



# **FOCUS INDUSTRIAL RESOURCES LIMITED**



**33<sup>RD</sup> ANNUAL REPORT  
2017-18**



## **SAVE PAPER SAVE TREES SAVE THE EARTH**

The Companies Act, 2013, as a part of Green Initiative, allows companies to go for paperless compliances by sending Notice, Annual Report and other related documents by e-mail to its Shareholders. Many of the Shareholders have registered their e-mail address and we thank them for the same. Shareholders, who have not registered their e-mail address so far or wish to change their e-mail address may, as a support to this initiative, register their e-mail address by sending an e-mail to [info@focuslimited.in](mailto:info@focuslimited.in), quoting their Name, Folio No. / DP ID / Client ID and e-mail address to be registered with us for enabling us to send documents in electronic form. Also, registering your e-mail address with us will ensure that we directly connect with you and no important communication from our side is missed by you as a Shareholder of the Company.

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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

**Vishnu Aggarwal Associates**

Chartered Accountants

D-16/94, First Floor, Sector-3,  
Rohini, Delhi-110085

### 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 last financial year has been an eventful year for the economy with the roll-out of GST, the residual impact of demonetisation, the introduction of Indian Bankruptcy Code (IBC), and the NPA problem in the banking sector. However, towards the end of the year, green shoots in the economy were visible and the economy seemed poised for stable growth. The Indian economy expanded by 7.7 percent in the last quarter of FY18, the fastest in the last eight quarters, although rising crude prices and macro headwinds, both global and domestic, could prolong the journey to stable growth. Against this macro-economic backdrop, I am pleased to inform you that our businesses have delivered a healthy performance in FY18 and thereby, building a foundation for future growth.

**Economy and business outlook** A broad-based cyclical upturn was visible across the global economy during the year under review and this got reflected in recovery in investment, manufacturing, trade and the firming of commodity prices. However, protectionist moves by the US government and partial retaliation by China have raised concerns about the future of global trade. But more importantly, the growing uncertainty in global geopolitics and the recent surge in crude oil prices are two factors that will have a bearing on the pace of global economic recovery. Several of the developed economies have either stopped or are in the process of slowing down their monetary expansion programmes undertaken in the aftermath of the global financial crisis a decade ago. But despite that, the emerging markets have not witnessed any major outflow of foreign capital as there has been a steady flow of liquidity from Japan and China to these markets. The domestic economy grew 6.7 per cent in 2017-18. Although this is lower than the growth achieved during the previous fiscal, the point to be noted here is that considerable progress has been made on a number of fronts during the year under review the impact of which will start manifesting in the coming months and years. The government's efforts towards enhancing India's attractiveness as an investment destination have started bearing fruits. India

has made substantial progress in improving its ranking on various parameters like Ease of Doing Business Index, Competitiveness, Innovation and Logistics Performance. Meanwhile, resolving the 'twin balance sheet problem' through the Insolvency and Bankruptcy Code (IBC) route has got under way. However, the IBC is still evolving, and the process will get fine-tuned gradually over the next few years. At least, the IBC has been ensuring quicker resolution of stressed assets. The biggest achievement during the year under review was the roll-out of the Goods and Services Tax (GST). Despite some initial documentation-related problems faced by smaller enterprises, GST is a giant step forward in creating a stable and transparent taxation regime and will reap rich dividends for the economy.

The Company's focus extends beyond the profit of a year. It extends to sustainable growth across market cycles. This sustainability is determined by our capacity to enhance stakeholder trust and value. If they gain, we gain; if they grow, we grow.

To sum up, FY18 has been a challenging year for us. I am proud of our employees who, despite the challenges faced, have worked hard to create consistent value for the company. I take this opportunity to thank each one of them for their sincere efforts. I also thank you - our valued Shareholders, for placing your confidence in us. I look forward to your continued support..

Regards,  
Sd/-

**Mamta Jindal**  
**Managing Director & Chairperson**



## BOARD OF DIRECTORS

### **MS. MAMTA JINDAL MANAGING 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 6 years in public relations and Liaisoning.

### **MR. SATENDRAPRATAP JAESWAL INDEPENDENT DIRECTOR**

Mr. Satendra Pratap 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 Liaisoning. 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 10 years in public relations and Liaisoning.

# BOARD'S REPORT

## The Members,

Focus Industrial Resources Limited

Your Directors have pleasure in presenting the 33<sup>rd</sup> Annual Report on the business and operations of your Company together with audited accounts for the Financial Year ended March 31<sup>st</sup>, 2018.

## FINANCIAL RESULTS

The financial performance of your Company for the year ended 31<sup>st</sup> March, 2018 is summarised below:

PARTICULARS	2017-2018	2016-2017
Operating Income	16,873,185	1,84,84,602
Other Income	----	67,345
Total Income	16,873,185	1,85,51,947
Less: Total Expenses	1,68,71,557	1,81,03,138
Profit/(loss) before Depreciation & Taxes	12,39,849	15,46,882
Less: Depreciation	12,38,221	10,98,073
Less: Current tax	72,798	88,925
Less: Deferred Tax	(72,649)	49,760
Profit/(Loss) for the year	116953	310,124

## 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 117102/- and registered a Net Profit of Rs. 116953/- 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. 23,416 to the Special Reserve of the Company.

## SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2018 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 Nine (9) times in the year 2017-2018. 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

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

## APPOINTMENT OF MS. MAMTA JINDAL AS CHAIRPERSON & MANAGING DIRECTOR





Ms. Mamta Jindal (DIN 00085096), Director of the Company was appointed as Chairperson & Managing Director for a term/period of five years with effect from November 13, 2017 and nomination 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. Ram Kishan Singh (DIN:07819542), 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.

#### **INDEPENDENT DIRECTORS**

The Independent Directors hold office for a fixed period of five years from the date of their appointment at the Annual General Meeting and are not liable to retire by rotation. The Company has received necessary declaration from each Independent Director of the Company under Section 149 (7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149 (6).

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

During the year, Mr. Pradeep Kumar Jindal vacated the office and from the post of Managing Director of the Company on October 12, 2017 due to disqualification u/s 164(2)(A) of the Companies Act, 2013 with immediate effect.

Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on November 13, 2017, unanimously appointed Ms. Mamta Jindal as Chairperson & Managing Director of the Company for a period of five years with effect from November 13, 2017 subject to approval of the Members at the ensuing Annual General Meeting (AGM).

The necessary resolution for the appointment of Ms. Mamta Jindal along with her brief profile and Additional Information required under the Listing Regulations is included in the notice convening the Thirty third AGM of the Company for shareholders' approval.

At the end of Financial Year: The KMPs of the Company as follows:

Ms. Mamta Jindal, Managing and Executive Director,

Mr. Punit Seth, Chief Financial Officer and

Ms. Silky Kapoor, Company Secretary

#### **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 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 2017- 18 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 - 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 one crore and two lakh rupees, or employed for part of the year and in receipt of eight lakh and fifty thousand rupees per month, to be reported under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **AUDITORS**

In accordance with the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the Board of Directors recommend to the shareholders to ratify the appointment of M/s. Vishnu Aggarwal Associates, Chartered Accountants (Firm Registration Number 007231C), as Statutory Auditors of the Company for F.Y. 2018-2019, who were appointed for 5 consecutive Financial year in the Annual General Meeting of the Company held for F.Y. 2016-2017.

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

#### **AUDITOR'S REPORT**

There are no qualifications, reservations or adverse remarks made by M/s. Vishnu Aggarwal Associates, Chartered Accountants, Statutory Auditors in their report for the Financial Year ended March 31, 2018. 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.

#### **DIRECTOR'S RESPONSIBILITY STATEMENT**

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

- in the preparation of the annual accounts, the applicable accounting standards have been followed with no material departures;
- 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;
- 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;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls in the Company that are adequate and are operating effectively; and
- 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):

- Code of Conduct
- Whistle Blower Policy / Vigil Mechanism Policy
- Fair Practice Code as per RBI Norms.
- Policy for determination of Materiality for disclosure of events or information.
- Policy for preservation of documents & Archival Policy
- Familiarisation Programmes for Independent Directors.
- Board Diversity Policy.
- Related Party Transaction Policy.
- Risk Management Policy.
- Remuneration Policy

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

To comply with RBI directions, your Company has closed its accounts for the full year ending March 2018, 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 4 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.

#### **ACKNOWLEDGEMENTS**

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/-

(Ms. Mamta Jindal)

Chairperson & Managing Director

DIN : 00085096

Place : Delhi

Dated : May 30, 2018





## "Annexure-A"

FORM NO. MGT 9	
EXTRACT OF ANNUAL RETURN	
as on financial year ended on 31.03.2018	
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	LISTED
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%

### 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 2017)				No. of Shares held at the end of the year (31st March 2018)				% 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	5988768	0	5988768	49.11%	6033219	0	6033219	49.48%	0.37%
b) Central Govt./ 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
SUB TOTAL (A)(1)	5988768	0	5988768	49.11%	6033219	0	6033219	49.48%	0.37%
(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
SUB TOTAL (A)(2)	0	0	0	0	0	0	0	0	0
<b>Total Shareholding of Promoter (A)(1)+(A)(2)</b>	<b>5988768</b>	<b>0</b>	<b>5988768</b>	<b>49.11%</b>	<b>6033219</b>	<b>0</b>	<b>6033219</b>	<b>49.48%</b>	<b>0.37%</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
SUB TOTAL (B)(1)	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
a) Bodies corporates									
i) Indian	1100371	0	1100371	9.02%	1107257	0	1107257	9.08%	0.06%
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs	889912	0	889912	7.30%	902229	0	902229	7.39%	0.09%
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakhs	3789628	0	3789628	31.08%	3734560	0	3734560	30.63%	-0.45%
c) Others (specify)									
Non Resident Indians	6015	0	6015	0.05%	6015	0	6015	0.05%	0.00%
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	800	0	800	0.00%	0	0	0	0.00%	0.00%
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
HUF	418705	0	418705	3.43%	410919	0	410919	3.37%	-0.06%
SUB TOTAL (B)(2)	6205431	0	6205431	50.88%	6160980	0	6160980	50.52%	-0.36%
<b>Total Public Shareholding (B)(1)+(B)(2)</b>	<b>6205431</b>	<b>0</b>	<b>6205431</b>	<b>50.88%</b>	<b>6160980</b>	<b>0</b>	<b>6160980</b>	<b>50.52%</b>	<b>-0.36%</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	602014	4.94	-	602014	4.94	-	-
5	MAMTA JINDAL	1051133	8.62	-	1095584	8.98	-	0.36
6	ANCHAL JINDAL	100000	0.82	-	100000	0.82	-	-
7	ARCHIT JINDAL	1210000	9.92	-	1210000	9.92	-	-
8	RENU JAIN	744364	6.10	-	744364	6.10	-	-
9	S.K. JAIN	802204	6.58	-	802204	6.58	-	-
10	MEERA MISHRA	500000	4.10	-	500000	4.10	-	-
	Total	5988768	49.10	-	6033219	49.46	-	0.36

### (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		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		
	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		
		No Change During the year			
	At the end of year	3000	0.02		

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		
2	PRADEEP KUMAR JINDAL & SONS HUF				
	At the beginning of the year	967924	7.94		
	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		
		No Change During the year			
	At the end of year	967924	7.94		

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		
3	KANIKA				
	At the beginning of the year	8129	0.06		
	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		
		No Change During the year			
	At the end of 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	602014	4.94		
	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		
		No Change During the year			
	At the end of year	602014	4.94		
5	MAMTA JINDAL				
	At the beginning of the year	1051133	8.62		
	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		
		02.02.2018	44451	1095584	Purchase
	At the end of year	1095584	8.98		
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):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		No Change During the year			
	At the end of year	100000	0.82		
7	ARCHIT JINDAL				
	At the beginning of the year	1210000	9.92		
	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):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		No Change During the year			
	At the end of year	1210000	9.92		
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):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		No Change During the year			
	At the end of year	744364	6.10		
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):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		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	500000	4.10		
	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):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		No Change During the year			
	At the end of year	500000	4.10		

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

For Each of the Top 10Shareholders		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	TRISHLA JAIN				
	At the beginning of the year	445000	3.65		
	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		
		No Change During the year			
	At the end of year	445000	3.65		
2	ALOK BANSAL				
	At the beginning of the year	173000	1.42		
	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		
		No Change During the year			
	At the end of year	173000	1.42		
3	GLOBE CAPITAL MARKET LTD. (2)				
	At the beginning of the year	170009	1.39		
	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		
		No Change During the year			
	At the end of year	170009	1.39		
4	MUKESH GUPTA (2)				
	At the beginning of the year	167500	1.37		
	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		
		No Change During the year			
	At the end of year	167500	1.37		
5	NAKUL BAJAJ				
	At the beginning of the year	141120	1.16		
	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		
		No Change During the year			
	At the end of year	141120	1.16		