34TH ANNUAL REPORT 2018-19

GROW WITH US

FOCUS INDUSTRIAL RESOURCES LIMITED

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CORPORATE INFORMATION

CHAIRPERSON & MANAGING DIRECTOR
Ms. Mamta Jindal

BOARD OF DIRECTORS
Mr. Satendrapratap Jaeswal
Mr. Rahul
Mr. Ram Kishan Singh
Mr. Santanu Kumar Dash
Mr. Pawan Kumar Poddar
(Upto March 31, 2019)

CFO
Mr. Punit Seth

COMPANY SECRETARY
Ms. Kanika Chhabra w.e.f. July 19, 2018

STAKEHOLDER RELATIONSHIP COMMITTEE
Mr. Santanu Kumar Dash, Chairman
Mr. Rahul , Member
Ms. Mamta Jindal, Member
(Upto March 31, 2019)

AUDIT COMMITTEE
Mr. Rahul, Chairman
Mr Satendrapratap Jaeswal, Member
Mr. Pawan Kumar Poddar, Member
(Upto March 31, 2019)

NOMINATION & REMUNERATION COMMITTEE
Mr. Rahul, Chairman
Mr Satendrapratap Jaeswal, Member
Mr. Shantanu Kumar Dash, Member
(Upto March 31, 2019)

REGISTERED OFFICE
104, Mukand House, Commercial Complex
Azadpur, Delhi-110033
Ph. : 011-47039000
CIN: L15319DL1985PLC021348
Website : www.focuslimited.in
Email : info@focuslimited.in

AUDITORS
Vishnu Aggarwal Associates
Chartered Accountants, Delhi

REGISTRAR & TRANSFER AGENTS
BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD.
Beetal House, 3rd Floor, 99 Madangiri
Near Dada Harshukh Das Mandir
Behind Local Shopping Centre, New Delhi-110 062
Ph. : 011-29961281
WEBSITE : www.beetalfinancial.com
E-MAIL : beetalrta@gmail.com

INVESTOR CONTACT
Ms. Kanika Chhabra
Company Secretary & Compliance Officer
Focus Industrial Resources Limited
104, Mukand House, Commercial Complex
Azadpur, Delhi-110033
Website : www.focuslimited.in
Email : info@focuslimited.in

BANKERS
Andhra Bank
Bandhan Bank

STOCK EXCHANGES
BSE Limited
Calcutta Stock Exchange Association Ltd.

Dear Shareholders,

I'm delighted to present 34th Annual report for FIRL as we continue our focused efforts towards pursuing our long term objectives.

The Indian economy started the fiscal year 2018-19 with a healthy growth of 8.2% in the first quarter on the back of domestic resilience. The growth eased to 7.3% in the subsequent quarter due to rising global volatility normalised monetary policy in advanced economies, externalities from trade disputes and investment rerouting. Despite softer growth the Indian economy remains one of the fastest growing and possibly the least affected in global turmoil. The financial marketing, non-banking financial sector in particular, faced severe liquidity crunch for a variety of reasons. All these had a dampening effect on the consumer sentiment.

At FIRL, creating value for all our stakeholders, including our shareholders, is considered as our prime responsibility and has been a defining element of our identity.

Our Vision at FIRL is "We aspire to become a pioneering and forward-looking organization that is collaborative, innovative and responsive to the financial changing financial needs of our clients."

As we look ahead to greater opportunity and prosperity, my thanks to all the Stakeholders for placing their trust and confidence & the entire FIRL team, you deliver without fail and make us proud. And, as always, my thanks to you for your constant support.

Best Wishes,

Mamta Jindal
Chairperson & Managing Director
Focus Industrial Resources Limited

BOARD OF DIRECTORS

Ms. Mamta Jindal
Managing Director

- Managing Director & Chairperson of FIRL.
- Holds a degree of Bachelor in Arts.
- Holds vast experience and expertise in Human Resource.
- She is a member of the Stakeholders Relationship Committee.
- She joined the Board on September 30, 2015 as a director

Mr. Ram Kishan Singh
Director

- Holds a degree of Bachelor in Commerce.
- His expertise lies in Marketing/ Sale operations.
- He is having experience of over 6 years in public relations and Liasoning.

Mr. Rahul
Independent Director

- Holds a degree of Bachelor in Commerce.
- 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. Santanu Kumar Dash
Director

- Holds a degree of Bachelor in Commerce.
- Has over two decades of work experience in the Non-Banking Finance Company.
- Is also working as Income Tax Practitioner over Sixteen 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. Pawan Kumar Poddar
Independent Director

- 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 Liasoning.

Mr. Satendrapratap Jaeswal
Independent Director

- 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

BOARD'S REPORT

The Members,

Focus Industrial Resources Limited

Your Directors have pleasure in presenting the 34th Annual Report on the business and operations of your Company together with audited accounts for the Financial Year ended March 31st, 2019.

FINANCIAL RESULTS

The financial performance of your Company for the year ended 31st March, 2019 is summarised below:

PARTICULARS	2018-2019	2017-2018
Operating Income	7,553,014	16,873,185
Other Income	-	-
Total Income	7,553,014	16,873,185
Less: Total Expenses	6,407,097	1,68,71,557
Profit/(loss) before Depreciation & Taxes	1,145,917	12,39,849
Less: Depreciation	1,238,221	12,38,221
Less: Current tax	1,24,589	72,798
Less: Deferred Tax	(1,20,215)	(72,649)
Profit/(Loss) for the year	**(96,678)**	**1,16,953**

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

During the year under review, your Company incurred loss of Rs 96,678/- and have turnover of Rs. 75,53,014/- 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

Your Board of Directors has transferred an amount of Rs. 2522/- to the Statutory Reserve maintained under Section 45-IC of the Reserve Bank of India Act, 1934. The Company has not transferred any amount to the General Reserve for the FY ended March 31, 2019.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2019 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 2018-2019. 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. 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.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company viz. www.focuslimited.in. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company.

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.

SUBSIDIARY, ASSOCIATE AND JOINT VENTURES COMPANIES

Your Company does not have any subsidiary / subsidiaries/ joint venture/associate company 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

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.

RESIGNATION OF MR. SANTANU KUMAR DASH FROM THE POST OF DIRECTORSHIP OF THE COMPANY

Mr. Santanu Kumar Dash (DIN: 02154069), Non executive, Non Independent Director has resigned from the post of directorship of the Company w.e.f April 11, 2019 due to Personal reason. The Board places on record the valuable services rendered by Mr. Santanu Kumar Dash during his tenure as a Director of the Company and expresses its deep sense of appreciation and gratitude for the same.

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).

RESIGNATION OF MR. PAWAN KUMAR PODDAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Pawan Kumar Poddar Non executive Independent Director has resigned from the post of directorship of the Company w.e.f June 13, 2019 due to other pre-occupations. He is occupied with his family business. He also confirmed that there was no material reason for his resignation from Board of Director of the Company as Independent director, other than what is mentioned herein above.

KEY MANAGERIAL PERSONNEL (KMP)

During the year, Ms. Silky Kapoor has resigned from the post of Company Secretary, Key Managerial Personnel and Compliance officer of the Company w.e.f July 19, 2018.

Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on July 19, 2018, unanimously appointed Ms. Kanika Chhabra as Company Secretary of the Company.

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. Kanika Chhabra, Company Secretary

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

An Adjudication Order dated March 14, 2019 was passed under Rule 5 of Securities Contract Regulation (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 2005 in respect of the Adjudication Proceedings conducted against the Company, for violation of the provisions of Clause 35 (b) of Listing Agreement read with Section 21 of SCRA and also in terms of the provisions of Rule 6 of Securities Contract Regulation (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules. 2005. The Adjudicating officer imposed a penalty of Rs 10, 00,000/- (Rupees Ten Lakhs only) on the Company. The Company is in the process of filing an Appeal before the Hon'ble Securities Appellate Tribunal, Mumbai.

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 as **Annexure-'C'**.

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 2018- 19 as under and the Board's response are given against each qualification/Observation as follows:

1. The Company has not paid Annual Listing of Bombay Stock Exchange for year ended March 2018 and March 2019, which is Non-Compliance of Regulation 14 of (listing obligations and disclosure requirements) regulations 2015.
2. The Company has not filed MGT 14 for Appointment of Internal Auditor as on date of signing of this Report.
3. The Company has not obtained membership from 4 Credit Information Companies (CICs) as directed by Reserve Bank of India.

Board's Response:

1. The Company has a track record of duly making the payment to the Bombay Stock Exchange. However, this time the delay is because of the unstable financial condition of the Company and the company is in the process of payment of fees as the amount involved is hefty.
2. The Company shall file the form MGT 14 for Appointment of Internal Auditor as soon as possible
3. The Company has initiated the process of obtaining memberships with all the Credit Information Companies and shall get itself registered. The delay in the registration is because of the payment of the Registration fee of Rs 70,800/- . At present, the Company is facing severe financial crisis and will soon get itself registered.

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.

FAMILIARISATION PROGRAMME OF INDEPENDENT DIRECTORS

In accordance with Regulation 25 of the Listing Regulations, the Board has adopted a Familiarization Programme for Independent Directors to familiarize the Independent Directors of the company with the organization. The Company also aims at informing the Directors on the legal, regulatory as well as socio-economic regime in which the Company functions. The familiarization Programme for the new and continuing Independent Directors of the Company ensures valuable participation and inputs from them which helps in bringing forth the best practices to the Company and help in making informed decision(s) at the Board Level.

The details of such Familiarisation Programme for Independent Director are uploaded on the website of the company and the web link of the same is provided here under: **http://focuslimited.in/policies.html.**

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 a comprehensive Whistle Blower Policy in compliance with Section 177 (9) & 177 (10) of the Companies Act, 2013 and as per Regulation 4 (2) (d) (iv) & 34 (3) read with Para 10 of Part C of Schedule V of the SEBI (LODR) Regulations, 2015 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.

A brief note on the highlights of the Whistle Blower Policy and compliance with the same is also provided in the Report on Corporate Governance, which forms part of this Report.

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.

STATUTORY AUDITORS

M/s. Vishnu Aggarwal Associates, Chartered Accountants were appointed as the Auditor of the Company by the shareholders for a period of 5 years in the Annual General Meeting of the Company held for F.Y. 2016-2017 subject to ratification at subsequent Annual General Meetings.

However, Ministry of Corporate Affairs, vide its Notification dated 7th May, 2018 amended provisions of Rule 3(7) of Companies (Audit and Auditors) Rules, 2014 and accordingly, provisions of requirement of ratification of appointment of auditor at every general meeting is dispensed with. Therefore, at the ensuing general meeting members are not required to ratify Auditor's appointment and M/s. Vishnu Aggarwal Associates, Chartered Accountants shall continue to act as Statutory Auditors for the remaining period of the term.

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

AUDITORS' 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, 2019. 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.

FAIR PRACTICE CODE

The Company has in place, a Fair Practice Code approved by the Board, in compliance with the guidelines issued by the RBI, to ensure better service and provide necessary information to customers to take informed decisions. The FPC is available on the website of the Company at **http://focuslimited.in/fair_practice.html.** The FPC is also reviewed by the Board at frequent intervals to ensure its level of adequacy and appropriateness.

PROHIBITION OF INSIDER TRADING:

SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/59 dated December 31, 2018 has amended the SEBI (prohibition of Insider Trading) (Amendement) (Regulations) 2018 which become applicable from April 1, 2019. In Compliance with the aforesaid notification of SEBI, the Company has revised Model Code of Conduct of Insider Trading Regulations which is applicable to all the Designated persons of the Company who are expected to have access to the Unpublished price sensitive Information relating to the Company.

The said Code lays down guidelines which advises them on procedure to be followed and disclosure to be made while dealing in the shares of the Company. It is available at the website of the Company **www.focuslimited.in**

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:

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 & Archival Policy
6) Familiarisation Programmes for Independent Directors.
7) Board Diversity Policy.
8) Related Party Transaction Policy.
9) Risk Management Policy.
10) 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 2019, and your Company continues to comply with the directives issued as well as the norms prescribed by Reserve Bank of India for NBFCs.

RESERVE BANK OF INDIA REGULATIONS

The Reserve Bank of India has classified the Company as "Category 'B' Non-Banking Finance Company". The Company has complied with all the applicable regulations of the Reserve Bank of India

DISCLOSURE ABOUT CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility as prescribed under the provisions of Sec 135 of the Companies Act, 2013 is not applicable to the Company as the Company doesn't fulfill the criteria specified therein.

COMPLIANCE WITH SECRETARIAL STANDARDS SS-1 & SS-2

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on the Meetings of the Board of Directors and General Meetings.

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.

GREEN INITIATIVES

Electronic copies of the Annual Report for F.Y 2018-19 and the Notice of the 34th AGM are sent to all members whose email addresses are registered with the Company / depository participants. For members who have not registered their email addresses, physical copies are sent in the permitted mode.

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

The Company has not fall in requirements of the Sexual Harassment of Women at the Workplace (prevention, Prohibition & Redressal) Act, 2013. Also, the Company has not received any complaints in this regard.

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.

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

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

Place : Delhi
Dated : September 02, 2019

"Annexure-A"

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2019
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: 011-29961281-83

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 Providing Finance and Investments.	64	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 2018)				No. of Shares held at the end of the year (31st March 2019)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual/HUF	6033219	0	6033219	49.48%	6033219	0	6033219	49.48%	0.00%
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
SUB TOTAL:(A) (1)	6033219	0	6033219	49.48%	6033219	0	6033219	49.48%	0.00%
(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
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**6033219**	**0**	**6033219**	**49.48%**	**6033219**	**0**	**6033219**	**49.48%**	**0.00%**
B. PUBLIC SHAREHOLDING									
(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	1107257	0	1107257	9.08%	897392	0	897392	7.36%	-1.72%
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	902229	0	902229	7.39%	904061	0	904061	7.41%	0.02%
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	3734560	0	3734560	30.63%	3957316	0	3957316	32.45%	1.82%
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
Clearing Members	0	0	0	0.00%	10	0	10	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	410919	0	410919	3.37%	396186	0	396186	3.25%	-0.12%
SUB TOTAL (B)(2):	**6160980**	**0**	**6160980**	**50.52%**	**6160980**	**0**	**6160980**	**50.52%**	**0.00%**
Total Public Shareholding (B)= (B)(1)+(B)(2)	**6160980**	**0**	**6160980**	**50.52%**	**6160980**	**0**	**6160980**	**50.52%**	**0.00%**
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	**12194199**	**0**	**12194199**	**100%**	**12194199**	**0**	**12194199**	**100%**	**0**

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the begginning 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	0.03	-	3000	0.03	-	-
2	**PRADEEP KUMAR JINDAL & SONS HUF**	967924	7.94	-	967924	7.94	-	-
3	**KANIKA**	8129	0.07	-	8129	0.07	-	-
4	**LAXMAN SINGH SATYAPAL**	602014	4.94	-	602014	4.94	-	-
5	**MAMTA JINDAL**	1095584	8.98	-	1095584	8.98	-	-
6	**AANCHAL 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	6033219	49.48		6033219	49.48	-	0.00

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

		Shareholding at the beginning of the year			
S. No. 1	Name of the Promoter PRADEEP KUMAR JINDAL	No. of shares	% of total shares of the company		
	At the beginning of the year	3000	0.03		
	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 Change During the year			
	At the end of year	3000	0.03		

		Shareholding at the beginning of the year			
S. No. 2	Name of the Promoter PRADEEP KUMAR JINDAL & SONS HUF	No. of shares	% of total shares of the company		
	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**	**Cumulative Share during the year**	**Reason for increasing/ decrease**
		No Change During the year			
	At the end of year	967924	7.94		

		Shareholding at the beginning of the year			
S. No. 3	Name of the Promoter KANIKA	No. of shares	% of total shares of the company		
	At the beginning of the year	8129	0.07		
	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 Change During the year			
	At the end of year	8129	0.07		

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