

**Quarterly Compliance Report on Corporate Governance  
Under Clause 49 of Listing Agreement  
Annexure - XI to the Listing Agreement**

Name of the Company:  
Quarter ending on:

**FOCUS INDUSTRIAL RESOURCES LIMITED**  
31<sup>st</sup> March, 2015

	Particulars	Clause of Listing Agreement	Compliance status (Yes/No/N.A.)	Remarks
II	<b>Board of Directors</b>	<b>49 (II)</b>		
(A)	Composition of Board	49(IIA)	Yes	-
(B)	Independent Directors	49(II B)	Yes	-
(C)	Non-executive directors' compensation & disclosure	49(II C)	Yes	-
(D)	Other provisions as to Board and Committees	49(II D)	Yes	The Board has reviewed periodically the status of legal compliances
(E)	Code of Conduct	49(II E)	Yes	The Code of conduct applies to all Managing /Executive Directors and employees. The codes have been posted on the website of the Company
(F)	Whistle Blower Policy	49(II F)	Yes	The policy have been posted on the website of the Company
III	<b>Audit Committee</b>	<b>49 (III)</b>		
(A)	Qualified & Independent Audit Committee	49(III A)	Yes	-
(B)	Meeting of Audit Committee	49(III B)	Yes	-
(C)	Powers of Audit Committee	49 (III C)	Yes	-
(D)	Role of Audit Committee	49 (III D)	Yes	-
(E)	Review of information by Audit Committee	49 (III E)	Yes	-
IV.	<b>Nomination and Remuneration committee</b>	<b>49 (IV)</b>	Yes	-
V.	<b>Subsidiary Companies</b>	<b>49 (V)</b>	N.A	-
VI.	<b>Risk Management</b>	<b>49 (VI)</b>	N.A	-
VII.	<b>Related Party Transactions</b>	<b>49 (VII)</b>	N.A	-
VIII.	<b>Disclosures</b>	<b>49 (VIII)</b>		
(A)	Related Party transactions	49 (VIII A)	N.A	-
(B)	Disclosure of Accounting treatment	49 (VIII B)	Yes	-
(C)	Remuneration of Directors	49 (VIII C)	Yes	-
(D)	Management	49 (VIII D)	Yes	-
(E)	Shareholders	49 (VIII E)	Yes	-
(F)	Proceeds from public issues, rights issue, preferential issues etc	49 (VIII F)	N.A	-
IX	<b>CEO/CFO Certification</b>	<b>49 (IX)</b>	Yes	-
X	<b>Report on Corporate Governance</b>	<b>49 (X)</b>	Yes	Annual Corporate Governance report already forms part of Annual report. Quarterly compliance reports are regularly submitted to the stock exchanges.
XI	<b>Compliance</b>	<b>49 (XI)</b>	Yes	Auditor Certificate on compliance of the conditions of corporate governance is included in the Annual Report

For FOCUS INDUSTRIAL RESOURCES LIMITED

(Pradeep Kumar Jindal)  
Managing Director  
DIN: 00049715

