Telefax : 011-27676399

CIN: L15319DL1985PLC021348

[www.focuslimited.in](http://www.focuslimited.in)

### **COMPANY SECRETARY**

Ms. Silky Kapoor

### **AUDITORS**

S.K. Singla & Associates

107, Mukand House, Commercial Complex,  
Azadpur, Delhi-110033

### **STOCK EXCHANGES**

\* **BSE LIMITED**

\* **CALCUTTA STOCK EXCHANGE ASSOCIATION LIMITED**

### **BANKERS**

**ANDHRA BANK**

**BANDHAN BANK**

### **REGISTRAR & TRANSFER AGENTS**

#### **BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD.**

BEETAL HOUSE, 3<sup>RD</sup> 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



*The global and local macroeconomic environment saw significant events in FY17. Events such as BREXIT and President Trump's election created an impact on global economic activity. In India the demonetisation of 1,000 and 500 denomination currency notes, was a key initiative by the Government. Though this caused inconvenience and distress to many people, the general public accepted it stoically and even seemed to support the announcement. While it was claimed that demonetisation had slowed down growth, it needs to be acknowledged that growth had begun to decelerate in the first two quarters of FY17. The Central Statistical Organisation ("CSO") has put the advance estimate for real Gross Value Added growth in FY17 at 6.7%. This is lower than 7.8% achieved in FY16. The trajectory of headline CPI inflation remained southbound for most part of FY17. In April 2016, headline CPI was at 5.5% and it moderated to 3.7% in February 2017. Led by a surge in the low cost current and savings accounts with the banking sector on account of demonetization, monetary policy transmission was stronger in the second half of FY17.*

*Banks dropped their term deposit rates, thereby creating space for a reduction in the marginal cost of funds based lending rates ("MCLR"). The large borrowers registered significant deterioration in their asset quality.*

*Government of India and RBI have taken certain steps to reduce and resolve the stress levels in the banking system.*

*In the last few years, India has taken several steps to ensure long term economic growth. Long term economic*

*progress is possible only with a strong policy framework and we have seen numerous positive steps underway to build the same. Recent policy amendments including the implementation of GST, implementation of the bankruptcy code and the banking sector reforms are being seen as big drivers of the economy, while the demonetization drive was a bold political move. Also, India being a young country, with over 600 million people under the age of 35 years, provides us with a great demographic advantage. This huge population, powered with digital connectivity and technological innovation is proving to be a formidable force in driving the nation forward.*

*To conclude, on behalf of the FIRC, I wish to put on record our sincere appreciation for the valuable services rendered by the employees and members.*

*We continue to be committed towards creating value for all our stakeholders and adhering to the highest standards of corporate governance. I wish to thank you all for your trust and continued support.*

*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 FIRC. 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. RAM KISHAN SINGH DIRECTOR

Mr. Ram Kishan Singh, holds a degree of Bachelor. His expertise lies in Marketing/ Sale operations. He is having experience of over 5 years in public relations and Liasoning.

### 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. PAWAN KUMAR PODDAR INDEPENDENT DIRECTOR

Mr. Pawan Kumar Poddar, holds a degree of Bachelor in Commerce. His expertise lies in Finance Operations. He is having experience of over 9 years in public relations and Liasoning.

## BOARDS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their 32<sup>nd</sup> Annual Report on the business and operations of the Company and the accounts for the financial year ended March 31<sup>st</sup>, 2017.

### **FINANCIAL RESULTS**

The financial performance of your Company for the year ended 31<sup>st</sup> March, 2017 is summarised below:

| PARTICULARS                               | 2016-2017   | 2015-2016   |
|---|-------------|-------------|
| Operating Income                          | 1,84,84,602 | 1,65,00,587 |
| Other Income                              | 67,345      | 5,29,547    |
| Total Income                              | 1,85,51,947 | 1,70,30,134 |
| Less: Total Expenses                      | 1,81,03,138 | 1,68,68,157 |
| Profit/(loss) before Depreciation & Taxes | 15,46,882   | 1,45,93,58  |
| Less: Depreciation                        | 10,98,073   | 12,97,381   |
| Less: Current tax                         | 88,925      | 1,70,000    |
| Less: Deferred Tax                        | 49,760      | 1,03,347    |
| Profit/(Loss) for the year                | 3,10,124    | 95,324      |

### **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 448,809/- and registered a Net Profit of Rs. 310,124/- 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**

The Company has transferred Rs. 62,025 to the Special Reserve of the Company.

### **SHARE CAPITAL**

The paid up Equity Share Capital as on March 31, 2017 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 Eight (8) times in the year 2016-2017. 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 2016-17.

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. Accordingly, no transactions are being reported in Form AOC- 2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. However, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards. All Related Party Transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

### **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 system is commensurate with its size, scale and complexities of its operations. Ms. Veena Gupta carries out Internal Audit on the random basis to detect flaws in the system. Internal Audit reports are prepared on the respective areas to create awareness and corrective actions are taken to rectify them. These reports are reviewed by the Audit Committee of the Board for follow up action. The Audit Committee of the Board of Directors also reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening them, from time to time.





#### **DIRECTORS & KEY MANAGERIAL PERSONNEL**

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

Mr. Pradeep Kumar Jindal (DIN : 00049715), Chairman & Managing Director of the Company was re-appointed for a term/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, Mr. Santanu Kumar Dash (DIN:02154069, Director is retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

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

During the year under review, Mr. Pawan Kumar Poddar (DIN: 02152971) was appointed as Additional Non Executive Independent 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.

##### **APPOINTMENT OF MR. RAM KISHAN SINGH AS A DIRECTOR**

During the year under review Mr. Ram Kishan Singh was appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 effective from 30th May, 2017 and he shall hold office upto the date of ensuing Annual General Meeting and is eligible for appointment as a Director. 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 Board is also of the opinion that the Independent Directors fulfill all the conditions specified in the Companies Act, 2013 making them eligible to act as Independent Directors.

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

A Secretarial Audit was conducted during the year by the Secretarial Auditor Mr. Prashanth Kumar Gupta, Company Secretary in Practice of M/s KPG & Associates, Practicing Company Secretaries. The Secretarial Auditors Report

is attached as Annexure 'B'. 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. MR 3 and qualified their opinion/observations in respect of the secretarial Audit conducted for the financial year 2016-17 as under and the Board's responses are given against each qualification/ observation as follows:

**Board's Response :** The Board has taken on record all the observation 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.

##### **INTERNAL FINANCIAL CONTROL**

Internal control framework including clear delegation of authority and standard operating procedures are established and laid out across all businesses and functions. These are reviewed periodically at all levels. The risk and control matrices are reviewed on a quarterly basis and control measures are tested and documented. These measures have helped in ensuring the adequacy of internal financial controls commensurate with the scale of operations of the company.

##### **BOARD COMMITTEES**

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 Board is committed to transparency in determining its performance, committees and in assessing the performance of members. During the year, the Board with the assistance of Nomination and Remuneration Committee has completed the evaluation exercise, which includes the evaluation of the Board as a whole, committees and Directors, as per the internally designed evaluation process approved by the Board.

The evaluation tested key areas of the board's work including strategy, business performance, risk and governance processes. The need to balance its monitoring activities with discussion on strategic matters was recognized and ought to be continually borne in mind. The evaluation considers the balance of skills, experience, independence and knowledge of the Company and the Board, its overall diversity, and analysis of the Board and its Directors' functioning.

The feedback of the evaluation exercise was collated and discussed with the Board and an action plan to further improve the effectiveness of Board and committees is put in place.

##### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has established a vigil mechanism to provide avenues to the Directors and employees to bring to the attention of the management, the concerns about behaviour of employees that raise concerns including fraud by using the mechanism provided in the Whistle Blower Policy. The said policy has been uploaded on the website of the Company.

##### **CORPORATE GOVERNANCE**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India (SEBI). The Company has also implemented several best Corporate Governance practices. The report on Corporate Governance as stipulated under the Listing Regulations forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

##### **REMUNERATION POLICY**

The Board of Directors has, on the recommendation of the Nomination & Remuneration Committee, framed a policy which lays down a framework concerning remuneration of Directors, Key Managerial Personnel and



Senior Management of the Company. The Policy also covers criteria for selection and appointment of Board Members and Senior Management and their remuneration. The Remuneration Policy is stated 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 - C" 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**

M/s S.K. Singla & Associates, Chartered Accountants (Firm Registration No. 005903N), have expressed their inability to continue as auditors of the Company. In terms of the provisions of Section 139 of the Companies Act, 2013, M/s. Vishnu Aggarwal Associates, Chartered Accountants (Firm Registration Number 007231C), are appointed as Auditors of the Company in place of M/s. S. K. Singla & Associates Chartered Accountants (Firm Registration No. 005903N) from the conclusion of this 32<sup>nd</sup> Annual General Meeting until the conclusion of the 37<sup>th</sup> Annual General Meeting, subject to ratification by shareholders at each Annual General Meeting. The Board has recommended the appointment of M/s. Vishnu Aggarwal 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. Vishnu Aggarwal 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 S.K. Singla & Associates, Chartered Accountants, Statutory Auditors in their report for the Financial Year ended March 31, 2017. 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 2017, 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 5 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**

Your Company has been able to operate efficiently because of the culture of professionalism, creativity, integrity and continuous improvement in all functions and areas as well as the efficient utilisation of the Company's resources for sustainable and profitable growth.

The Directors wish hereby to place on record their appreciation of the efficient and loyal services rendered by each and every employee, without whose whole-hearted efforts, the overall satisfactory performance would not have been possible.

Your Directors look forward to the long term future with confidence.

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

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

Place : Delhi  
Dated : September 01, 2017





| FORM NO. MGT 9   |  |
|--|--|
| EXTRACT OF ANNUAL RETURN   |  |
| as on financial year ended on 31.03.2017   |  |
| 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<br>Commercial Complex, Azadpur, Delhi- 110033<br>Contact- 011- 27676399   |
| vi  | Whether listed company   | LISTED  |
| vii | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Beetal Financial & Computers Services Pvt Ltd<br>Address : Beetal House, 3rd Floor, 99, Madangiri,<br>Behind Local Shopping Centre Near Dada<br>Harsukhdas Mandir, Delhi- 110 062<br>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%                               |

#### 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     | NOT APPLICABLE                |         |                                |                  |                    |

#### 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 2016) |          |                 |                   | No. of Shares held at the end of the year (31st March 2017) |          |                 |                   | % 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   | 6091754  | 0        | 6091754         | 49.96%            | 5988768   | 0        | 5988768         | 49.11%            | -0.85%                   |
| b) Central Govt. or State Govt.   | 0  | 0        | 0               | 0                 | 0   | 0        | 0               | 0                 | 0                        |
| c) Bodies Corporates  | 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>6091754</b>   | <b>0</b> | <b>6091754</b>  | <b>49.96%</b>     | <b>5988768</b>  | <b>0</b> | <b>5988768</b>  | <b>49.11%</b>     | <b>-0.85%</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) Banks/ 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>6091754</b>   | <b>0</b> | <b>6091754</b>  | <b>49.96%</b>     | <b>5988768</b>  | <b>0</b> | <b>5988768</b>  | <b>49.11%</b>     | <b>-0.85%</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) FIIS   | 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 corporates  |  |          |                 |                   |   |          |                 |                   |                          |
| i) Indian   | 1665463  | 0        | 1665463         | 13.66%            | 1100371   | 0        | 1100371         | 9.02%             | -4.64%                   |
| ii) Overseas  | 0  | 0        | 0               | 0                 | 0   | 0        | 0               | 0                 | 0                        |
| b) Individuals  |  |          |                 |                   |   |          |                 |                   |                          |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs           | 769960   | 0        | 769960          | 6.31%             | 889912  | 0        | 889912          | 7.30%             | 0.99%                    |
| ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs | 3216843  | 0        | 3216843         | 26.38%            | 3789628   | 0        | 3789628         | 31.08%            | 4.70%                    |
| c) Others (specify)   |  |          |                 |                   |   |          |                 |                   |                          |
| Non Resident Indians  | 1515   | 0        | 1515            | 0.01%             | 6015  | 0        | 6015            | 0.05%             | 0.04%                    |
| Overseas Corporate Bodies   | 0  | 0        | 0               | 0                 | 0   | 0        | 0               | 0                 | 0                        |
| Foreign Nationals   | 0  | 0        | 0               | 0                 | 0   | 0        | 0               | 0                 | 0                        |
| Clearing Members  | 5000   | 0        | 5000            | 0.04%             | 800   | 0        | 800             | 0.00%             | -0.04%                   |
| Trusts  | 0  | 0        | 0               | 0                 | 0   | 0        | 0               | 0                 | 0                        |
| Foreign Bodies - O R  | 0  | 0        | 0               | 0                 | 0   | 0        | 0               | 0                 | 0                        |
| HUF   | 443964   | 0        | 443964          | 3.64%             | 418705  | 0        | 418705          | 3.43%             | -0.21%                   |
| <b>SUB TOTAL (B) (2)</b>  | <b>6102445</b>   | <b>0</b> | <b>6102445</b>  | <b>50.04%</b>     | <b>6205431</b>  | <b>0</b> | <b>6205431</b>  | <b>50.88%</b>     | <b>1%</b>                |
| <b>Total Public Shareholding (B)= (B) (1)+(B) (2)</b>                               | <b>6102445</b>   | <b>0</b> | <b>6102445</b>  | <b>50.04%</b>     | <b>6205431</b>  | <b>0</b> | <b>6205431</b>  | <b>50.88%</b>     | <b>9%</b>                |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                              |  |          |                 |                   |   |          |                 |                   |                          |
| GDRs & ADRs   | 0  | 0        | 0               | 0                 | 0   | 0        | 0               | 0                 | 0                        |
| <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 | 967924                                    | 7.94                             | -  | 967924                              | 7.94                             | -  | -   |
| 3      | KANIKA                          | 8129                                      | 0.06                             | -  | 8129                                | 0.06                             | -  | -   |
| 4      | LAXMAN SINGH SATYAPAL           | 605000                                    | 4.96                             | -  | 602014                              | 4.94                             | -  | 0.02                                      |
| 5      | MAMTA JINDAL                    | 610700                                    | 5.01                             | -  | 1051133                             | 8.62                             | -  | 3.61                                      |
| 6      | AANCHAL JINDAL                  | 100000                                    | 0.82                             | -  | 100000                              | 0.82                             | -  | -   |
| 7      | ARCHIT JINDAL                   | 605000                                    | 4.96                             | -  | 1210000                             | 9.92                             | -  | 4.96                                      |
| 8      | RENU JAIN                       | 744364                                    | 6.10                             | -  | 744364                              | 6.10                             | -  | -   |
| 9      | S.K. JAIN                       | 802204                                    | 6.58                             | -  | 802204                              | 6.58                             | -  | -   |
| 10     | MEERA MISHRA                    | 600000                                    | 4.92                             | -  | 500000                              | 4.10                             | -  | -0.82                                     |
| 11     | RENU JINDAL                     | 440433                                    | 3.61                             | -  | -                                   | -                                | -  | -3.61                                     |
| 12     | AJAY KUMAR JINDAL               | 605000                                    | 4.96                             | -  | -                                   | -                                | -  | -4.96                                     |
|        | Total                           | 6091754                                   | 49.94                            |  | 5988768                             | 49.10                            |  | -0.84                                     |

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

| S. No. | Name of the Promoter         | Shareholding at the beginning of the year |                                  | 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): | Date of Increase / Decrease in Shares | Increase / Decrease in Shares during the year | Cumulative Share during the year | Reason for increasing/ decrease |
|--------|------------------------------|---|----------------------------------|--|---------------------------------------|---|----------------------------------|---------------------------------|
|        |                              | No. of shares                             | % of total shares of the company |  |                                       |   |                                  |                                 |
| 1      | PRADEEP KUMAR JINDAL         |   |                                  |  |                                       |   |                                  |                                 |
|        | At the beginning of the year | 3000                                      | 0.02                             |  |                                       |   |                                  |                                 |
|        |                              |   |                                  | No Change During the year  |                                       |   |                                  |                                 |
|        | At the end of the year       | 3000                                      | 0.02                             |  |                                       |   |                                  |                                 |

| S. No. | Name of the Promoter            | Shareholding at the beginning of the year |                                  | 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): | Date of Increase / Decrease in Shares | Increase / Decrease in Shares during the year | Cumulative Share during the year | Reason for increasing/ decrease |
|--------|---------------------------------|---|----------------------------------|--|---------------------------------------|---|----------------------------------|---------------------------------|
|        |                                 | No. of shares                             | % of total shares of the company |  |                                       |   |                                  |                                 |
| 2      | PRADEEP KUMAR JINDAL & SONS HUF |   |                                  |  |                                       |   |                                  |                                 |
|        | At the beginning of the year    | 967924                                    | 7.94                             |  |                                       |   |                                  |                                 |
|        |                                 |   |                                  | No Change During the year  |                                       |   |                                  |                                 |
|        | At the end of the year          | 967924                                    | 7.94                             |  |                                       |   |                                  |                                 |

| S. No. | Name of the Promoter         | Shareholding at the beginning of the year |                                  | 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): | Date of Increase / Decrease in Shares | Increase / Decrease in Shares during the year | Cumulative Share during the year | Reason for increasing/ decrease |
|--------|------------------------------|---|----------------------------------|--|---------------------------------------|---|----------------------------------|---------------------------------|
|        |                              | No. of shares                             | % of total shares of the company |  |                                       |   |                                  |                                 |
| 3      | KANIKA                       |   |                                  |  |                                       |   |                                  |                                 |
|        | At the beginning of the year | 8129                                      | 0.06                             |  |                                       |   |                                  |                                 |
|        |                              |   |                                  | No Change During the year  |                                       |   |                                  |                                 |
|        | At the end of the year       | 8129                                      | 0.06                             |  |                                       |   |                                  |                                 |



| S. No. | Name of the Promoter   | 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 |                                  |                                |
| 4      | LAXMAN SINGH SATYAPAL  |   |                                  |                                  |                                |
|        | At the beginning of the year   | 605000                                    | 4.96                             |                                  |                                |
|        | 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): | 15.07.2016                                | (2986)                           | 602014                           | SALE                           |
|        | At the end of year   | 602014                                    | 4.94                             |                                  |                                |

| S. No. | Name of the Promoter   | 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 |                                  |                                |
| 5      | MAMTA JINDAL   |   |                                  |                                  |                                |
|        | At the beginning of the year   | 610700                                    | 5.01                             |                                  |                                |
|        | 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): | 10.02.2017                                | 440433                           | 1051133                          | GIFT                           |
|        | At the end of year   | 1051133                                   | 8.62                             |                                  |                                |

| S. No. | Name of the Promoter   | 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 |                                  |                                |
| 6      | AANCHAL JINDAL   |   |                                  |                                  |                                |
|        | At the beginning of the year   | 100000                                    | 0.82                             |                                  |                                |
|        | 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): | No Change During the year                 |                                  |                                  |                                |
|        | At the end of year   | 100000                                    | 0.82                             |                                  |                                |

| S. No. | Name of the Promoter   | 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 |                                  |                                |
| 7      | ARCHIT JINDAL  |   |                                  |                                  |                                |
|        | At the beginning of the year   | 605000                                    | 4.96                             |                                  |                                |
|        | 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): | 10.02.2017                                | 605000                           | 1210000                          | GIFT                           |
|        | At the end of year   | 1210000                                   | 9.92                             |                                  |                                |

| S. No. | Name of the Promoter   | 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 |                                  |                                |
| 8      | RENU JAIN  |   |                                  |                                  |                                |
|        | At the beginning of the year   | 744364                                    | 6.10                             |                                  |                                |
|        | 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): | No Change During the year                 |                                  |                                  |                                |
|        | At the end of year   | 744364                                    | 6.10                             |                                  |                                |

| S. No. | Name of the Promoter   | 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 |                                  |                                |
| 9      | S.K. JAIN  |   |                                  |                                  |                                |
|        | At the beginning of the year   | 802204                                    | 6.58                             |                                  |                                |
|        | 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): | No Change During the year                 |                                  |                                  |                                |
|        | At the end of year   | 802204                                    | 6.58                             |                                  |                                |

| S. No. | Name of the Promoter   | 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 |                                  |                                |
| 10     | MEERA MISHRA   |   |                                  |                                  |                                |
|        | At the beginning of the year   | 600000                                    | 4.92                             |                                  |                                |
|        | 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): | 15.04.2016                                | (100000)                         | 500000                           | SALE                           |
|        | At the end of year   | 500000                                    | 4.10                             |                                  |                                |

| S. No. | Name of the Promoter   | 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 |                                  |                                |
| 11     | RENU JINDAL  |   |                                  |                                  |                                |
|        | At the beginning of the year   | 440433                                    | 3.61                             |                                  |                                |
|        | 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): | 10.02.2017                                | (440433)                         | 0                                | GIFT                           |
|        | At the end of year   | 0   | 0                                |                                  |                                |

| S. No. | Name of the Promoter   | 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 |                                  |                                |
| 12     | AJAY KUMAR JINDAL  |   |                                  |                                  |                                |
|        | At the beginning of the year   | 605000                                    | 4.96                             |                                  |                                |
|        | 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): | 10.02.2017                                | (605000)                         | 0                                | GIFT                           |
|        | At the end of year   | 0   | 0                                |                                  |                                |

iv) Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):

| For Each of the Top 10 Shareholders |  | Shareholding at the beginning of the year  |   | Cumulative Share during the year   | Reason for increasing/decrease   |
|-------------------------------------|--|--|---|--|--|
| S. No.                              | Name of the Shareholder  | No. of shares  | % of total shares of the company  |  |  |
| 1                                   | YATIN AHOJA (3)  |  |   |  |  |
|                                     | At the beginning of the year   | 364469   | 2.98  |  |  |
|                                     | 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): | 08.04.2016<br>15.04.2016<br>12.08.2016<br>02.09.2016<br>09.09.2016<br>31.12.2016<br>06.01.2017<br>13.01.2017<br>20.01.2017 | (12028)<br>(11850)<br>110411<br>4594<br>100<br>9401<br>1961<br>5962<br>1600 | 352441<br>340591<br>451002<br>455596<br>455696<br>465097<br>467058<br>473020<br>474620 | SALE<br>SALE<br>PURCHASE<br>PURCHASE<br>PURCHASE<br>PURCHASE<br>PURCHASE<br>PURCHASE<br>PURCHASE |
|                                     | At the end of year   | 474620   | 3.89  |  |  |