



# NOTICE

## FOCUS INDUSTRIAL RESOURCES LIMITED ANNUAL REPORT 2014-15

### NOTICE

Notice is hereby given that the **30TH ANNUAL GENERAL MEETING** of **FOCUS INDUSTRIAL RESOURCES LIMITED (CIN: L15319DL1985PLC021348)** will be held on Wednesday, 30th day of September, 2015 at 12.30 p.m. at Shalimar Bagh Club, Plot No-9, B-Block, Community Centre, Club Road, Shalimar Bagh, Delhi- 110088 to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements for the financial year ended 31st March, 2015 including the audited Balance Sheet as at 31st March, 2015 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. S.K. Dash(holding DIN:02154069), Director of the Company, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.
3. To appoint 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 sections 139, 142 and such other applicable provisions of the Companies Act, 2013, M/s. M.M. Goyal & Co., Chartered Accountants (Firm Registration Number 007198N), the retiring Auditors of the Company, be re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit."

#### SPECIAL BUSINESS:

4. **ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING ARTICLES IN CONFORMITY WITH THE COMPANIES ACT, 2013:**

To adopt new set of Articles of Association containing Articles in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard."

5. **TO APPOINT MR. RAHUL AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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 sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rahul (DIN: 06873911), in respect of whom the Company has received a notice in writing proposing his candidature for the office of a director under section 160

of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 consecutive years upto 35th Annual General Meeting.

6. **TO APPOINT MR. UTTAM KUMAR SRIVASTAVA AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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 sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Uttam Kumar Srivastava (DIN: 03372917), in respect of whom the Company has received a notice in writing proposing his candidature for the office of a director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 consecutive years upto 35th Annual General Meeting.

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

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 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Mamta Jindal (DIN: 00085832) be and is hereby appointed as Director of the Company, with effect from the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company".

For and on Behalf of the Board  
For FOCUS INDUSTRIAL RESOURCES LIMITED

sd/-

(Pradeep Kumar Jindal)  
Chairman & Managing Director  
DIN: 00049715

Date : September 02, 2015

Place : DELHI

#### 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. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY.**
2. 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 meeting.
3. 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

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

Ph. : 011-47039000, 011-27673522 Fax : 011-27676399

E-mail : info@focuslimited.in ; Website : www.focuslimited.in

## NOTICE (continued)

- 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) Note that no gifts/coupons will be distributed at the Annual General Meeting.
4. The attendance slip and proxy form for the member of the Company have been enclosed with the notice.
  5. Members are requested to quote their Registered Folio No., client ID and DP ID numbers for facilitating identification for attendance at the meeting.
  6. Proxies, in order to be effective, must be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.
  7. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
  8. The Notice is being sent to the Members, whose names appear in the Register of Members/List of Beneficial Owners as on 28th August, 2015 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.
  9. The Register of Members and Share Transfer Books of the Company will remain closed from September 26, 2015 to September 29, 2015 (both days inclusive), for the purpose of Annual General Meeting.
  10. The draft Articles of Association of the Company will be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours, upto the date of the Annual General Meeting.
  11. 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.
  12. 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.
  13. 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.
  14. The entire Annual Report is also available on the Company's website [www.focuslimited.in](http://www.focuslimited.in).
  15. Members are requested to intimate to the Company the changes, if any in their registered address along with pin code number.
  16. 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, we propose to send documents like notices convening general meetings, Annual Reports, etc to the email addresses of the shareholders. Please give the details in the attached format for registering your email ID. Those holding shares in demat form are requested to register their email IDs with their Depository Participants.
  17. 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 – [beetalra@gmail.com](mailto:beetalra@gmail.com). Website: [www.beetalfinancial.com](http://www.beetalfinancial.com).
  18. (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 2015-16 have been paid to the BSE Ltd & The Calcutta Stock Exchange Limited.
  19. The information pursuant to Clause 49 of the Listing Agreement with respect to the details of the Directors seeking appointment / reappointment at the forthcoming Annual General Meeting is annexed to the notice as annexure.
  20. 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.
21. **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.**
  22. **Information and other instructions relating to e-Voting are as under:**
    - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered 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 facility for voting through ballot paper shall be made available at the AGM 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.
    - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
    - IV. The remote e-voting period commences on 26th September, 2015 (10:00 am) and ends on 29th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
    - V. The process and manner for remote e-voting are as under:
      - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
        - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
        - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
        - (iii) Click on Shareholder - Login
        - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
        - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
        - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
        - (vii) Select "EVEN" of "Focus Industrial Resources Limited".
        - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
        - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
        - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
        - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
        - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [meenarthlp@gmail.com](mailto:meenarthlp@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
- EVEN (Remote e-voting Event Number) \_\_\_\_\_ USER ID \_\_\_\_\_ PASSWORD/PIN**
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing USER ID AND PASSWORD/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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 23rd September, 2015.
- X. 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. 23rd September, 2015, may obtain the login ID and password by sending a request at [Issuer@RTA](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. : 1800-222-990.
- XI. 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.
- XII. 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.
- XIII. Mr. Ankit Agarwal, Practising Company Secretary 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.
- XIV. 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 "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the Annual general 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.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.focuslimited.in](http://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 .

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

**ITEM NO. 4**

**ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION**

The existing Articles of Association ("AOA") are based on the Companies Act, 1956 and several regulations in the existing AOA contain reference to specific sections of the Companies Act, 1956 and some articles in the existing AOA are no longer in conformity with the Act. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with the general working of the Companies stand notified, several

regulations in the existing AOA of the Company require alteration and/or deletion.

Given this position it is considered expedient to wholly replace the existing AOA by a new set of Articles. The new set of AOA to be replaced in place of the existing AOA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AOA for a Company limited by shares and also carries forward certain provisions from the existing AOA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

The proposed new draft of AOA is available for inspection to the shareholders at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M and 1.00 P.M till the date of the meeting.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

The Board recommends this Resolution for your Approval.

**ITEMS NO. 5-6 RELATING TO APPOINTMENT OF INDEPENDENT DIRECTORS**

Mr. Rahul and Mr. Uttam Kumar Srivastava are Non-Executive Independent Directors of the Company. Mr. Rahul and Mr. Uttam Kumar Srivastava do not hold, by himself or for any other person on a beneficial basis, any shares in the Company. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Rahul and Mr. Uttam Kumar Srivastava being eligible and offering himself for appointment are proposed to be appointed as Independent Directors for five consecutive years for a term upto the conclusion of the 35th Annual General Meeting. A notice has been received from a member proposing Mr. Rahul and Mr. Uttam Kumar Srivastava as candidates for the Director of the Company.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rahul and Mr. Uttam Kumar Srivastava as an Independent Director, for the approval by the shareholders of the Company.

In the opinion of the Board, Mr. Rahul and Mr. Uttam Kumar Srivastava fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the Company. Copy of the draft letter for appointment of Mr. Rahul and Mr. Uttam Kumar Srivastava as Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, including Saturday.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

**ITEM NO. 7 APPOINTMENT OF MS. MAMTA JINDAL AS A DIRECTOR OF THE COMPANY**

Notice under Section 160 of the Act has been received from a member proposing Ms. Mamta Jindal as a candidate for the Director of the Company. Requisite consent, pursuant to Section 152(5) of the Act and declaration pursuant to Section 164(2) of the Act and rules thereunder, have been received from Ms. Mamta Jindal to act as Director, if appointed.

A notice has been received from a member as required under Section 160 of the Companies Act, 2013 proposing Ms. Mamta Jindal as a candidate for the office of Director as proposed in the resolution at Item 7 of the Notice.

None of the Directors and key managerial personnel of the company or their relatives except Mr. Pradeep Kumar Jindal, is in any way, interested or connected in this resolution.

The Board recommends this Resolution for your Approval.

**ANNEXURE -1**

**ITEM No. 2**

**A. INFORMATION AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S):**

**Re-appointment of Mr. S.K. Dash as a director liable to retire by rotation:**

Mr. S.K. Dash was appointed as a director of the Company on 29 July, 2002. He is liable to retire by rotation at the 30th 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. He is not related to any other director of the Company. Names of other Companies in which he holds directorship and committee membership as referred in clause 49 of the listing agreement(s) as per his disclosure to the board for the financial year 2015-16 are given below:

**BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 30th ANNUAL GENERAL MEETING**

<b>Name</b>	Mr. S.K Dash
<b>Date of Birth</b>	18.05.1963
<b>Date of Appointment</b>	July 29,2002
<b>Qualifications</b>	Bachelor's Degree in Commerce.
<b>Expertise in specific Functional area</b>	He has two decades work experience in the Non-Banking Finance Company and is also working as Income Tax Practitioner for over 13 years.
<b>Directorship held in other Companies</b>	0
<b>Membership/Chairmanship of Committees across all Public Companies other than focus Industrial Resources Limited</b>	0
<b>Number of shares held in the Company</b>	100

**ANNEXURE -2**

<b>Name</b>	Mr. Rahul
<b>Date of Birth</b>	02.01.1993
<b>Qualifications</b>	Bachelor's Degree in Commerce.
<b>Expertise in specific Functional area</b>	He is having experience in public relations and Liasoning.
<b>Directorship held in other Companies</b>	1
<b>Membership/Chairmanship of Committees across all Public Companies other than focus Industrial Resources Limited</b>	2
<b>Number of shares held in the Company</b>	NIL

**ANNEXURE -3**

<b>Name</b>	Mr. Uttam Kumar Srivastava
<b>Date of Birth</b>	19.11.1979
<b>Qualifications</b>	Bachelor's Degree in Commerce.
<b>Expertise in specific Functional area</b>	His Expertise lies in Banking Operations. He is having experience of over 10 years in public relations and Liasoning.
<b>Directorship held in other Companies</b>	8
<b>Membership/Chairmanship of Committees across all Public Companies other than focus Industrial Resources Limited</b>	3
<b>Number of shares held in the Company</b>	NIL

**ANNEXURE -4**

<b>Name</b>	Ms. Mamta Jindal
<b>Date of Birth</b>	18.05.1965
<b>Qualifications</b>	Bachelor's Degree in Arts
<b>Expertise in specific Functional area</b>	She holds vast experience and expertise in Human Resource. Her efficient administrative skill ensures the Company stays on the cutting edge of development.
<b>Directorship held in other Companies</b>	3
<b>Membership/Chairmanship of Committees across all Public Companies other than focus Industrial Resources Limited</b>	2
<b>Number of shares held in the Company</b>	610700