



Sheetal & Company

Company Secretaries

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MGT 13

REPORT OF SCRUTINIZER - COMBINED

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3)(xi) & 21(2) of the Companies(Management and Administration) Rules, 2014 as amended to date]

To,

The **Chairman** of the Annual General Meeting (“AGM”) of the shareholders of **FOCUS INDUSTRIAL RESOURCES LIMITED** (the “Company”) held on Friday, 29th September, 2017 at Shalimar Bagh Club, Plot no. 9, B- Block, Community Centre, Club Road, Shalimar Bagh, Delhi- 110 088 at 12:30 p.m.

Dear Sir,

1. I, **Sheetal**, Company Secretary in Practice, have been appointed by the Board of Directors of FOCUS INDUSTRIAL RESOURCES LIMITED as a Scrutinizers for the purpose of scrutinizing the e-voting process and for the purpose of the poll taken on the below mentioned resolutions to ascertain the requisite majority on e-voting and poll carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the notice of the AGM of the shareholders of the Company held on Friday, 29th September, 2017.



2. The management of the Company is responsible to ensure the compliances with the requirements under the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the notice of the AGM of the shareholders of the Company. My responsibility as a scrutinizer for the e-voting process and poll is restricted to the making of the Scrutinizer's report of the votes cast in "favour", "invalid votes" or "against" the resolutions contained in the notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the authorized agency to provide e-voting facilities, engaged by the Company and the votes cast in "favour", "invalid votes" or "against" the resolutions contained in the notice by the shareholders as present by poll.
3. Further to the above, I submit my report as under:
- (i) The e-voting period remained opened from 26th September, 2017 (10:00 am) to 28th September, 2017 (5:00 pm).
 - (ii) The members of the Company as on the record date / cut-off date i.e. 22nd September, 2017, were entitled to cast their vote electronically on the resolutions as mentioned in the notice of the AGM of the shareholders of the Company;
 - (iii) After the Conclusion of the Annual General Meeting
 - a. The votes cast through Remote E-Voting were unblocked on 29th September, 2017 at around 05.15 P.M in presence of two witnesses namely, Ms. Karuna Sharma and Ms. Rajeshwari Jaiswal, who are not in the employment of the Company.



They have signed below in confirmation of the Event being unblocked in their presence:



Mr. Karuna Sharma

and



Ms. Rajeshwari Jaiswal

- b. And the Ballot boxes were opened and polling papers were removed and examined.
- (iv) Thereafter the details containing *inter alia*, list of the shareholders, who voted “for”, “against” the resolution were extracted from the Poll Papers and Report generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com/> and based on such reports the result of the e-voting is as under:

ITEM NO. 1

To receive, consider and adopt Audited Balance Sheet for the financial year ended 31st March, 2017 and Statement of Profit & Loss Account for the financial year ended on that date along with Reports of the Board of Directors and Auditors thereon.

1. Voted **in favour** of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	31	36,26,186	100%
Ballot Paper/Poll (in person or proxy)	39	9,71,279	100%
Total	70	4,597,465	100%



2. Voted **against** the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
Ballot Paper/Poll (in person or proxy)	-	-	-
Total	-	-	-

3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
Ballot Paper/Poll (in person or proxy)	-	-

ITEM NO. 2

To appoint a Director in place of Mr. Santanu Kumar Dash (DIN:02154069), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.



1. Voted **in favour** of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	31	36,26,186	100%
Ballot Paper/Poll (in person or proxy)	39	9,71,279	100%
Total	70	4,597,465	100%

2. Voted **against** the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
Ballot Paper/Poll (in person or proxy)	-	-	-

3. **Invalid** votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
Ballot Paper/Poll (in person or proxy)	-	-



ITEM NO. 3

To appoint M/s.Vishnu Aggarwal Associates, Chartered Accountants as statutory Auditors in place of M/s. S. K. Singla and Associates Chartered Accountants (Firm Registration No. 005903N).

1. Voted **in favour** of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	31	36,26,186	100%
Ballot Paper/Poll (in person or proxy)	39	9,71,279	100%
Total	70	4,597,465	100%

2. Voted **against** the Resolution

Mode of Voting	Number of members voted through electronic system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
Ballot Paper/Poll (in person or proxy)	-	-	-



3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
Ballot Paper/Poll (in person or proxy)	-	-

ITEM NO. 4

To appoint Mr. Pawan Kumar Poddar (DIN: 02152971) as an Independent Director of the company for a period of five years.

1. Voted **in favour** of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	31	36,26,186	100%
Ballot Paper/Poll (in person or proxy)	39	9,71,279	100%
Total	70	4,597,465	100%

2. Voted **against** the Resolution

Mode of Voting	Number of members voted through electronic system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
Ballot Paper/Poll (in person or proxy)	-	-	-



3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
Ballot Paper/Poll (in person or proxy)	-	-

ITEM NO. 5

Appointment of Mr. Ram Kishan Singh (DIN 07819542) as a Director.

1. Voted **in favour** of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	31	36,26,186	100%
Ballot Paper/Poll (in person or proxy)	39	9,71,279	100%
Total	70	4,597,465	100%

2. Voted **against** the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
Ballot Paper/Poll (in person or proxy)	-	-	-



3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
Ballot Paper/Poll (in person or proxy)	-	-

**Thanking You,
For Sheetal & Company
(Company Secretaries)**



**(Sheetal)
ACS- 38958
COP- 15204**

**Date: 29/09/2017
Place: New Delhi**