



FOCUS INDUSTRIAL RESOURCES LIMITED

ANNUAL REPORT 2016-17

NOTICE

Notice is hereby given that the 32nd ANNUAL GENERAL MEETING of FOCUS INDUSTRIAL RESOURCES LIMITED (CIN: L15319DL1985PLC021348) will be held on Friday, 29th day of September, 2017 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, 2017 including the audited Balance Sheet as at 31st March, 2017 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. Santanu Kumar Dash (DIN:02154069), Director of the Company, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.
3. **APPOINTMENT OF AUDITORS**

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 the provisions of Section 139,142(1) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder and pursuant to the recommendation of the Audit Committee, M/s. Vishnu Aggarwal Associates, Chartered Accountants (Firm Registration Number 007231C), be and hereby appointed as Auditors of the Company in place of M/s. S. K. Singla & Associates Chartered Accountants (Firm Registration No. 005903N) from the conclusion of this 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting, subject to ratification by shareholders at each Annual General Meeting to be held hereafter and that they be paid a remuneration as may be determined by the Board of Directors.

SPECIAL BUSINESS:

4. **APPOINTMENT OF MR. PAWAN KUMAR PODDAR AS AN INDEPENDENT DIRECTOR**

To appoint **Mr. Pawan Kumar Poddar (DIN: 02152971)** 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. Pawan Kumar Poddar (DIN: 02152971), who was appointed as an Additional Director of the Company with effect from 1st October, 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 enactment thereof for the time being in force) and pursuant to Regulation 27 of SEBI (Listing and Disclosure Requirements) Regulation 2015, **Mr. Pawan Kumar Poddar (DIN: 02152971)**, 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 37th Annual

General Meeting.

FURTHER RESOLVED 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."

5. APPOINTMENT OF MR. RAM KISHAN SINGH AS A DIRECTOR

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 161(1) of the Companies Act, 2013 and Articles Of Association of the company, **Mr. Ram Kishan Singh (DIN: 07819542)** who was appointed as an Additional Director w.e.f. 30th May, 2017 at the meeting of the Board of Directors of the Company held on 30th May, 2017 and who holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from the member in writing, under section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of director be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT any of the director of the company be and is hereby authorized to do all such acts, deeds and things as may be required for the above resolution."

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

Sd/-

(Pradeep Kumar Jindal)

Chairman & Managing Director

DIN: 00049715

DELHI

September 01, 2017

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 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 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 25th August, 2017 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 25th September, 2017 to 29th September, 2017 (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 noon prior to the Annual General Meeting.
15. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for F.Y. 2016-17 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 beetalra@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 Cakutta Stock Exchange Limited, 7, Lyons Range, Kolkata-700001.
 - (2) Annual Listing fees for the year 2017-18 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. 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, 2017 (10:00 a.m.) and ends on 28th September, 2017 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2017, 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 csheetalsharma@gmail.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:
- | | |
|--|----------------|
| <u>EVEN (Remote e-voting Event Number)</u> | <u>USER ID</u> |
| <u>PASSWORD/PIN</u> | |
- (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 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 22nd September, 2017.
- 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. 22nd September, 2017, 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
- 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. Ms. Sheetal Sharma of M/s Sheetal & Company, Company Secretary in Practice has been appointed 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 "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.
- XV. 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.
- XVI. 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 Cakutta 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

APPOINTMENT OF INDEPENDENT DIRECTOR

Mr. Pawan Kumar Poddar (DIN: 02152971) was appointed as an Additional Director of the Company on 1st October, 2016 by the Board of Directors. In terms of the provisions of section 161(1) 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. Pawan Kumar Poddar** for the office of Independent Director in terms of section 160 and 161 of Companies Act, 2013.

Mr. Pawan Kumar Poddar does not hold any shares of Focus Industrial Resources Limited.

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.4 of the Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 4 for approval by the shareholders.

ITEM NO. 5

APPOINTMENT OF MR. RAM KISHAN SINGH AS DIRECTOR

Mr. Ram Kishan Singh who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 effective from 30th May, 2017 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Mr. Ram Kishan Singh is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of **Mr. Ram Kishan Singh** as a Director, for the approval by the shareholders of the Company.

NOTICE (continued)

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

ITEM No.2**A. INFORMATION AS REQUIRED UNDER REGULATION 36 OF THE SEBI (Listing Obligation and Disclosure Requirement) REGULATIONS, 2015:**

Re-appointment of Mr. Santanu Kumar Dash as a Director liable to retire by rotation: Mr. Santanu Kumar Dash was appointed as a Director of the company on 29th July, 2002. He is liable to retire by rotation at the 32nd 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 2017-18 are given below:

**BRIEF RESUME OF THE DIRECTORS SEEKING
APPOINTMENT/RE-APPOINTMENT AT THE
32ND ANNUAL GENERAL MEETING**

ANNEXURE -1

Name	Mr. Santanu Kumar Dash
Date of Birth	18.05.1963
Date of Appointment	29.07.2002
Qualifications	Post graduate in Commerce
Expertise in specific Functional area	He has work experience in the Non-Banking Finance Company and had also worked as Income Tax Practitioner for over 16 years.
Disclosure of relationships between directors inter-se	-
Directorship/Membership of Committees across all listed Companies other than Focus Industrial Resources Limited	NIL
Number of shares held in the Company	100

ANNEXURE -2

Name	Mr. Pawan Kumar Poddar
Date of Birth	10.07.1959
Date of Appointment	01.10.2016
Qualifications	Bachelor's Degree in Commerce
Expertise in specific Functional area	His expertise lies in finance operations. He is having experience of over 9 years in public relations and Liaisoning
Disclosure of relationships between directors inter-se	-
Directorship/Membership of Committees across all listed Companies other than Focus Industrial Resources Ltd.	Delta Leasing & Finance Limited Audit Committee & Stakeholder Relationship Committee & Nomination & Remuneration Committee & Share Transfer Committee - Delta Leasing & Finance Limited. Pawansut Holdings Limited Audit Committee & Stakeholder Relationship Committee & Nomination & Remuneration Committee - Pawansut Holdings Limited
Number of shares held in the Company	NIL

ANNEXURE -3

Name	Mr. Ram Kishan Singh
Date of Birth	24.01.1987
Date of Appointment	30.05.2017
Qualifications	Bachelor's Degree
Expertise in specific Functional area	His expertise lies in marketing/sales operations. He is having experience of over 5 years in public relations and Liaisoning
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

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 01, 2017