



FOCUS INDUSTRIAL RESOURCES LIMITED

ANNUAL REPORT 2017-18

NOTICE

Notice is hereby given that the 33rd ANNUAL GENERAL MEETING of FOCUS INDUSTRIAL RESOURCES LIMITED (CIN: L15319DL1985PLC021348) will be held on Wednesday, 29th day of August, 2018 at 10:30 a.m. at Farm House No. 6, Hiranki Village, Delhi-110036 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial Statements for the financial year ended 31st March, 2018 including the audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ram Kishan Singh (DIN:07819542), Director of the Company, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.
3. **RATIFICATION OF AUDITOR**

To ratify the appointment of Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 139,142(1) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit committee, M/s. Vishnu Aggarwal Associates, Chartered Accountants (Firm Registration Number 007231C), be and is hereby ratified by the members of the Company for the financial year 2018-2019 at such remuneration as may be mutually agreed between the Board of Directors of the Company and Auditors."

SPECIAL BUSINESS:

4. **TO APPOINT MS. MAMTA JINDAL AS A MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and Article 187 of Articles of Association of the Company and consent and approval of the members of the Company be and is hereby accorded to the appointment of Ms. Mamta Jindal (DIN: 00085096), as Chairperson and Managing Director of the Company for a period of five years commencing from 13.11.2017 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Ms. Mamta Jindal

RESOLVED FURTHER THAT the remuneration payable to Ms. Mamta Jindal, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all

such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

By Order of the Board of Directors
For FOCUS INDUSTRIAL RESOURCES LIMITED
Sd/-
(Mamta Jindal)
Chairperson & Managing Director
DIN: 00085096

DELHI
August 02, 2018

Registered Office:
104, Mukand House,
Commercial Complex,
Azadpur, Delhi-110033

NOTES:

1. A member entitled to vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the company carrying voting rights. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority.
2. Proxies, to be effective, must be deposited at the Registered Office of the Company not less than 48 hours before commencement of the Meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the AGM.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. Members are requested to:-
 - (a) Note that copies of annual report will not be distributed at the Annual General Meeting.
 - (b) Deliver duly completed and signed attendance slip at the entrance of the meeting venue as entry will be strictly on the basis of the entry slip available at the counters at the venue to be exchanged with the attendance slip.
 - (c) Quote their Folio/client ID and DP ID Nos. in all correspondence.
 - (d) Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
6. The attendance slip and proxy form for the member of the company have been enclosed with the notice.
7. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. The Explanatory Statement setting out the material facts pursuant to Section

NOTICE (continued)

- 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
9. The Notice is being sent to the Members, whose names appear in the Register of Members/List of Beneficial Owners as on July 27, 2018 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on the said date.
 10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 11. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd August, 2018 to 29th August, 2018 (both days inclusive), for the purpose of Annual General Meeting.
 12. Section 72 of the Companies Act, 2013 extends nomination facility to individual shareholders of the Company. Therefore, shareholders willing to avail this facility may make nomination in Form SH-13 as provided in the Companies (Share Capital and Debentures) Rules, 2014.
 13. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Company Secretary of the Company at the Registered office of the Company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
 14. All documents referred to in the accompanying notice and Statutory Registers are open for inspection at the registered office of the Company on all working days (barring Sunday) between 10:00 a.m. to 12:00 p.m. prior to the Annual General Meeting.
 15. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for F.Y. 2017-18 will also be available on the Company's website www.focuslimited.in for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days, except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.
 16. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts.
 17. As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members holding shares in demat form are requested to register their email IDs with their Depository Participants.
 18. Members are requested to send all correspondence to Company's Registrars at Beetal Financial & Computer Services (P) Ltd, 3rd floor 99, near Dada Harsukh Das Mandir, New Delhi- 110062. Telephone Number 011- 29961281-83 & E-Mail id beetalrta@gmail.com. Website: www.beetalfinancial.com.
 19.
 - (1) The equity shares of the company are listed at the BSE Limited, 25th Floor, P J Tower, Dalal Street, Mumbai, Maharashtra- 400001 & The Calcutta Stock Exchange Limited, 7, Lyons Range, Kolkata-700001.
 - (2) Annual Listing fees for the year 2018-19 have been paid to the respective Stock Exchange.
 20. The information pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, with respect to the details of the Directors seeking appointment / reappointment at the forthcoming Annual General Meeting is annexed to the notice as annexure.
 21. The Securities and Exchange of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Beetal Financial Services Private Limited.
 22. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting
 23. Information and other instructions relating to e-Voting are as under:
 - I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
 - III. The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or (<http://www.focuslimited.in/>).
 - IV. The e-voting period commences on August 26, 2018 (10:00 am) and ends on August 28, 2018 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd August, 2018. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd August, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (www.beetalfinancial.com).
 - VI. The facility for voting through remote e-voting shall be made available at the AGM/EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - VII. The process and manner for remote e-voting are as under:
 - The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
 - A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
 - Your User ID details will be as per details given below:
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
 - Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL

- account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of the Focus Industrial Resources Limited.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders :**
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail prashanthgupta@kpgconsultants.com to with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd August, 2018.
 - IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd August, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
 - X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - XII. Mr. Prashanth Gupta of M/s KPG & Associates, Company Secretary in Practice has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.focuslimited.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai & The Calcutta Stock Exchange Limited, Kolkata.
24. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules, 2015.
- EXPLANATORY STATEMENT**
- PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**
- ITEM NO. 4**
- TO APPOINT MS. MAMTA JINDAL AS A MANAGING DIRECTOR OF THE COMPANY**
- According to Section 196 of the Companies Act, 2013, Managing Director is to be appointed by the Members of the Company for a term not exceeding five years. The Board of Directors have, subject to the approval of the shareholders, appointed Ms. Mamta Jindal as Managing Director of the Company with effect from 13th November, 2017 for a period of 5 years on the remuneration, terms and conditions recommended by the Nomination & Remuneration Committee.
- In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board, Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on August 2, 2018 approving appointment of Ms. Mamta Jindal, as Chairperson and Managing Director of the Company for a further period of five years with effect from 13th November, 2017 to 12th November, 2022. This is subject to the approval of the shareholders at this Annual General Meeting.
- This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The details of remuneration payable to Ms. Mamta Jindal and the material terms and conditions of the appointment are as follows:
- a. Salary: Rs 25,000 per month (Rupees Twenty Five Thousand Only).
 - b. Perquisites as detailed below:
 - Reimbursement of Conveyance, travelling, telephonic expenses on actual basis for official purpose.
 - Earned Leave/ privilege leave: Encashment will be permissible in accordance with the rules of the company.
- The Board of Directors of the Company be and is hereby authorized to alter, vary the terms and conditions of the re-appointment and total emoluments payable to the Managing Director as stated above. Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings form part of this Notice.
- None of the Directors are interested in this Resolution since it relates to his appointment.
- The resolutions as set out in item no.4 of this Notice is accordingly commended for your approval.

NOTICE (continued)

ITEM No.2

A. **INFORMATION AS REQUIRED UNDER REGULATION 36 OF THE SEBI (Listing Obligation and Disclosure Requirement) REGULATIONS, 2015:**

Re-appointment of Mr. Ram Kishan Singh as a Director liable to retire by rotation:

Mr. Ram Kishan Singh was appointed as a Director of the company on 30 May, 2017. He is liable to retire by rotation at the 33rd Annual General Meeting and being eligible has offered himself for re-appointment. His brief resume and nature of his expertise in specific functional area is provided in the annual report. Names of other listed companies in which he holds directorship and committee membership as referred in Regulation 36 Of The SEBI (Listing Obligation And Disclosure Requirement) Regulations, 2015 as per his disclosure to the Board for the financial year 2018-19 are given below :

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 33rd ANNUAL GENERAL MEETING IN COMPLIANCE WITH REGULATION 26(4), 36(3) OF SEBI LODR AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2).

ANNEXURE -1

Name	Mr. Ram Kishan Singh
Date of Birth	24.01.1987
Date of Appointment	30.05.2017
Director Identification Number (DIN)	07819542
Qualifications	Bachelor's Degree
Expertise in specific Functional area	His expertise lies in marketing/sales operations. He is having experience of over 6 years in public relations and Liasoning
Disclosure of relationships between directors inter-se	-
Directorship/Membership of Committees across all listed Companies other than Focus Industrial Resources Limited	-
Number of shares held in the Company	NIL

ANNEXURE -2

Name	Ms. Mamta Jindal
Date of Birth	18.05.1965
Date of Appointment	01.10.2016
Director Identification Number (DIN)	00085096
Qualifications	Bachelor's Degree in Arts.
Expertise in specific Functional area	She holds vast experience and expertise in Human Resource. Her efficient administrative skill ensures the company stays on the cutting edge of development
Disclosure of relationships between directors inter-se	-
Directorship/Membership of Committees across all listed Companies other than Focus Industrial Resources Ltd.	-
Relationship with other Directors/ Manager/KMP	-
Number of shares held in the Company	1095584

By Order of the Board of Directors
For FOCUS INDUSTRIAL RESOURCES LIMITED
Sd/- -
(Mamta Jindal)
Chairperson & Managing Director
DIN : 00085096

PLACE: Delhi

DATE: August 02, 2018