



FOCUS INDUSTRIAL RESOURCES LIMITED

ANNUAL REPORT 2015-16

NOTICE

Notice is hereby given that the **31st ANNUAL GENERAL MEETING of FOCUS INDUSTRIAL RESOURCES LIMITED (CIN: L15319DL1985PLC021348)** will be held on Friday, 30th day of September, 2016 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, 2016 including the audited Balance Sheet as at 31st March, 2016 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 Ms. Mamta Jindal (DIN:00085096), Director of the Company, who retires by rotation at this Annual General Meeting, and being eligible, offers herself 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 M/s. S.K. Singla & Associates, Chartered Accountants (Firm Registration Number 005903N), be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s. M.M. Goyal & Co., Chartered Accountants (Firm Registration Number 007198N), Statutory Auditors of the Company retiring at the conclusion of this Annual General Meeting) for a period of five years i.e. from the conclusion of this 31st Annual General Meeting till the conclusion of 36th Annual General Meeting of the Company, subject to annual ratification by the shareholders at every Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

4. **TO RE-APPOINT MR. PRADEEP KUMAR 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 and subject 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, approval of the members of the Company be and is hereby accorded to the re-appointment of **Mr. Pradeep Kumar Jindal (DIN: 00049715)**, as Chairman and Managing Director of the Company for a period of five years commencing from 29.12.2016 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 re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Pradeep Kumar Jindal.

RESOLVED FURTHER THAT the remuneration payable to Mr. Pradeep Kumar 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."

5. **APPOINTMENT OF MR. SATENDRAPRATAP JAESWAL AS AN INDEPENDENT DIRECTOR**

To appoint **Mr. Satendrapratap Jaeswal (DIN: 06864542)** as an Independent Director 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 Mr. Satendrapratap Jaeswal (DIN: 06864542), who was appointed as an Additional Director of the Company with effect from **February 10, 2016** by the Board of Directors of the Company (hereinafter referred to as "the Board") pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 150, 152 read with schedule IV and 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 pursuant to Regulation 27 of SEBI (Listing and Disclosure Requirements) Regulation 2015, **Mr. Satendrapratap Jaeswal (DIN: 06864542)**, Director, 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 up to 36th Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

**By Order of the Board of Directors
For FOCUS INDUSTRIAL RESOURCES LIMITED**

Sd/-

(Pradeep Kumar Jindal)

Chairman & Managing Director

DIN: 00049715

DELHI

September 02, 2016

Registered Office:

104, Mukand House,
Commercial Complex,
Azadpur, Delhi-110033

Regd. Off. : 104, Mukand House, Commercial Complex, Azadpur, Delhi-110 033

Ph. : 011-27676399, 47039000 Fax : 011-26766399

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

NOTICE (continued)

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 AGM.
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 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.
4. The attendance slip and proxy form for the member of the company have been enclosed with the notice.
5. 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.
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 Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
8. The Notice is being sent to the Members, whose names appear in the Register of Members/List of Beneficial Owners as on 26th August, 2016 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. A person who is not a Member as on the cut-off date i.e. Friday, August 26, 2016 should treat this Notice for information purposes only.
9. The Register of Members and Share Transfer Books of the Company will remain closed from September 26, 2016 to September 29, 2016 (both days inclusive), for the purpose of Annual General Meeting.
10. 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.
11. 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.
12. 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.
13. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for FY. 2015-16 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.
14. 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.
15. 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.
16. 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.
17. (1) The equity shares of the company are listed at the **BSE Limited**, 'PJ Tower, 'Dalal Street, Mumbai-400001 (Maharashtra) & **The Calcutta Stock Exchange Limited**, 7, Lyons' Range, Kolkata-700001.
(2) Annual Listing fees for the year 2016-17 have been paid to the respective Stock Exchange.
18. 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.
19. 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.
20. 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.
21. **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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, 2016 (10:00 am) and ends on 29th September, 2016 (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, 2016, 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 prashanthgupta@kpgconsultants.com with a copy marked to 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.
- VII. 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 or call on toll free no.: 1800-222-990.
- VIII. 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.
- IX. 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).
- X. 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, 2016.
- XI. 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, 2016, 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.
- XII. 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.
- XIII. 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.
- XIV. Mr. Prashanth Kumar Gupta, Company Secretary in Practice of M/s. KPG & Associates 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.
- XV. 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 "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVI. 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.
- XVII. 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.
- XVIII. The Resolutions shall be deemed to be passed on the date of the meeting, i.e. 30th September, 2016 subject to the receipt of the requisite no. of votes in favour of the Resolutions.

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

ITEM NO. 4

RE-APPOINTMENT OF MR. PRADEEP KUMAR JINDAL AS A MANAGING DIRECTOR OF THE COMPANY

Mr. Pradeep Kumar Jindal, was appointed as Chairman and Managing Director by the members to hold office up to December 29, 2016 and hence continuation of his employment as Executive Chairman and Managing Director requires the approval of members by way of an Ordinary resolution.

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 September 2, 2016 approving re-appointment of Mr. Pradeep Kumar Jindal, as Executive Chairman and Managing Director of the Company for a further period of five years with effect from December 29, 2016 to December 28, 2021. 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 Mr. Pradeep Kumar Jindal and the material terms and conditions of the re-appointment are as follows:

- a. Salary: Rs 50,000 per month (Rupees Fifty 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. None of the Directors other than Mr. Pradeep Kumar Jindal & Ms. Mamta Jindal are interested in this Resolution since it relates to his re-appointment.

ITEMS NO. 5

APPOINTMENT OF INDEPENDENT DIRECTOR

Mr. Satendrapratap Jaeswal (DIN: 06864542) was appointed as an Additional Director of the Company on 10th February, 2016. In terms of the provisions of section 161 of the Companies Act, 2013 and the rules made thereunder, he is eligible to hold office upto the date of Annual General Meeting. In terms of provision of Section 160 of the Companies Act, 2013 and rules made there under, a person who is not a retiring director in terms of section 152, shall subject to the provisions of this Act, be eligible for appointment to the office of Director at any General Meeting, if he or some member intending to propose him as a Director, has not less than fourteen days before the meeting, left at the Registered office of the Company, a notice in writing under his hand signifying his candidature as a Director, or as the case may be, the intention of such member to propose him as a candidate for that office, along with deposit of one Lakh rupees, which shall be refunded to the person, if the person who is proposed gets elected as a Director either on show of hands/Remote E-Voting/Ballot or on poll on such resolution.

Accordingly, a notice has been received from the member along with requisite amount proposing candidature of Mr. Satendrapratap Jaeswal for the office of Independent Director in terms of section 160 and 161 of Companies Act, 2013.

Mr. Satendrapratap Jaeswal does not hold any shares of Focus Industrial Resources Limited

NOTICE (continued)

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in the resolution set out at Item No.5 of the Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 5 for approval by the shareholders.

ITEM No. 2

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

Re-appointment of Ms. Mamta Jindal as a Director liable to retire by rotation:

Ms. Mamta Jindal was appointed as a Director of the company on 30 September, 2015. She is liable to retire by rotation at the 31st Annual General Meeting and being eligible has offered herself for re-appointment. Her brief resume and nature of her expertise in specific functional area is provided in the annual report. She is related to the Managing director of the Company. Names of other listed companies in which she holds directorship and committee membership as referred in Regulation 36 of The SEBI (Listing Obligation And Disclosure Requirement) Regulations, 2015 as per her disclosure to the Board for the financial year 2016-17 are given below:-

Name of the Company Committee Membership BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 31ST ANNUAL GENERAL MEETING

ANNEXURE -1

Name	Ms. Mamta Jindal
Date of Birth	18.05.1965
Date of Appointment	September 30, 2015
Qualifications	Bachelor 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	Mr. Pradeep Kumar Jindal
Directorship/Membership of Committees across all listed Companies other than Focus Industrial Resources Limited	NIL
Number of shares held in the Company	610700

ANNEXURE -2

Name	Mr. Satendrapratap Jaeswal
Date of Birth	04.11.1984
Date of Appointment	10.02.2016
Qualifications	Bachelor in Arts
Expertise in specific Functional area	He is having experience in Public Management & Team Building
Disclosure of relationships between directors inter-se	-
Directorship/Membership of Committees across all listed Companies other than Focus Industrial Resources Ltd.	Delta Leasing & Finance Ltd. Audit Committee & Stakeholder Relationship Committee & Nomination & Remuneration Committee & Share Transfer Committee.
Number of shares held in the Company	NIL

ANNEXURE -3

A BRIEF PROFILE ALONG WITH OTHER DETAILS OF THE MANAGING DIRECTOR ARE AS FOLLOWS :-

Name	Mr. Pradeep Kumar Jindal
Date of Birth	23.01.1958
Date of Appointment	28.12.2001
Qualifications	Masters in Business Administration (MBA) and a graduate in commerce.
Expertise in specific Functional area	He is having experience in managing operations in a large business environment, formulating business strategies and identifying new markets and had also practised as Income Tax Practitioner for over fourteen years.
Disclosure of relationships between directors inter-se	Ms. Mamta Jindal
Directorship/Membership of Committees across all listed Companies other than Focus Industrial Resources Limited	Pawansut Holdings Limited Audit Committees & Stakeholder Relationship Committee - Pawansut Holdings Limited
Number of shares held in the Company	3000

**By Order of the Board of Directors
For FOCUS INDUSTRIAL RESOURCES LIMITED
Sd/-**

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

PLACE: Delhi

DATE: September 02, 2016



LOCATION MAP OF SHALIMAR BAGH CLUB

