


FORM A

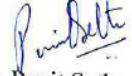
Format of covering letter of the annual audit report to be filed with the Stock Exchange

- | | |
|---|------------------------------------|
| 1. Name of the Company | Focus Industrial Resources Limited |
| 2. Annual financial statements for the year Ended | 31 st March, 2015 |
| 3. Type of Audit observation | Un-qualified |
| 4. Frequency of observation | Not applicable |
| 5. To be signed by: | |

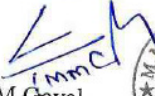
(a) CEO/Managing Director


Mr. Pradeep Kumar Jindal
(Managing Director)

(b) CFO

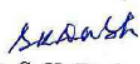

Mr. Punit Seth
(CFO)

(c) Auditor of the Company


Mr. M.M. Goyal
M.M Goyal & Co
(Chartered Accountants)
208, Allied House, 2nd Floor,
Inder Lok, Delhi-110 035



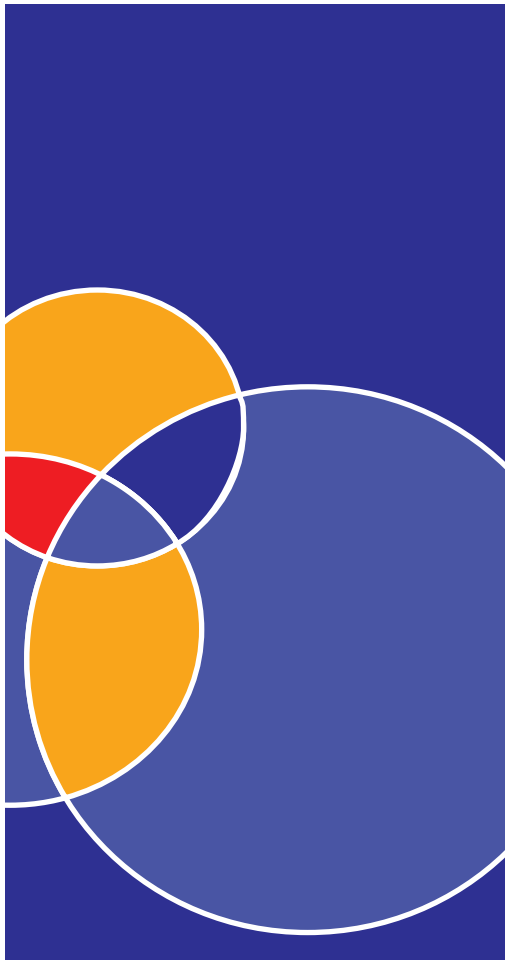
(d) Audit Committee Chairman


Mr. S. K. Dash
(Director)



FOCUS INDUSTRIAL RESOURCES LIMITED

30th
Annual Report
2014-15



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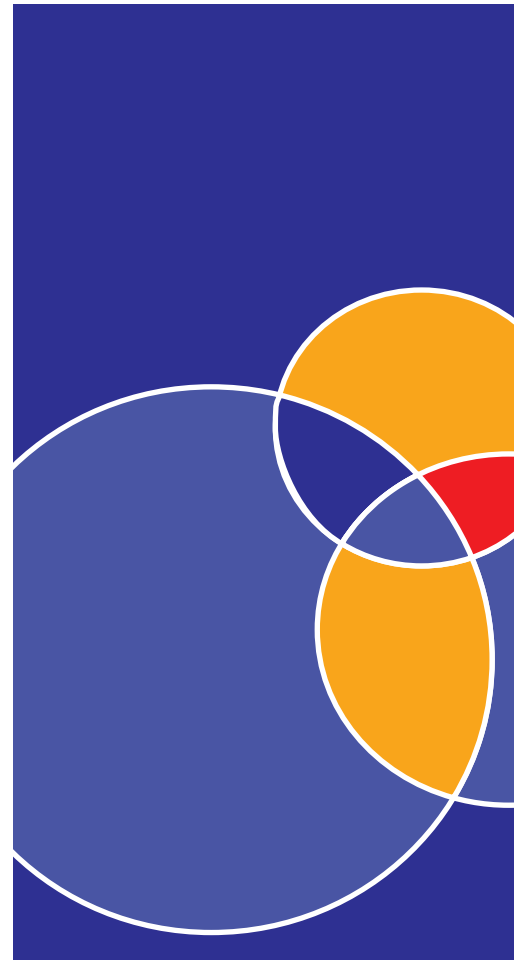
Auditors' Report

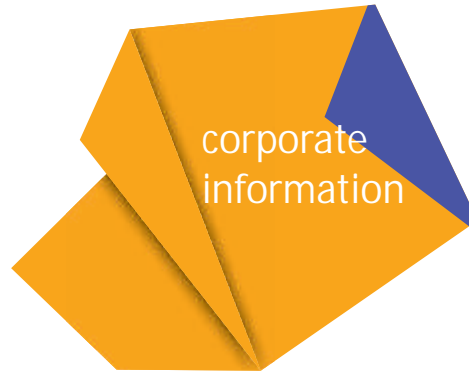
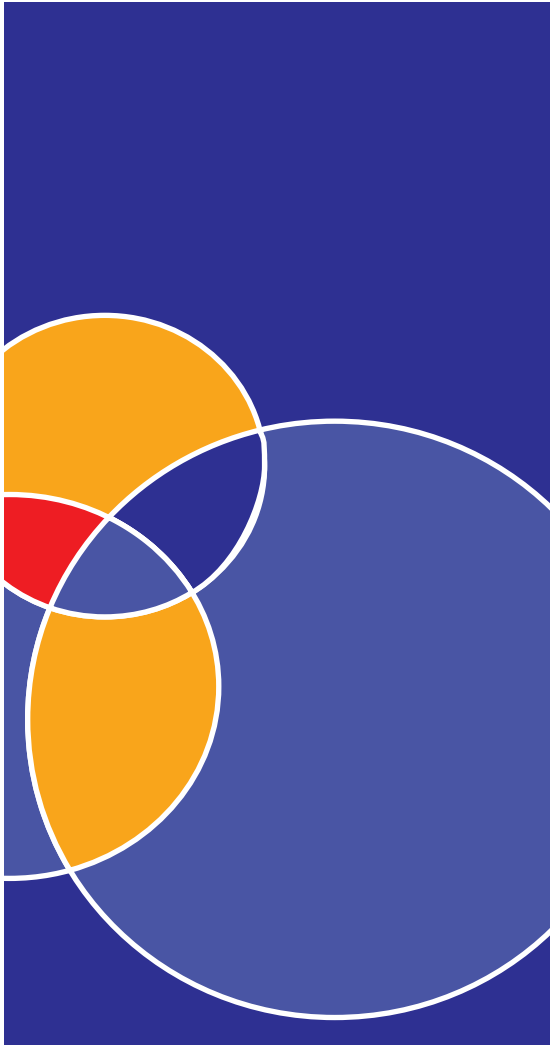
Balance Sheet

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Notes to Financial Statements





corporate
information

REGISTERED OFFICE & CORPORATE OFFICE

104, Mukand House, Commercial Complex,
Azadpur, Delhi- 110 033

CIN : L15319DL1985PLC021348
www.focuslimited.in

COMPANY SECRETARY

Ms. Silky Kapoor

AUDITORS

M. M. GOYAL & CO.
208, Allied house, IInd Floor,
Shahzada Bagh, Inder Lok
Delhi- 110 035

BANKER

Andhra Bank

STOCK EXCHANGES

BSE Limited
Calcutta Stock Exchange Association Ltd.

**REGISTRAR
&
TRANSFER
AGENTS**

BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD.

Beetal House. IIIrd Floor, 99 Near Dada
Harshukh Das Mandir, New Delhi- 110 062
E-Mail : beetalrta@gmail.com
Website : www.beetalfinancial.com
Ph. : 011-29961281-83



Dear Shareowners,

It has been said that companies that build scale for the benefit of their customers and shareholders more often succeed over time. These are words which have always defined our guiding principles at Focus, and have been in evidence this year too. Financial Year 2015 was a year of hope and aspiration. The new Government at the Centre, under the leadership of our Prime Minister, Shri Narendra Modi, scripted a 10-point agenda for immediate action. Prime among these is the increase in investments particularly in infrastructure and the implementation of policies in a time-bound manner. A lot remains to be done and the consequent effect on the economic environment has to materialize. The macro-economic situation of the country is far better than a couple of years ago. The current account deficit is under control, largely due to lower oil prices and reduced imports. The fiscal deficit has been managed reasonably well with a target of touching the 3% level down the line. Significant steps are being taken to improve the ease of doing business. Inflation is under control; however, one needs to be cautious of the fact that the year witnessed unseasonal rains in many parts of the country. Though the monsoon has arrived well on time, we hope that the overall rainfall is adequate. While India appears to be growing at a healthy rate compared to other emerging markets, it is imperative to substantially accelerate the growth momentum for sustained job creation and eradication of poverty. On the monetary policy front, while the Reserve Bank of India reduced repo rates twice during the last year, the lending rates continue to be elevated. It is hoped that growth will become the primary theme for the Centre as well as the States in the coming years.

FY 2015 in Perspective Amidst a very difficult economic environment, your Company demonstrated a stable performance. The Top Management of your Company has outlined three filters as the strategy for future growth:

- i. Potential to scale up the business
- ii. Competitive advantage or strengths.
- iii. Possibility of sustained and profitable growth Consolidating and strengthening your Company's presence.

We inherit much more than our name. We derive strength, synergies, and most importantly, the priceless asset of trust. Our canvas has expanded, as

we ventured into new fields while simultaneously widening the portfolio of existing businesses.

Our core area is in Finance, Leasing, Hire Purchase and investments. We are doing this by improving our internal processes, strengthening our techniques and investing significantly in terms of training our people. We do believe that the process of strengthening our core area will continue well into the next financial area and perhaps the year after as well.

During the FY 2014-15, your Company's Revenue has increase to Rs. 10,656,901 .00 as compared to Rs. 10,073,015.00 for the FY 2013-14.

Several pillars have been erected in terms of systems, processes, risk controls, people and technology. Many more steps will be taken to reach our long-term goal. Your Company's Management and the entire Executive Team Focus Industrial Resources Limited (FIRL) are committed to building a respectable and lasting entity. I take this opportunity to thank my colleagues on the Board for their valuable contribution. I thank all our employees for nurturing the values we espouse and for their unfettered efforts in the building of this institution. Always remember that each employee, each person involved in this company in any small or large measure, has an ownership over this company. We are what we are because we stand together as a family. This would not have been possible without your support. On behalf of the Board, I present my sincere appreciation and gratitude to our customers, shareholders, bankers and others for their continuous support, confidence and faith they have reposed in the Company.

I thank you for your attention.

Regards,

Sd/-

(Pradeep Kumar Jindal)

Chairman & Managing Director



Directors' Profile

MR. PRADEEP KUMAR JINDAL MANAGING DIRECTOR

Mr. Pradeep Kumar Jindal, is the Promoter & Managing Director of FIRL Since 2006. As the Managing Director, he heads the organization and provides strategic direction and guidance to all the activities of the organisation and had also practiced as Income Tax Practitioner for over thirteen years. Mr Pradeep Kumar Jindal holds a degree of Masters in Business Administration (MBA) and a graduate in Commerce from Agra. He joined the Company in 2001 as a Director on the Board. He is a member of the Audit Committee constituted by the Company .

MS. MADHVI BHATNAGAR, DIRECTOR

Ms. Madhvi Bhatnagar, holds a degree of Bachelors in Commerce and has over two decades of work experience in the Non-Banking Finance Company. She has a very broad background for providing financial solutions . She is chairman of the Shareholders Grievance Committee and also a member of the Audit Committee, & Remuneration Committee. She joined the Board on July 29, 2002 as a director.

MR. SANTANU KUMAR DASH, DIRECTOR

Mr. Santanu Kumar Dash, holds a degree of Bachelors in Commerce and has over two decades of work experience in the Non-Banking Finance Company and is also working as Income Tax Practitioner over fourteen years. He is also the Chairman of

the Audit Committee and Member of the Shareholders Grievance Committee & Remuneration Committee. He joined the Board on July 29, 2002 as Director .

MR. ASHOK KUMAR GUPTA, DIRECTOR

Mr. Ashok Kumar Gupta, holds a degree of Bachelors in Commerce & Law and he has a diversified experience as an Engineer & Contractor. He is recognized for excellent people management and team building abilities besides infusing the spirit of action and a result oriented work culture. He is a firm believer in value based strategies. He joined the Board on April 16, 2011 as Director.

MR. PUNIT SETH, CHIEF FINANCIAL OFFICER

Mr. Punit Seth, holds a degree of Bachelors in Commerce, with a major emphasis on finance. He has a vast experience of over eleven years in financial services. He joined the Board on 09th July, 2014 as a Chief financial Officer. The officer is primarily responsible for financial planning and record-keeping, as well as financial reporting to higher management and analysis of data.

MS. SILKY KAPOOR, COMPANY SECRETARY

Ms. Silky Kapoor heads the Legal, Compliance and Company Secretarial function of the Company. She is a fellow member of The Institute of Company Secretaries of India (ICSI), Law Graduate and Bachelors of Commerce with honours from Delhi University. She has over fourteen years of experience working as Company Secretary. Her expertise lies in Secretarial and Legal function & holds great managerial skills.



To,
The Members,

Your Directors have pleasure in presenting their 30th Annual Report on the business and operations of the Company and the accounts for the financial year ended March 31st, 2015.

FINANCIAL RESULTS

The financial performance of your Company for the year ended 31st March, 2015 is summarised below:

PARTICULARS	2014-2015	2014-2013
Operating Income	10,656,901.00	10,073,015.00
Other Income	0	0
Total Income	10,656,901.00	10,073,015.00
Less: Total Expenses	10,475,162.00	8,740,641.00
Profit/(loss) before		
Depreciation & Taxes	23,62,660.00	23,41,996.00
Less: Depreciation	21,80,921.00	10,096,22.00
Less: Current tax	3,15,798.00	2,26,716.00
Less: Deferred Tax	(2,61,175.00)	1,84,987.00
Profit/(Loss) for the year	1,27,116.00	9,20,671.00

STATE OF THE COMPANY AFFAIRS/CHANGES IN THE NATURE OF BUSINESS, IF ANY

During the year under review, your Company's profit before tax is Rs. 1,81,739/- and registered a Net Profit of Rs. 1,27,116 /-. During the year, there is no change in the nature of business of the Company.

There is no observation of the Statutory Auditors which requires any comments from the Board of Directors of the Company.

DIVIDEND

The Board of Directors of your Company has decided to retain and plough back the profits into the business of the Company, thus no dividend is being recommended for this year.

RESERVE

A sum of Rs. 25,423/- has been transferred to the Special Reserve of the Company. This reaffirms the inherent financial strength of your Company.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2015 was Rs. 121,941,990/- . During the year under review, the Company has not issued shares under Private Placement/Preferential Allotment/Right Issue/Employee Stock Option Scheme nor sweat equity.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is annexed to this report as "Annexure-A".

NUMBER OF BOARD MEETINGS

The Board of Directors met Eight (8) times in the year 2014 - 2015. The Details of the Board Meetings of your Company are set out in the Corporate Governance Report which forms part of this Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There is a no particular of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 for the Financial Year 2014-15.

EXPLANATION OF AUDITOR'S REPORT

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

MATERIAL CHANGES AND COMMITMENTS

No other material changes and commitments affecting the Financial position of the Company have occurred between April 1, 2014 and the date on which this Report has been signed.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of Energy: Since the Company is not engaged in any manufacturing activity, issues relating to conservation of energy and technology absorption are not quite relevant to its functioning.

Export Activities: There was no export activity in the Company during the year under review. The Company is not planning any export in the near future as well.

Foreign Exchange Earnings and Outgo: There was no Foreign Exchange Earnings and outgo during the year under review.

SUBSIDIARIES

Your Company does not have any subsidiary / subsidiaries within the meaning of the Companies Act, 2013.

RISK MANAGEMENT POLICY

Effective risk management is essential to success and is an integral part of our culture. While we need to accept a level of risk in achieving our goals, sound risk management helps us to make the most of each business opportunity, and enables us to be resilient and respond decisively to the changing environment.

Our approach to risk management assists us in identifying risks early and addressing them in ways that manage uncertainties, minimize potential hazards, and maximize opportunities for the good of all our stakeholders including shareholders, customers, suppliers, regulators and employees. Risks can be broadly classified as Strategic, Operational, Financial, and Legal/Regulatory.

In accordance with the requirements of the Companies Act, 2013 and Listing Agreement Company has adopted risk management policy, approved by Board of Directors and established a risk management framework to identify, mitigate and control the risk and threatens of risk.

DIRECTORS & KEY MANAGERIAL PERSONNEL

In accordance with the Articles of Association of the Company and the Companies Act, 2013, Mr. S. K. Dash (DIN: 02154069) , Director is retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Apart from the above, Company in their Board meeting held on November 14, 2014 took note on the appointment of Mr. Pradeep Kumar Jindal (Managing Director), Ms. Silky Kapoor (Company Secretary) and Mr. Punit Seth (CFO) as Key Managerial Persons of the Company as per the requirement of Section 203 of Companies Act, 2013.



Your Directors recommend the appointment of the above Director at the ensuing Annual General Meeting.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

INTERNAL CONTROL SYSTEMS

The Company's internal control systems are audited by Ms. Veena Gupta. The Internal Auditor independently evaluates the adequacy of internal controls and reviews major transactions. The Internal Auditor reports directly to the Audit Committee to ensure complete independence.

PUBLIC DEPOSIT

Your Company did not accept any deposits from public in term of the provisions of section 73 of the Companies Act, 2013 and to this effect an undertaking is given to the Reserve Bank of India.

DECLARATION ON INDEPENDENT DIRECTORS

The Board of Directors declare that the Independent Directors Mr. Ashok Kumar Gupta and Ms. Madhvi Bhatnagar are:

- (a) in the opinion of the Board, are persons of integrity and possesses relevant expertise and experience;
- (b) (i) who were or were not a promoter of the Company or its holding, subsidiary or associate Company
(ii) who are not related to promoters or directors in the Company, its holding, subsidiary or associate Company;
- (c) Who have or had no pecuniary relationship with the Company, its holding, subsidiary or associate Company or their promoters or directors, during the two immediately preceding financial years or during the current financial year;
- (d) None of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company or their promoters, or directors, amounting to two percent or more of its gross turnover of total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (e) Who, either himself or any of his relatives -
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate Company in any of the three financial year immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or propriety or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of -
 - (A) a firm of auditors or Company secretaries in practice or cost auditors or the Company or its holding, subsidiary or associate Company; or
 - (B) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to ten percent or more of the gross turnover of such firm;
 - (iii) holds together with his relative two per cent, or more of the total voting power of the Company; or
 - (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives twenty-five percent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company; or
- (f) who possesses such other qualification as may be prescribed.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204, read with Rule 9 of Companies (Appointment & Remuneration of Managerial personnel) Rules 2014, of the Companies Act, 2013 has appointed Mr. Ankit Agarwal, Company Secretary in Practice, as the Secretarial Auditor of the Company to undertake the Secretarial Audit for the financial year 2014-15. The Practising Company Secretary has submitted his Report on the secretarial audit conducted by him which is annexed to this Board's Report.

AUDIT COMMITTEE

The Audit Committee met Six (6) times in the year 2014 - 2015. The role, terms of reference, authority and powers of the Audit Committee are in conformity with Section 177 of the Companies Act, 2013. The details of which are given in the Corporate Governance Report. The Committee met periodically during the year and had discussions with the auditors on internal control systems and internal audit report.

PERFORMANCE EVALUATION OF BOARD, COMMITTEE AND DIRECTORS

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of the individual Directors and the Board.

The framework of performance evaluation of the Independent Directors captures the following points:

- A) Key attributes of the Independent Directors that justify his / her extension / continuation on the Board of the Company;
 - B) Participation of the Directors in the Board proceedings and his / her effectiveness;
- The evaluation was carried out by means of the replies given / observations made by all the Independent Directors on the set of questions developed by them which brought out the key attributes of the Directors, quality of interactions among them and its effectiveness.

NOMINATION AND REMUNERATION COMMITTEE

During the year Company has changed the name of the Committee as "Nomination and Remuneration Committee" from "Remuneration Committee" in the meeting of the board of Directors held on September 05, 2014.

The Nomination and Remuneration Committee met Four (4) times in the year 2014 - 2015. The details of the Nomination and Remuneration Committee and the attendance of its members are provided in the Corporate Governance Report.

SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

The Shareholders / Investors Grievance Committee met Four (4) times in the year 2014 - 2015. The details of the Shareholders / Investors Grievance Committee and the attendance of its members are provided in the Corporate Governance Report.

VIGIL MECHANISM

The Company already has put in place a policy prohibiting managerial personnel from taking adverse personnel action against employees disclosing in good faith, alleged wrongful conduct on matters of public concern involving violation of any law, mismanagement, misappropriation of public funds, among others.

Employees aware of any alleged wrongful conduct are encouraged to make a disclosure to the Audit Committee.

No personnel of the Company were denied access to the Audit Committee.

CORPORATE GOVERNANCE

The report on Corporate Governance together with the Auditor's Certificate regarding the Compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement is annexed and forms part of this Annual Report.

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices.

The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report.

The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance as stipulated under the aforesaid Clause 49, is attached



to the Report on corporate governance.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES

(A) The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report and is annexed as "Annexure - B" to this Report.

(B) The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) and Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this report. In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company. Copies of this statement may be obtained by the members by writing to the Company Secretary.

There are no employees employed throughout the financial year and in receipt of remuneration of Rs. 60 lacs or more, or employed for part of the year and in receipt of Rs. 5 lacs or more a month, to be reported under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

AUDITORS

The term of office of M/s M.M. Goyal & Co., (Firm Registration No. 007198N), as Statutory Auditors of the Company will expire with the conclusion of forthcoming Annual General Meeting of the Company and are eligible for re-appointment. The Company has received confirmation that their appointment, if made, will be within the limits prescribed under Section 139 of the Companies Act, 2013.

The Directors recommend that M/s M.M. Goyal & Co., (Firm Registration No. 007198N), Chartered Accountants be appointed as the Company's auditors to hold office until the conclusion of the next Annual General Meeting.

M/s M.M. Goyal & Co., (Firm Registration No. 007198N), over many years, have successfully met the challenge that the size and scale of the Company's operations pose for auditors and have maintained the highest level of governance, rigour and quality in their audit. The Board place on record its appreciation for the services rendered by M/s M.M. Goyal & Co., (Firm Registration No. 007198N) as the Statutory Auditors of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, annexed to this Directors' Report, provides a more detailed review of the operating performance.

FIXED DEPOSITS

The Company has not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding as of the date of the Balance Sheet.

LISTINGS

The equity shares of the Company are listed on BSE Ltd. and The Calcutta Stock Exchange Association Limited, to which your Company has paid the Listing Fees.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act 2013, your Directors confirm that:

a) in the preparation of the annual accounts, the applicable accounting standards have been followed with no material departures;

- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the same period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls in the Company that are adequate and are operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that these are adequate and are operating effectively;

RBI GUIDELINES

Your Company is complying with all the guidelines of the Reserve Bank of India for Non Banking Finance Company. In terms of Para 13 of the NBFC Regulations, the particulars as applicable to the Company are appended to the Balance Sheet.

POLICIES OF THE COMPANY

Your Company has posted the following documents on its website www.focuslimited.in:

1. Code of Conduct
2. Whistle Blower Policy/Vigil Mechanism Policy
3. Fair Practice Code as per RBI Norms.

THE RBI NORMS AND ACCOUNTING STANDARDS

To comply with RBI directions, your Company has closed its accounts for the full year ending March 2015, and your Company continues to comply with the directives issued as well as the norms prescribed by Reserve Bank of India for NBFCs.

BUSINESS RESPONSIBILITY REPORT

A Business Responsibility Report as per Clause 55 of the Listing Agreement with the Stock Exchanges, detailing the various initiatives of the Company forms part of this Report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has only 3 women employees. So The Company has not fall in requirements of the Sexual Harassment of Women at the Workplace (prevention, Prohibition & Redressal) Act, 2013. No employees (permanent, contractual, temporary, trainees) are covered under this policy.

ACKNOWLEDGEMENTS

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For and on behalf of the Board of Directors
For Focus Industrial Resources Limited

	Sd/-	Sd/-
Place : Delhi	Pradeep Kumar Jindal	Madhvi Bhatnagar
Dated : September 02,	Managing Director	Director
2015	DIN : 00049715	DIN : 02045590



ANNEXURE-A

FORM NO. MGT 9	
EXTRACT OF ANNUAL RETURN	
as on financial year ended on 31.03.2015	
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.	

I REGISTRATION & OTHER DETAILS:	
i CIN	L15319DL1985PLC021348
ii Registration Date	27/08/1985
iii Name of the Company	FOCUS INDUSTRIAL RESOURCES LIMITED
iv Category/Sub-category of the Company	Company limited by shares, Non Government Company
v Address of the Registered office & contact details	104, Mukand House, Commercial Complex, Azadpur, Delhi 110 033
vi Whether listed company	Not listed
vii Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial & Computer Services (P) Ltd., Beetal House, 3rd Floor, 99, Near Dada Harshukh Das Mandir, New Delhi-110 062. Phone no: 011-29961281-83

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY		
All the business activities contributing 10% or more of the total turnover of the company shall be stated		
Sl No	Name & Description of main products/services	% to total turnover of the company
1	Providing finance and investments	65 100%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES					
Sl No	Name & Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	NOT APPLICABLE				
2					
3					

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	6488176	0	6488176	53.21%	7220232	0	7220232	59.21%	6%
b) Central Govt or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (1)	6488176	0	6488176	53.21%	7220232	0	7220232	59.21%	6%
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)-(A)(1)+(A)(2)	6488176	0	6488176	53.21%	7220232	0	7220232	59.21%	6%
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central govt	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1)	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
a) Bodies corporates									
i) Indian	849859	0	849859	6.97%	1073648	0	1073648	8.80%	1.83%
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs	367722	0	367722	3.02%	500022	0	500022	4.10%	1.08%
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	3857912	0	3857912	31.64%	2939520	0	2939520	24.11%	7.53%
c) Others (specify)									
Non Resident Indians	15	0	15	0%	15	0	15	0%	0%
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	22378	0	22378	0.18%	5	0	5	0	0.18%
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - DR	0	0	0	0	0	0	0	0	0
HUF	608137	0	608137	4.99%	460757	0	460757	3.78%	1.21%
SUB TOTAL (B)(2)	5706023	0	5706023	46.79%	4973967	0	4973967	40.79%	6%
Total Public Shareholding (B)-(B)(1)-(B)(2)	5706023	0	5706023	46.79%	4973967	0	4973967	40.79%	6%
C. Shares held by Custodian for GDRs & ADRs									
	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	12194199	0	12194199	100%	12194199	0	12194199	100%	0

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	PRADEEP KUMAR JINDAL (2)	5496	0.05	-	769402	6.30	-	6.25
2	KANIKA	120000	0.98	-	508129	4.17	-	3.19
3	LAXMAN SINGH SATYAPAL	427591	4.63	-	605000	4.96	-	0.33
4	TRISHLA JAIN	588000	4.82	-	-	-	-	(4.82)
5	MAMTA JINDAL	600000	4.92	-	610700	5.01	-	0.09
6	AANCHAL JINDAL	600000	4.92	-	600000	4.92	-	0
7	ARCHIT JINDAL (2)	604282	4.96	-	605000	4.96	-	0
8	ANAND KUMAR JAIN	682807	5.60	-	-	-	-	(5.6)
9	RENU JAIN	997500	8.16	-	744364	6.10	-	(2.06)
10	S. K. JAIN	1291814	10.59	-	802204	6.58	-	(4.01)
11	MEERA MISHRA	427591	3.51	-	600000	4.92	-	1.41
12	RACHNA BANSAL	-	-	-	165433	1.36	-	1.36
13	RENU JINDAL	-	-	-	605000	4.96	-	4.96
14	AJAY KUMAR JINDAL	-	-	-	605000	4.96	-	4.96

C) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.	Name of the Promoter	Shareholding at the beginning of the year		Date wise Increase / Decrease in Promoters' Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year	Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company					
	PRADEEP KUMAR JINDAL	5496	0.05					
	At the beginning of the year	5496	0.05					
				04-04-2014 19-04-2014 31-12-2014	(2496) 342791 423611	3000 345791 769402	Transfer Transfer Transfer	
	At the end of the year	769402	6.30					

S. No.	Name of the Promoter	Shareholding at the beginning of the year		Date wise Increase / Decrease in Promoters' Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year	Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company					
	KANIKA	120000	0.98					
	At the beginning of the year	120000	0.98					
				19-12-2014 31-12-2014	222095 166034	342095 508129	Transfer Transfer	
	At the end of the year	508129	4.17					



S. No.	Name of the Promoter	Shareholding at the beginning of the year		Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company		
	LAXMAN SINGH SATYAPAL				
	At the beginning of the year	570686	4.68		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		11-07-2014 19-09-2014	(100000) 134314	470686 605000	Transfer Transfer
	At the end of the year	605000	4.96		

S. No.	Name of the Promoter	Shareholding at the beginning of the year		Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company		
	ARCHIT JINDAL				
	At the beginning of the year	604282	4.96		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		04-04-2014	718	0.00	Transfer
	At the end of the year	605000	4.96		

S. No.	Name of the Promoter	Shareholding at the beginning of the year		Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company		
	TRISHLA JAIN				
	At the beginning of the year	588000	4.82		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		-	-	-	Ceased to be promoter w.e.f 04.07.2014
	At the end of the year	-	-		

S. No.	Name of the Promoter	Shareholding at the beginning of the year		Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company		
	ANAND KUMAR JAIN				
	At the beginning of the year	682807	5.60		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		11-07-2014 15-08-2014 22-08-2014 29-08-2014	(100000) (161440) (370300) (51067)	582807 421367 51067 0	Transfer Transfer Transfer Transfer
		At the end of the year	0	0	

S. No.	Name of the Promoter	Shareholding at the beginning of the year		Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company		
	MAMTA JINDAL				
	At the beginning of the year	600000	4.92		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		18-07-2014 19-09-2014 31-12-2014	(34800) 80833 (35333)	565200 646033 610700	Transfer Transfer Transfer
		At the end of the year	610700	5.01	

S. No.	Name of the Promoter	Shareholding at the beginning of the year		Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company		
	RENU JAIN				
	At the beginning of the year	997500	8.16		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		12-12-2014 19-12-2014 31-12-2014	(47001) (116135) (90000)	950499 834364 744364	Transfer Transfer Transfer
		At the end of the year	744364	6.10	

S. No.	Name of the Promoter	Shareholding at the beginning of the year		Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company		
	AANCHAL JINDAL				
	At the beginning of the year	600000	4.92		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		-	-	-	-
	At the end of the year	600000	4.92		

S. No.	Name of the Promoter	Shareholding at the beginning of the year		Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company		
	S. K. JAIN				
	At the beginning of the year	1291814	10.59		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		05-09-2014 05-09-2014 12-09-2014 12-12-2014 19-12-2014 31-12-2014	(500000) 386000 (169700) (129910) (51000) (25000)	791814 1177814 1008114 878204 827204 802204	Transfer Transfer Transfer Transfer Transfer Transfer
		At the end of the year	802204	6.58	



S. No.	Name of the Promoter	Shareholding at the beginning of the year		Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company		
	MEERA MISHRA				
	At the beginning of the year	427591	3.51		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		13-06-2014	34957	462548	Transfer
		20-06-2014	50342	512890	Transfer
		30-06-2014	(80052)	432838	Transfer
		04-07-2014	(50000)	382838	Transfer
		19-09-2014	173716	556554	Transfer
		19-12-2014	43446	600000	Transfer
	At the end of the year	600000	4.92		

S. No.	Name of the Promoter	Shareholding at the beginning of the year		Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company		
	RACHNA BANSAL				
	At the beginning of the year	-	-		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		31-12-2014	165433	165433	Transfer
	At the end of the year	165433	1.36		

S. No.	Name of the Promoter	Shareholding at the beginning of the year		Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company		
	RENU JINDAL				
	At the beginning of the year	-	-		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		04-04-2014	61778	373964	Transfer
		19-09-2014	231036	605000	Transfer
	At the end of the year	605000	4.96		

S. No.	Name of the Promoter	Shareholding at the beginning of the year		Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company		
	AJAY KUMAR JINDAL				
	At the beginning of the year	-	-		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		19-12-2014	605000	605000	Transfer
	At the end of the year	600000	4.96		

D) Shareholding Pattern of top ten Shareholders:
(other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company		
	TRISHLA JAIN				
	At the beginning of the year	588000	4.82		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		05-09-2014	(50000)	538000	Transfer
		12-09-2014	(93000)	445000	Transfer
	At the end of the year	445000	3.65		

S. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company		
	GLOBE CAPITAL MARKET LTD.				
	At the beginning of the year	59000	0.48		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		25-07-2014	(9000)	50000	Transfer
		05-09-2014	20000	70000	Transfer
		12-09-2014	12000	82000	Transfer
		05-12-2014	170000	252000	Transfer
	At the end of the year	252000	2.07		

S. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company		
	SHARE INDIA SECURITIES LIMITED				
	At the beginning of the year	195000	1.60		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		06-02-2015	9	195009	Transfer
	At the end of the year	195009	1.60		

S. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shares during the year	reasons for increase / decrease
		No. of shares	% of total shares of the company		
	ALOK BANSAL (2)				
	At the beginning of the year	246500	2.02		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year		
		07-07-2014	(25000)	221500	Transfer
		28-11-2014	(20000)	201500	Transfer
		05-12-2014	(20000)	181500	Transfer
	At the end of the year	181500	1.49		



For Each of the Top 10 Shareholders		Shareholding at the beginning of the year			
S. No.	Name of the Shareholder	No. of shares	% of total shares of the company		
	MUKESH GUPTA				
	At the beginning of the year	157500	1.29		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year	Cumulative shares during the year	reasons for increase / decrease
		-	-	-	-
	At the end of the year	157500	1.29		

For Each of the Top 10 Shareholders		Shareholding at the beginning of the year			
S. No.	Name of the Shareholder	No. of shares	% of total shares of the company		
	NAKUL BAJAJ				
	At the beginning of the year	141120	1.16		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year	Cumulative shares during the year	reasons for increase / decrease
		-	-	-	-
	At the end of the year	141120	1.16		

For Each of the Top 10 Shareholders		Shareholding at the beginning of the year			
S. No.	Name of the Shareholder	No. of shares	% of total shares of the company		
	RAJ SETHI				
	At the beginning of the year	140820	1.15		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year	Cumulative shares during the year	reasons for increase / decrease
		-	-	-	-
	At the end of the year	140820	1.15		

For Each of the Top 10 Shareholders		Shareholding at the beginning of the year			
S. No.	Name of the Shareholder	No. of shares	% of total shares of the company		
	POONGODI P.				
	At the beginning of the year	117600	0.96		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year	Cumulative shares during the year	reasons for increase / decrease
		-	-	-	-
	At the end of the year	117600	0.96		

For Each of the Top 10 Shareholders		Shareholding at the beginning of the year			
S. No.	Name of the Shareholder	No. of shares	% of total shares of the company		
	MASTER CAPITAL SERVICES LTD				
	At the beginning of the year	109860	0.90		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year	Cumulative shares during the year	reasons for increase / decrease
		06-06-2014	380	110240	Transfer
		13-06-2014	(42)	110198	Transfer
		20-06-2014	20716	130914	Transfer
		30-06-2014	(20752)	110162	Transfer
		23-01-2015	(2300)	107868	Transfer
		06-02-2015	1200	109062	Transfer
		13-02-2015	500	109532	Transfer
		20-03-2015	(1700)	107862	Transfer
		27-03-2015	75	107937	Transfer
	At the end of the year	109860	0.90		

For Each of the Top 10 Shareholders		Shareholding at the beginning of the year			
S. No.	Name of the Shareholder	No. of shares	% of total shares of the company		
	HARSH FINCAP PRIVATE LIMITED				
	At the beginning of the year	-	-		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year	Cumulative shares during the year	reasons for increase / decrease
		14-11-2015	200	200	Transfer
		16-01-2015	11600	11800	Transfer
		23-01-2015	20000	31800	Transfer
		06-02-2015	30000	61800	Transfer
		13-02-2015	20724	82524	Transfer
		27-03-2015	15000	97524	Transfer
	At the end of the year	97524	0.8		

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	No. of shares	% of total shares of the company		
	Name of the Directors /Key Managerial Personnel				
	PRADEEP KUMAR JINDAL-MD	5496	0.05		
	At the beginning of the year				
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year	Cumulative shares during the year	reasons for increase / decrease
		04-04-2014	(2496)	3000	Transfer
		19-04-2014	342791	345791	Transfer
		31-12-2014	423611	769402	Transfer
	At the end of the year	769402	6.30		

SN	Shareholding of each Directors and each Key Managerial Personnel	No. of shares	% of total shares of the company		
	Name of the Key Managerial Personnel				
	SILKY KAPOOR-COMPANY SECRETARY	100	0.00		
	At the beginning of the year				
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year	Cumulative shares during the year	reasons for increase / decrease
		-	-	-	-
	At the end of the year	100	0.00		



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SN	Shareholding of each Directors and each Key Managerial Personnel				
	Name of the Directors /Key Managerial Personnel SANTANU KUMAR DASH-DIRECTOR	No. of shares	% of total shares of the company		
	At the beginning of the year	100	0.00		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year	Cumulative shares during the year	reasons for increase / decrease
	At the end of the year	100	0.00		

SN	Shareholding of each Directors and each Key Managerial Personnel				
	Name of the Directors /Key Managerial Personnel MADHAVI BHATNAGAR-DIRECTOR	No. of shares	% of total shares of the company		
	At the beginning of the year	-	-		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year	Cumulative shares during the year	reasons for increase / decrease
	At the end of the year	-	-		

SN	Shareholding of each Directors and each Key Managerial Personnel				
	Name of the Directors /Key Managerial Personnel ASHOK KUMAR GUPTA-DIRECTOR	No. of shares	% of total shares of the company		
	At the beginning of the year	-	-		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year	Cumulative shares during the year	reasons for increase / decrease
	At the end of the year	-	-		

SN	Shareholding of each Directors and each Key Managerial Personnel				
	Name of the Directors /Key Managerial Personnel PUNEET SETH-CFO	No. of shares	% of total shares of the company		
	At the beginning of the year	-	-		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date of Increase / Decrease in Shares	Increase / Decrease in Shares during the year	Cumulative shares during the year	reasons for increase / decrease
	At the end of the year	-	-		

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	52,98,815/-	1,53,34,940/-	0	2,06,33,755/-
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	52,98,815/-	1,53,34,940/-	0	2,06,33,755/-
Change in Indebtedness during the financial year				
Additions	0	2,65,04,060/-	0	2,65,04,060/-
Reduction	15,88,824/-	0	0	15,88,824/-
Net Change	15,88,824/-	2,65,04,060/-	0	2,49,15,236/-
Indebtedness at the end of the financial year				
i) Principal Amount	37,09,991/-	4,18,39,000/-	0	4,55,48,991/-
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	37,09,991/-	4,18,39,000/-	0	4,55,48,991/-

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.		
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		
2	Stock option		
3	Sweat Equity		
4	Commission		
	as % of profit		
	others (specify)		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors	Total Amount
1	Independent Directors		
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify		
	Total (1)		
2	Other Non Executive Directors		
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify		
	Total (2)		
	Total (B)-(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act.		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	Rs. 340097	Rs. 232441	Rs. 572538
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	0	0	0
2	Stock Option	-	0	0	0
3	Sweat Equity	-	0	0	0
4	Commission	-	0	0	0
	as % of profit	-	0	0	0
	others, specify	-	0	0	0
5	Others, please specify	-	0	0	0
	Total	-	Rs. 340097	Rs. 232441	Rs. 572538



VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY			NONE		
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS			NONE		
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT			NONE		
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Annexure B - REMUNERATION OF MANAGERIAL PERSONNEL

Name of Directors & Key Managerial Personnel	Designation	Ratio of Remuneration to Median remuneration of all employees	Increase in Remuneration over LY (%)
Pradeep Kumar Jindal	Managing Director		
Ashok Kumar Gupta	Independent Director		
S.K. Dash	Executive Director		
Madhvi Bhatnagar	Independent Director		
Silky Kapoor	Company Secretary	2.36:1	
Punit Seth	Chief Financial Officer	1.61:1	

Notes:

- The number of permanent employees as on 31st March, 2015 was 9.
- Compared to the previous year 2013-14, the figures for the current year 2014-15 reflects that:
 - Gross Turnover has grown by 5.79%, PBT is (86.35)% and EPS is 0.01% respectively.
 - Median remuneration and average remuneration of all employees have not been increased.
 - Average remuneration of employees excluding Key Managerial Personnel has not been increased.
 - Remuneration of Key Managerial Personnel has not been increased.
- The ratio of remuneration of the highest paid Director to that employee's remuneration receive in excess of Director for the year 2014-15 is nil.
- The remuneration of the Directors, Key Managerial Personnel and other employees is in accordance with the Remuneration Policy of the Company provided under the section 'Report on Corporate Governance' which forms part of the Report and Accounts.
- The market capitalisation of the Company as on 31st March, 2015 increased by 25% when compared to that of 31st March, 2014. The Company has not made any public offer in the recent past and accordingly comparison of Public Offer Price and the current market price of the Company's shares will not be relevant.
- The PE ratio as on 31st March, 2015 stood at 12 (31st March, 2014: 11.2.5).
- Performance Bonus of Executive Directors and Commission of Non-Executive Directors are the variable components of their remuneration. Key parameters for determining the same are provided in the Remuneration Policy of the Company.

B. Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name	Age	Designation/Nature of Duties	Gross Remuneration (Rs)	Net Remuneration (Rs)	Qualification	Experience (Years)	Date of Commencement of Employment	Previous Employment/Position Held
Nil								

Notes:

- Remuneration includes salary, performance bonus, allowances & other benefits (applicable perquisites except contribution to the approved Pension Fund under the defined benefit scheme and Gratuity Funds and provisions for leave encashment which are actuarially determined on an overall Company basis. The term 'remuneration' has the meaning assigned to it under the Companies Act, 2013.
- The Company has not incurred any expenditure for Stock Options granted at 'market price' (within the meaning of the erstwhile SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999) to the Directors, Key Managerial Personnel and other Employees under its Employee Stock Option Schemes, which can be ascribed to any individual Director, Key Managerial Personnel or other Employees.
- Net remuneration comprises cash income less:
 - income tax, surcharge (as applicable) & education cess deducted at source.
 - manager's own contribution to Provident Fund.
- All appointments are/were contractual in accordance with terms and conditions as per Company Rules.
- None of the above employees is a relative of any Director of the Company.



SECRETARIAL AUDIT REPORT
for the Financial Year Ended 31st March, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Focus Industrial Resources Limited
104, Mukand House, Commercial Complex
Azadpur, Delhi - 110033

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Focus Industrial Resources Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of M/s Focus Industrial Resources Limited's books, papers, documents, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 generally complied with the statutory provisions listed here under in the manner and subject to the reporting made hereinafter:

We have examined the books, paper, documents, minute books, forms and returns filed and other records made available to us and maintained by M/s Focus Industrial Resources Limited for the financial year ended on 31st March, 2015 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contract (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable);
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi) Non-Banking Financial Companies Acceptance of Deposit (Reserve Bank) Directions 1998;
- vii) RBI master Circular on Fair Practices Code No. RBI/2010-11/25 DNBS (PD) CC No.185/03.10.042/2010-11 dated July 01, 2010; and
- viii) RBI Act, 1934 and bylaws framed thereunder.

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Limited and Calcutta Stock Exchange Association Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The Company is non-compliant under Section 114 read with Section 179(3) of the Companies Act, 2013.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For A. Agarwal & Associates
Company Secretaries

Sd/-
Ankit Agarwal
Membership No.: A32360
CP No.: 12118

Place: Delhi
Date: 02.09.2015



stipulated by RBI for NBFCs which is making difficult for them to give cheaper finance. Ever-increasing competition from commercial counterparts whose capacity to absorb losses is higher, counter-party failures, recommendations being made to increase the purview of monitoring by regulatory authorities increase the threat of losing the essence of Non-banking Finance Companies which are specifically designed to reach out and finance certain target groups.

FUTURE STRATEGIES

NBFCs have proven their mettle in many other specialized financial services such as factoring, lease finance, venture capital finance, financing road transport and also in the business of securities-based lending such as Loan against Shares, Margin Funding, IPO Financing, Promoter Funding etc. They have also been providing a major boost to Micro, Small and Medium enterprises and other avenues where banks exercise cautious lending. All the above factors further emphasize the potential and opportunities in store for NBFCs and the regulations when designed to provide the right environment, provides impetus to the growth of the sector. The Company hence wishes to diversify its lending activities in the coming period and shall embark on this path and move forward once the existing investments, which are at an incubating stage begin to bear fruits.

RISKS AND CONCERNS

The NBFC industry in general faces the risk of re-entry and new entry of players and existence of several unorganized regional players increasing the competition which mainly affects the asset quality. This is further characterized by captive NBFCs floated by other business houses. The ever existing systemic and delinquency risks and fluctuations in interest rates and risk weight make the companies more vulnerable. Deployment of funds in sensitive and volatile sectors increases the risk exposure while concentration risk increases dependency.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The Management ensures adherence to all internal control policies and procedures as well as compliance with regulatory guidelines. The audit committee of the Board of Directors reviews the adequacy of internal controls. This has improved the management of the affairs of the Company and strengthened transparency and accountability.

BUSINESS OVERVIEW FINANCIAL PERFORMANCE

Your company is a small sized, BSE and CSE listed, Non Banking Financial Company (NBFC). The Company is continuously in the direction of progressing in its field.

HUMAN RESOURCES

The Company always considers its human resources as a valuable asset and is committed towards their development for continuous growth. Focus on training to enhance the skill-sets of employees in line with the business and market requirements continued throughout the year and it confers rewards and recognition based on merit. The employee relations have continued to be harmonious throughout the year.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of the applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic and political conditions in which the Company operates, interest rate fluctuations, changes in Government / RBI regulations, Tax laws, Other statutes and incidental factors.

For and on behalf of the Board of Directors
For Focus Industrial Resources Limited

Place : Delhi
Dated : September 02,
2015

Sd/-
Pradeep Kumar Jindal
Managing Director
DIN : 00049715

Sd/-
Madhvi Bhatnagar
Director
DIN : 02045590

ECONOMIC OUTLOOK

The year 2014 - 15 began with several challenges on the macroeconomic front, including rising inflation, dwindling industrial output and a falling rupee. The Reserve Bank of India (RBI) intervened in July and August to stem the rupee's slide by increasing the marginal standing facility rate and the bank rate by 200 bps each to 10.25%. The result was that frequent issuers such as Non Banking Financial Companies (NBFCs) pulled back from the bond market. In first quarter of 2015, the RBI has cut the repo rate by 50 bps to 7.50% in two tranches as there are signs that inflation is moderating. Overall GDP growth in the fiscal settled at around 7.4%, mostly driven by the industry and services sector. Wholesale Price Index has registered moderation at (2.33%), while Consumer Price Index has moderated to 5.17% up to March 2015. Structural shifts in inflation are due to lower oil prices, deceleration in agriculture prices & wages and improved household inflation expectations. The trading environment is becoming more challenging as the buoyancy of Indian exports has declined with respect to world growth. Current account deficit (CAD) is expected to decline below 1% of GDP for the FY 2014-15. Foreign exchange reserves increased to \$ 341.14 billion at week ended March 27, 2015. Fiscal deficit is expected to be contained at 4.1% as per the budget estimates. The vision of the new government is pragmatic and of inclusive growth which is apparent from more devolution of tax collections to the states, postponing the achievement of 3% fiscal target to FY 2018 thereby making more space for public investment in the country. Thrust to infrastructure, measures to revive the investment cycle, boost to savings, 'Make in India' initiative, ease of doing business and boosting entrepreneurship are major focus areas of the government.

In India, the formation of a stable government with a strong electoral mandate in May 2014 led to an improvement in market sentiment. There was recovery in key economic parameters during the year. Economic growth improved, inflation moderated, the current account deficit and exchange rates remained stable and interest rates came down during the year. The corporate investment cycle continued to remain subdued; the focus remained on working towards cash flow generation from existing projects and addressing profitability and liquidity challenges in the corporate and SME sectors. The government has taken several steps to improve the operating environment and also announced several reforms. These measures are expected to positively influence economic conditions going forward.

OPPORTUNITIES

Reports from the World Bank indicate that Non Banking Financial Institutions act as critical pillars contributing to macroeconomic stability and sustained economic growth and prosperity, due to their ability to finance firms and individuals at a reasonable cost, reduce volatility by providing multiple sources to finance and park funds and enable creation of a competitive environment characterized by a diverse array of products. This has been proven time and again in developed markets. Non-Banking Finance Companies (NBFCs) continue to play a critical role in making financial Services accessible to a wider set of India's population and are emerging as strong intermediaries in the retail finance space. Going forward, one should expect NBFCs to further strengthen their presence in retail finance and grow at a reasonably healthy pace.

THREATS

The biggest challenge before NBFCs is that they are facing stiff competition from banks and financial institutions, due to their ability to raise low cost funds which enables them to provide funds at much cheaper rate. More stringent capital adequacy norms have been



INTRODUCTION

The Securities and Exchange Board of India (SEBI) regulates Corporate Governance Practices of Companies Listed on the Indian Stock Exchanges. These regulations are notified under Clause 49 of the Listing Agreement of all the Stock Exchanges. This clause specifies the standards that Indian Companies have to Comply and the disclosures that they have to make with regards to Corporate Governance. Your Company has established systems and procedures to comply with the amended provisions of the Code of Corporate Governance and is complying with the same in its letter and spirit.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate Governance is based on the principles of equity, fairness, integrity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. We follow the policy of continual disclosure of accurate financial and corporate information on our website to ensure investors' awareness and protection.

Our Board consists of experienced and participative independent directors which ensures independent and unbiased decision making process. Independent Directors play a critical role in providing balance to the Board processes by bringing independent opinions and a fresh point of view on strategic and tactical issues and comparative performance /standing of the Company vis-à-vis the others. The system supports them by disseminating high quality information, well structured agenda and a professional and well resourced secretarial team.

At FIRL, we are committed to meet the aspirations of all our stakeholders. This is demonstrated in shareholder returns, high credit ratings, governance processes and an entrepreneurial performance focused work environment.

Our Corporate Governance philosophy is based on the following principles:

- Satisfy the spirit of the law and not just the letter of the law.
- Corporate Governance standards should go beyond the law.
- Be transparent and maintain a high degree of disclosure levels.
- Have a simple and transparent corporate structure driven solely by business needs.
- Management is the trustee of the shareholders' capital and not the owner.

BOARD OF DIRECTORS:

The Company, Focus Industrial Resources Limited (FIRL) has a very balanced and diverse Board of Directors, constituted in compliance with the Companies Act, 2013 and listing agreement entered into with Stock Exchanges and in accordance with good corporate governance practices which primarily takes care of the business needs and stakeholders' interest. The Non-executive Directors including Independent Directors on the Board are experienced, competent and highly renowned persons from the fields of finance, economics, law, governance etc. They take active part at the Board and Committee Meetings by providing valuable guidance to the Management on various aspects of business, policy direction,

governance, compliance etc. and play critical role on strategic issues, which enhances the transparency and add value in the decision making process of the Board of Directors.

COMPOSITION:

The Board is headed by the Executive Chairman, Mr. P.K. Jindal and comprises of persons with considerable professional experience in their respective fields. The Board consists of Three Non-Executive Directors, two of whom are Independent Directors.

The composition of the Board also complies with the provisions of the Companies Act, 2013 and the Listing Agreement. As at the end of corporate financial year 2015, the total Board strength comprises of the following:

NAME	POSITION
Mr. Pradeep Kumar Jindal	Managing Director
Mr. Ashok Kumar Gupta	Independent Director
Ms. Madhvi Bhatnagar	Independent Director
Mr. S.K.Dash	Non Executive Director

None of the Directors have any inter-se relation among themselves and any employees of the Company.

NUMBER OF BOARD MEETINGS:

During the financial year ended 31st March, 2015, Eight Board meetings were held on the following dates:

Dates of Board Meetings held during the FY 2014-15

April 21, 2014	May 30, 2014	July 9, 2014	August 13, 2014
September 05, 2014	November 14, 2014	February 13, 2015	March 30, 2015

The Board meets at least once in a quarter to review the quarterly financial results and operations of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues relating to the business.

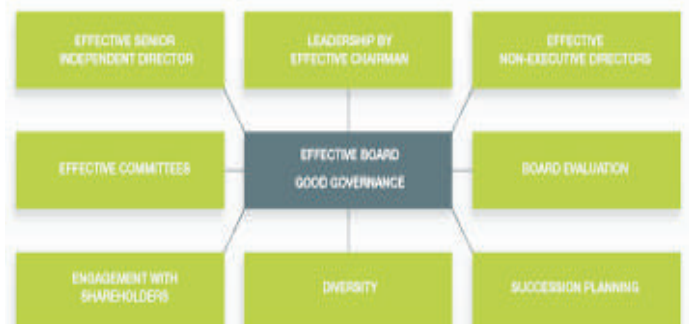
The maximum time gap between any two Board Meetings did not exceed 120 days. The requisite quorum was present in all the meetings.

SEPERATE MEETING OF INDEPENDENT DIRECTORS:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on 13th February, 2015 to review the performance of Non-independent Directors and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

OTHER DIRECTORSHIPS ETC.:

None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Director acts as a member of more than 10 committees or acts as a chairman of more than 5 committees across all Public Limited Companies in which he is a Director.





ATTENDANCE AT THE BOARD MEETINGS / AGM DURING THE FY ENDED MARCH 31, 2015 AND NUMBER OF DIRECTORSHIPS / COMMITTEE MEMBERSHIPS HELD BY THE DIRECTORS IN OTHER COMPANIES:

The details of the composition, nature of Directorship, the number of meetings attended and the directorships in other Companies of the Directors of the Company are detailed below.

Sl. NO.	Name of Director	Board Meetings		Attendance at Last AGM (30.09.2014)	No. of other Directorships in other Companies as on (31.03.2015)	No. of Committee/ Memberships other than FRL as on 31.03.2015	
		Held during the tenure	Attended			As Chairman	As Member
1.	Mr. Pradeep Kumar Jindal (Managing Director)	08	08	Present	8	Nil	1
2.	Mr. S. K. Dash (Non Executive Director)	08	08	Present	0	Nil	Nil
3.	Ms. Madhvi Bhatnagar (Independent Director)	08	08	Present	0	Nil	Nil
4.	Mr. Ashok Kumar Gupta (Independent Director)	08	08	Present	4	Nil	Nil

➔ Excludes Directorship in Foreign Companies and Companies Registered under Section 8 of the Companies Act, 2013.

➔ As per Listing Agreement, Committee here means "Audit Committee" and "Nomination and Remuneration Committee" of Public Limited Companies (whether listed or not) and excludes the Committee positions held in Focus Industrial Resources Limited.

INFORMATION SUPPLIED TO THE BOARD / COMMITTEES:

The Board has complete access to any information within the Company which includes following information as specified in Annexure IA to the Clause 49 of the Listing Agreement:

- Annual operating plans of businesses and budgets and any update thereof.
- Capital budgets and any updates thereof.
- Quarterly results of the Company.
- Minutes of the Meetings of the Board and all other Committees of the Board.
- The information on recruitment and remuneration of senior officers just below the Board level, including the appointment or removal, if any, of Chief Financial Officer and Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Any material default in financial obligations to and by the Company, or substantial nonpayment for services rendered by the Company
- Details of any joint venture or collaboration agreement
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property Significant developments in human resources/employee relations front
- Sale of material nature of investments, subsidiaries, assets, which is not in the normal course of business
- Quarterly details of foreign exchange exposures and the steps taken by Management to limit the risks of adverse exchange rate movement, if material
- Non compliance of any regulatory, statutory nature or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer, etc.
- Other materially important information.

COMPLIANCE WITH APPLICABLE LAWS

The Company has a robust system in place for monitoring of various statutory and procedural compliances. The Board periodically reviews the status of Statutory, Policy & Procedural compliances to ensure proper compliance of all laws applicable to the Company.

CODE OF CONDUCT:

As per Clause 49 of the Listing Agreement, the Company has laid down a Code of Conduct for its Board Members, Senior Management Personnel and Designated Employees of the Company. The Code is available on our website, www.focuslimited.in. All the members of the Board, the Senior Management Personnel and designated employees have affirmed compliance to the Code as on 31st March, 2015.

The Chairman & Managing Director has confirmed the compliance of code of conduct and as required under Sub-clause II (E) of Clause 49 of the listing agreements and provided a declaration as under:

"In accordance with Sub-clause II (E) of Clause 49 of the Listing Agreement with the Stock Exchanges, I hereby confirm that, all the Directors and the Senior Management Personnel of the Company have affirmed compliance with the code of conduct applicable to them, for the year April to March, 2015".

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

The Company adopted a New Code of Conduct for Prevention of Insider Trading in accordance with the Securities Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2011. , the Company has formulated a comprehensive Code for Prevention of Insider Trading to preserve the confidentiality and to prevent misuse of unpublished price sensitive information. Every director, officer and designated employees of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the company and not to misuse his or her position or information regarding the Company to gain personal benefit or to provide benefit to any third party. The code lays down guidelines and procedures to be made while dealing with the shares of the Company and the consequences of non-compliance.

COMMITTEES OF THE BOARD:

As on 31 March 2015, the Company had three committees of the Board of Directors - Audit Committee, Nomination and Remuneration Committee, Shareholders / Investors Grievance Committee:

The minutes of all Board and Committee meetings are placed before the Board and noted by the Directors at the Board meetings. The role, composition and terms of reference of Audit Committee, Nomination and Remuneration Committee, Shareholders / Investors Grievance Committee including the number of meetings held during the year ended 31 March, 2015 and the related attendance are as follows:

AUDIT COMMITTEE:

The Audit Committee of the Company was constituted in the year 2002. The present terms of reference of the Audit Committee includes the powers as laid out in Clause 49(III)(C) and role as stipulated in Clause 49(III)(D) of the Listing Agreement with the Stock Exchanges. The Audit Committee also reviews information as per the requirement of Clause 49 (III)(E) of the Listing Agreement. The terms of the Committee are also aligned as per the provisions of Section 177 of the Companies Act, 2013.

THE TERMS OF REFERENCE OF AUDIT COMMITTEE ARE BRIEFLY DESCRIBED BELOW:

- Review Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and also to examine the financial statement and the auditors' report thereon;.
- Review with the management, of the annual financial statements before submission to the Board for approval, with particular reference to:
 - (a) Matters required to be included in the Director's Responsibility Statement forming part of the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013 or any amendment or re-enactment thereof; Any changes in accounting policies and practices and reasons thereof;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;



- (d) Significant adjustments made in the financial statements arising out of audit findings;
- (e) Compliance with listing and other legal requirements relating to financial statements;
- (f) Any related party transaction;
- (g) Qualifications in the draft audit report.

- Review with the management of the quarterly financial statements before submission to the Board for approval.
- Recommending to the Board, the appointment, re-appointment, terms of appointment/ re-appointment, fixation of audit fees and, if required, the replacement or removal of the Auditor;.
- Reviewing with the Management, performance of Statutory and Internal Auditors, adequacy of the internal control systems;
- Review of the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors on any significant findings and follow up thereon.
- Evaluation of internal financial controls and risk management systems;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- To review the functioning of the Whistle Blower/Vigil Mechanism; Details of establishing the Vigil Mechanism have been disclosed on the Company's website and in the Director's Report;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Other matters as may be prescribed from time to time to be dealt with or handled by the Audit Committee pursuant to provisions of the Companies Act, 2013, the Rules framed thereunder, the Listing Agreements entered into with the Stock Exchanges where the securities of the Company are listed and the guidelines, circulars and notifications issued by Securities and Exchange Board of India ("SEBI")/Ministry of Corporate Affairs ("MCA") from time to time.
- Carrying out any other function as may be assigned to the Committee by the Board from time to time;

Composition & Attendance at the Meeting

The composition of the Audit Committee and details of meetings attended by the Members of the Audit Committee during the financial year 2015 are given below:

The details of the attendance of Directors at Audit Committee meeting during the financial year are as under:

Directors	Position held in Committee	Independent/ Executive / Non-Executive Director	Number of Audit Committee Meeting (s) held	Number of Audit Committee Meeting (s) Attended
Mr. S.K.Dash	Chairperson	Non Executive Director	6	6
Mr. Pradeep Kumar Jindal	Member	Executive Director	6	6
Ms. Madhavi Bhatnagar	Member	Independent Director	6	6
Mr. Ashok Kumar Gupta	Member	Independent Director	6	3

During the year under review, the committee met six times, i.e. May 30 ,2014; July 9,2014; August 13,2014; November 14,2014; February 13,2015 and March 30, 2015. Company Secretary, acts as the Secretary to the Committee. The Chairman of the Audit Committee was

present in the last Annual General Meeting to answer the shareholders queries.

NOMINATION AND REMUNERATION COMMITTEE(Formerly Remuneration Committee):

During the year, at a meeting of the Board of Directors of the Company held on 5th September ,2014 in compliance with the provisions of the Companies Act, 2013 and the Listing Agreement, the Board has renamed its "Remuneration Committee" as the "Nomination and Remuneration Committee".

TERMS OF REFERENCE:

The brief terms of reference of the Nomination and Remuneration Committee, inter alia, include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Composition & Attendance at the Meeting

The composition of the Nomination and Remuneration Committee and details of meetings attended by the Members of the Nomination and Remuneration Committee during the financial year 2015 are given below:

Directors	Position held in Committee	Independent/ Executive / Non-Executive Director	Number of Nomination and Remuneration Committee Meeting (s) held	Number of Nomination and Remuneration Committee Meeting (s) Attended
Ms. Madhavi Bhatnagar	Chairperson	Independent Director	4	4
Mr. S.K.Dash	Member	Non Executive Director	4	4
Mr. Ashok Kumar Gupta	Member	Independent Director	4	4

During the year under review, the committee met Four times, i.e. May 30, 2014 ; August 21 ,2014, November 14,2014; and February 13,2015. The minutes of the Meeting of Committee forms part of the documents placed before the Meetings of the Board.

REMUNERATION POLICY:

The Company's remuneration policy is based on the fundamental rule of rewarding performances as against earmarked objectives. The policy aims at attracting and retaining high caliber talent and ensures equity, fairness and consistency in rewarding the employees.

The annual variable pay of senior managers is linked to the Company's performance in general and the performance of their functions/business units for the relevant year is measured against specific major performance areas which are closely aligned to the Company's objectives.

DETAILS OF REMUNERATION PAID TO THE DIRECTORS OF THE COMPANY ARE AS FOLLOWS:

MANAGING DIRECTOR:

Our Company being a Public Company, the appointment of Directors and payment of their remuneration are decided by Board as per the Articles of Association of the Company. The remuneration paid to the Managing Director was as per the terms and conditions of their appointment.

INDEPENDENT DIRECTORS:

The Independent Directors play a pivotal role in safeguarding the interests of the investors at large by playing an appropriate control role. Their contribution to the Board processes and valuable strategic insights from time to time; their active involvement and engagement with



the Company's business as well as independent views ensure the highest level of governance. The Independent Directors bring in their invaluable experience and expertise which help deliberations at FIRL's Board.

SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE:

The Board of Directors of the Company has constituted the Shareholders/ Investors Grievance Committee which is chaired by a Non-Executive Director/ Independent Directors.

TERMS OF REFERENCE:

The brief terms of reference of the Shareholders / Investors Grievance Committee, inter alia, include the following:

The Committee focuses primarily on monitoring expeditious redressal of investors / stakeholders grievances and also function in an efficient manner that all issues / concerns stakeholders are addressed / resolved promptly.

Composition & Attendance at the Meeting

The composition of the Shareholders / Investors Grievance Committee and details of meetings attended by the Members of the Shareholders / Investors Grievance Committee during the financial year 2015 are given below:

Directors	Position held in Committee	Independent/ Executive / Non-Executive Director	Number of Shareholders /Investors Grievance Committee Meeting (s) held	Number of Shareholders / Investors Grievance Committee Meeting (s) Attended
Ms. Madhavi Bhatnagar	Chairperson	Independent Director	4	4
Mr. S.K.Dash	Member	Non Executive Director	4	4

During the financial year 2014-15, the Committee met four times on 30 May,2014; 13 August, 2014; 14 November, 2014 and 13 February, 2015. Your Company received nil complaints from shareholders during the year.

No requests for transfer/ transmission/ dematerialization of shares were pending as on 31 March, 2015.

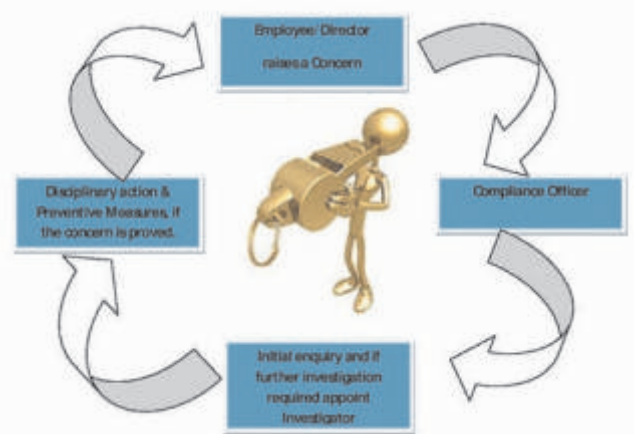
GENERAL BODY MEETINGS:

The venue and the time of the last three Annual General Meetings of the Company are as follows:

AGM	Location	Date	Time	No. of special resolutions set out at the AGM
27 th	At the Registered Office of the Company	September 18,2012	12.30 P.M	No Special Resolution was passed.
28 th	At the Registered Office of the Company	September 30,2013	12.00 P.M	No Special Resolution was passed.
29 th	Shalimar Bagh Club, Plot No-9, B-Block, Community Centre, Club Road, Shalimar Bagh, Delhi-110088	September 30,2014	12.30 P.M	No Special Resolution was passed.

No special resolution was put through postal ballot during the financial year 2014-15 and none of the business is proposed to be conducted in the ensuing Annual General Meeting through Postal Ballot.

VIGIL MECHANISM/WHISTLE BLOWER POLICY



Pursuant to clause 49 of Listing Agreement and as per applicable provisions of section 177 of the Companies Act, 2013 requires every listed company shall establish a Whistle Blower policy / Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. The Company has adopted a Code of Conduct for Directors and Senior Management Executives ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases.

SUBSIDIARY COMPANIES

The Company did not have any subsidiary company during the year 2015.

DISCLOSURES:

1. DISCLOSURES ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:

Disclosures on materially significant related party transactions:

Details of related party transactions as specified in Accounting Standard 18 of the Companies (Accounting Standards) Rules, 2006 have been reported in the Notes to the Accounts.

The Company has not entered into any transactions of material nature with any of its related parties that may have potential conflict with the interest of the Company.

2. DETAILS OF NON-COMPLIANCE(S) BY THE COMPANY:

The Company has complied with the requirements of regulatory / statutory authorities on capital market and no penalties or strictures have been imposed on the Company by the Stock Exchanges or on any matter relating to the capital markets during the last three years.

3. DISCLOSURE OF ACCOUNTING TREATMENT:

The Company in the preparation of financial statements has followed the treatment laid down in the Accounting standards prescribed by the Institute of Chartered Accountants of India. There are no audit qualifications in the Company's financial statements for the year under review.

4. DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS OF CLAUSE 49 OF THE LISTING AGREEMENT:

The Company has fully complied with all the mandatory requirements prescribed under Clause 49 of the Listing Agreement and has adopted all suggested items to be included in the Report on Corporate Governance.

5. WHISTLE BLOWER POLICY:

The Company has formulated Whistle Blower Policy for employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguard to the victimized employees and



spreads the way to curb those practices being followed in the office premises. None of the personnel of the Company has been denied access to the Audit Committee.

6. RISK MANAGEMENT:

As required by revised Clause 49 of the listing agreement effective from October 1, 2014, the Risk Management Policy has been formulated by Company.

MANAGEMENT DISCUSSION AND ANALYSIS:

This annual report has a detailed section on Management Discussion and Analysis.

MEANS OF COMMUNICATION:

- The approved financial results are forwarded to the Stock Exchange and are published in the leading English and Regional newspapers.
- The results of the Company are also posted up on the Company's corporate website: www.focuslimited.in.
- All important information pertaining to the Company is also mentioned in the Annual Report of the Company which is circulated to the members and others entitled thereto for each financial year.
- Your Company provides necessary information to the Stock Exchanges in terms of the Listing Agreement and other rules and regulations issued by the Securities Exchange Board of India.
- As per the newly inserted Clause 54 of the Listing Agreement, the Company has maintained functional website www.focuslimited.in containing basic information about the Company e.g. details of its business, financial information, shareholding pattern, compliance with Corporate Governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc. and the same are updated at any given point of time.

GREEN INITIATIVE IN CORPORATE GOVERNANCE:

The Company has since the last three years in line with the 'Green Initiative' circulars issued by Ministry of Corporate Affairs (MCA) effected electronic delivery of Notice of Annual General Meeting and Annual Report previously to those shareholders whose email ids were registered with the respective Depository Participants and downloaded from the depositories viz. National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL). Securities and Exchange Board of India (SEBI) have also in line with the MCA circulars and as provided in Clause 32 of the Listing Agreement executed with the stock exchanges, permitted listed entities to supply soft copies of full annual reports to all those shareholders who have registered their email addresses for the purpose. The Companies Act, 2013 and the underlying rules also permit the dissemination of financial statements in electronic mode to the shareholders. Your Directors are thankful to the shareholders for actively participating in the green initiative and seek your continued support for implementation of the green initiative.

CEO/ CFO CERTIFICATION:

As required by Clause 49 IX of the Listing Agreement, the CEO/ CFO Certificate for the FY 2014-15 signed by Mr. Pradeep Kumar Jindal, Managing Director and Mr. Punit Seth, CFO was placed before the Board of Directors.

GENERAL SHAREHOLDER INFORMATION

30TH ANNUAL GENERAL MEETING OF THE COMPANY:

Date: Wednesday, 30th September, 2015
Venue: Shalimar Bagh Club, Plot No-9, B-Block, Community Centre, Club Road, Shalimar Bagh, Delhi- 110088
Time: 12.30 P.M.

FINANCIAL CALENDAR:

Financial year: 1st April to 31st March

For the year ended 31st March, 2015, results were announced on:

Audited annual results for year ending 31 March, 2015	May,2015
Mailing of annual reports	September,2015
Annual General Meeting	September,2015
Unaudited first quarter financial results	August,2015
Unaudited second quarter financial results	November, 2015(Tentative)
Unaudited third quarter financial results	February, 2016 (Tentative)

BOOK CLOSURE:

The Register of Members and the Share Transfer Register will be closed from 26th Day of September, 2015 to 29th Day of September, 2015, (both days inclusive).

DIVIDEND:

No dividend is recommended for payment.

LISTING:

The Company's shares are listed on:

- BSE Limited (BSE)
Scrip Code: 534757
- Calcutta Stock Exchange Association Limited (CSE)
Scrip Code: 10016123

The Company has paid the listing fees for the financial year 2015-16 to the Stock Exchange(s) on which Company's shares are listed. The Company has also paid custodian fees for the year 2015-16 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN)

ISIN is a unique identification number of traded scrip. This number has to be quoted in each transaction relating to the dematerialized securities of the Company. ISIN allocated to the Company by NSDL and CDSL is INE603E01023.

STOCK PRICE DATA:

The monthly high and low prices and volumes of your Company's shares at BSE and CSE for the year ended 31st March, 2015 are given as follows:

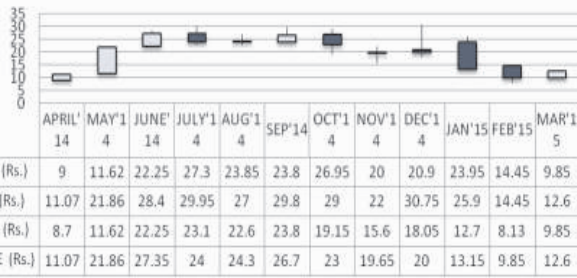
Market Price Data for the year 2014-2015

BSE

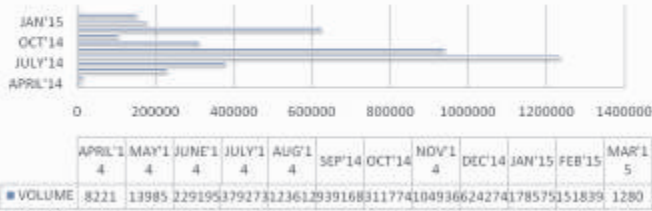
MONTH	OPEN (Rs.)	HIGH (Rs.)	LOW (Rs.)	CLOSE (Rs.)	VOLUME
APRIL'14	9	11.07	8.7	11.07	8221
MAY'14	11.62	21.86	11.62	21.86	13985
JUNE'14	22.25	28.4	22.25	27.35	229195
JULY'14	27.3	29.95	23.1	24	379273
AUG'14	23.85	27	22.6	24.3	1236124
SEP'14	23.8	29.8	23.8	26.7	939168
OCT'14	26.95	29	19.15	23	311774
NOV'14	20	22	15.6	19.65	104936
DEC'14	20.9	30.75	18.05	20	624274
JAN'15	23.95	25.9	12.7	13.15	178575
FEB'15	14.45	14.45	8.13	9.85	151839
MAR'15	9.85	12.6	9.85	12.6	1280



MARKET PRICE DATA 2014-2015



SHARES VOLUME DATA 2014-15



CSE

MONTH	OPEN (RS)	HIGH (RS)	LOW (RS)	CLOSING (RS)
APRIL'14	NOT TRADED	---	---	---
MAY'14	NOT TRADED	---	---	---
JUNE'14	NOT TRADED	---	---	---
JULY'14	NOT TRADED	---	---	---
AUG'14	NOT TRADED	---	---	---
SEP'14	NOT TRADED	---	---	---
OCT'14	NOT TRADED	---	---	---
NOV'14	NOT TRADED	---	---	---
DEC'14	NOT TRADED	---	---	---
JAN'15	NOT TRADED	---	---	---
FEB'15	NOT TRADED	---	---	---
MAR'15	NOT TRADED	---	---	---

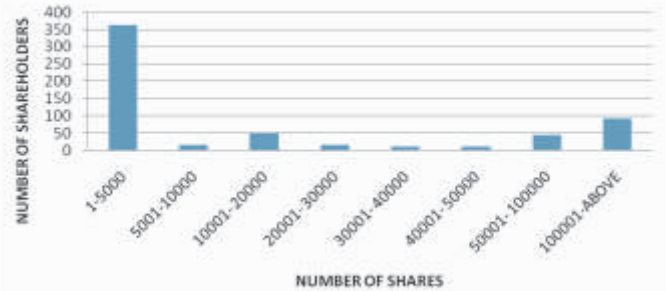
SHARE TRANSFER SYSTEM

The Company's shares are traded in the Stock Exchanges compulsorily in demat mode. The Company has appointed the M/s Beetal Financial & Computer Services (P) Ltd. registrar to handle the Demat share work w.e.f. 31st December, 2001.

Distribution of shareholding as on March 31, 2015.

NUMBER OF SHARES	NUMBER OF SHAREHOLDERS	% OF SHAREHOLDERS	TOTAL NO. OF SHARES	AMOUNT	% OF SHARES
1- 5000	429	61.37	33393	333930	0.2738
5001-10000	22	3.15	17519	175190	0.1437
10001-20000	48	6.87	70248	702480	0.5761
20001-30000	13	1.86	33911	339110	0.2781
30001-40000	12	1.72	42312	423120	0.3470
40001-50000	8	1.14	38137	381370	0.3127
50001-100000	57	8.15	431237	4312370	3.5364
100001-ABOVE	110	15.74	11527442	115274420	94.5322
TOTAL	699	100	12194199	121941990	100

DISTRIBUTION OF SHAREHOLDING



Shareholding pattern as on March 31, 2015.

CATEGORY	TOTAL NO. OF SHARES	% TO EQUITY
Promoters & Person acting in concert	7220232	59.21
Public Financial Institution & Govt. Companies	Nil	Nil
Banks, Financial Institutions Mutual Funds	Nil	Nil
Non Resident Indians	Nil	Nil
Bodies Corporate	1073648	8.80
Others (Public)	3900319	31.99
Total	12194199	100

Number of shares held in dematerialized as on March 31, 2015

Category	NO. OF SHARES	% OF TOTAL CAPITAL ISSUED
NSDL	10580737	86.769
CDSL	1613462	13.231
TOTAL	12194199	100

COMPLIANCE WITH MANDATORY REQUIREMENTS

- The Company is fully complied with the applicable mandatory requirements of the Clause 49 of the Listing Agreement and has adopted all suggested terms to be included in the Report on Corporate Governance.
- A secretarial audit report for the year 2014-15 carried out by Mr. Ankit Agarwal, Company Secretary in Practice annexed to the Directors Report and forms a part of the Annual Report.

ADOPTION OF NON-MANDATORY REQUIREMENTS

- The Board:
 - The Company is headed by an Executive Chairman; and
 - All Independent Directors have adequate qualifications, expertise and experience which enable them to contribute effectively to the management of the Company.
- Shareholders Rights: The quarterly financial results of the Company are published in leading newspapers as mentioned under the heading 'Means of Communication' of the Report on Corporate Governance and also posted on the website of the Company. These results are not separately circulated to the shareholders.
- Training to Board Members: It is need based.
- Mechanism for evaluating non-executive Board Members: Not yet adopted by the Company.
- Whistle Blower Policy: adopted by the Company.



**30th
Annual Report
2014-15**

OTHER INFORMATION:

CORPORATE IDENTIFICATION NUMBER (CIN): L15319DL1985PLC021348

RECONCILIATION OF SHARE CAPITAL AUDIT:

As stipulated by the Securities and Exchange Board of India, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors. The audit, inter alia, confirms that the total listed and paid up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL).

ANNUAL LISTING FEE TO STOCK EXCHANGES

The Company has paid Annual Listing Fee for the Financial Year 2015-16 to the respective Exchange.

ANNUAL CUSTODIAL FEE TO DEPOSITORIES

The Company has paid Annual Custodial Fee for the Financial Year 2015-16 to NSDL and CDSL.

REGISTRAR AND TRANSFER AGENT:

Beetal Financial & Computer Services (P) Ltd is the Registrar and Transfer Agent of the Company. Shareholders, beneficial owners and depository participants (DPs) are requested

to send/ deliver the documents/ correspondence relating to the Company's share transfer activity etc. to Beetal Financial & Computer Services (P) Ltd, Registrar and Transfer Agent of the Company at the following addresses:

Beetal Financial & Computer Services (P) Ltd

Beetal House, 3rd Floor,

99, Near Dada Harsukh Das Mandir,

New Delhi- 110006.

www.beetalfinancial.com

E-MAIL ID FOR INVESTOR'S GRIEVANCES:

The e-mail address for investor grievance is investor@focuslimited.in.

The above exclusive e-mail ID is disclosed by the Company on its websites and all the various materials, correspondence, publications and communication to the shareholders at large.

ADDRESS FOR CORRESPONDENCE

Registered Office:

FOCUS INDUSTRIAL RESOURCES LTD.

104, Mukand House, Commercial Complex,

Azadpur, Delhi - 110033



CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY

To,
The Board of Directors,
Focus Industrial Resources Limited,
104, Mukand House, Comm. Complex,
Azadpur, Delhi-110033.

We, Pradeep Kumar Jindal, Managing Director and Puneet Seth, CFO, of Focus Industrial resources Limited (the Company), hereby certify to the Board that:

- a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by FIRL during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We are responsible for establishing and maintaining internal controls for financial reporting in FIRL and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.
- e) We affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct, if any).
- f) We further declare that all Board members and senior management have affirmed compliance with the code of conduct for the current year.

Place: Delhi
Date: 29.05.2015

Sd/-
(Pradeep Kumar Jindal)
Managing Director
Din: 00049705

Sd/-
(Puneet Seth)
Chief Financial Officer

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Focus Industrial Resources Limited,

We have examined the compliance of conditions of corporate governance by FOCUS INDUSTRIAL RESOURCES LIMITED ("the Company") for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Delhi
Date: 29.05.2015

FORM.M. GOYAL & CO.
CHARTERED ACCOUNTANTS
Firm Regn. No. 007198N
Sd/-
(C.A. M.M.GOYAL)
(Partner)
M.No. 86085



GREEN INITIATIVE IN CORPORATE GOVERNANCE

Dear Shareholder,

The Ministry of Corporate Affairs ("MCA") has started "Green Initiative in Corporate Governance", which provides for paperless compliances by companies through electronic mode. In accordance with MCA's recent circulars bearing no. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, companies can now send documents and other notices to shareholders through electronic mode.

In the spirit of circulars issued by MCA, we propose to henceforth send documents such as notices convening General Meetings, Annual Report and other communications in electronic form to shareholders. Please note that all such documents shall be available on the Company's website 'www.focuslimited.in' and shall also be kept open for inspection at the Registered Office of the Company during office hours.

Many of the shareholders have registered their emails pursuant to the said initiative. We thank those shareholders for the same. Those shareholders, who have not registered their email addresses so far, may, as a support to this initiative, register their email addresses by sending an email to beetalrta@gmail.com quoting their Name, Folio No., DP ID/ Client ID and email address to be registered with us for sending documents in electronic form. Alternatively, to register their email ID with the company, Shareholders are requested to submit the following form, duly filled in the format prescribed below.

Green Form

To Focus Industrial Resources Ltd.
104, Mukand House, Commercial Complex,
Azadpur, Delhi-110033
India

As per the Green Initiative in Corporate Governance of the Ministry of Corporate Affairs, I hereby opt to receive service of documents by companies, including the Annual Report, in electronic mode, and request you to register my email ID as stated below for the same.

*Mandatory fields

Shareholder Name(s)*
DPID No.*
Folio No. / Client ID No.*
PAN No.*
Email Address*
No. of Equity Shares held *
Year *
Address *



INDEPENDENT AUDITORS' REPORT

To
The Members of
Focus Industrial Resources Ltd.
[Report on the Financial Statements](#)

We have audited the accompanying financial statements of Focus Industrial Resources Ltd. ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

[Management's Responsibility for the Financial Statements](#)

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that gives a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that gives a true and fair view and are free from material misstatement, whether due to fraud or error.

[Auditor's Responsibility](#)

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to

provide a basis for our audit opinion on the financial statements.

[Opinion](#)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

[Report on Other Legal and Regulatory Requirements](#)

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164 (2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company has disclosed the impact if any, of pending litigations as at March 31, 2015 on its financial position in its financial statements
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company during the year ended March 31, 2015.

FOR M. M. GOYAL & CO.
Chartered Accountants
(Firm Reg. No-007198N)

Sd/-
(CA. M.M.GOYAL)

Partner

M. No. 86085

Place: Delhi
Dated: 29.05.2015



Annexure to the Independent Auditors' Report

(Referred to in Paragraph under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date on the accounts of Focus Industrial Resources Ltd. for the year ended 31st March, 2015)

1. (a) The Company has maintained proper records to show full particulars including quantitative details and situation of fixed assets.
(b) The fixed assets have been physically verified by the management at the reasonable intervals, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
2. (a) The inventory of shares in demat account has been verified by the management during the year.
(b) In our opinion and according to the information and explanations given to us the procedures followed by the management for such physical verification are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) In our opinion Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of accounts.
3. (a) According to information and explanation given to us the Company has not granted any secured or unsecured loans, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us there is an adequate internal control system commensurate with the size of the Company and nature of its business with regard to the purchase of inventory and fixed assets and also for the sale of goods & services. Further on the basis of our examination of the books of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across nor have we been informed of any instance of major weaknesses in the aforesaid internal control systems.
5. According to the information and explanations given to us, the Company has not accepted any deposit from the public within the meaning of provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Therefore, the provisions of the clause 3 (v) of the order are not applicable to the Company.
6. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act 2013 for the Company.
7. (a) According to the information & explanations given to us, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, excise, value added tax, cess and any other statutory dues applicable to it and there are no undisputed statutory dues outstanding as at March 31, 2015 for a period exceeding six months from the date they became payable.
(b) According to the information & explanations given to us, there are no dues of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess which have not been deposited on account of any dispute.
(c) According to the information and explanation given to us, and as certified by the management, there are no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of Companies Act, 2013 and rules made there under.
8. The Company does not have any accumulated losses at the end of the financial year. The Company has not incurred cash losses in the financial year covered by our audit and in the immediately preceding financial year.
9. In our opinion and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution or bank. The Company has not issued any debentures.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
11. In our opinion, and according to the information and explanations given to us, no term loan has been obtained by the Company during the year.
12. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

FOR M. M. GOYAL & CO.
Chartered Accountants
(Firm Reg. No-007198N)
Sd/-
(CA. M.M.GOYAL)
Partner
M. No. 86085

Place: Delhi
Dated: 29.05.2015



To
The Board of Directors,
M/s Focus Industrial Resources Ltd.
Delhi.

We have audited the attached Balance Sheet of Focus Industrial Resources Ltd. As at 31.03.2015 and Profit & Loss Account for the year ended 31.03.2015, annexed hereto and report that:-

1. The Company is Registered with RBI vide Registration No. 14-01042 w.e.f. 10.08.1998.
2. The Board of Directors has passed a resolution for the non acceptance of any public deposits.
3. The company has not accepted any public deposits during the relevant year.
4. The company has complied with the prudential norms relating to income recognition accounting standards, assets classification and provisioning for bad & Doubtful debts as applicable to it.

FOR.M.M. GOYAL & CO.

Chartered Accountants

Firm Reg. No.- 007198N

Sd/-

(CA. M.M. GOYAL)

Partner

M. No. - 86085

Place: DELHI

Dated:29.05.2015



FOCUS INDUSTRIAL RESOURCES LIMITED
Balance Sheet as at 31st March, 2015

(Figures in Rupees)

	Note No.	Year ended 31/03/2015	Year ended 31/03/2014
I. EQUITY AND LIABILITIES			
A Shareholders' Funds			
(i) Share Capital	4	121,941,990	121,941,990
(ii) Reserves and Surplus	5	95,311,073	95,279,655
		217,253,063	217,221,645
B Non-Current Liabilities			
(i) Long-term Borrowings	6	45,548,991	20,633,755
(ii) Deferred Tax Liabilities (Net)	7	134,608	395,783
(iii) Other Long-term Liabilities		-	-
(iv) Long-term Provisions	8	735,909	640,211
		46,419,508	21,669,749
C Current Liabilities			
(i) Short-term Borrowings		-	-
(ii) Trade Payables	9	118,974	93,239
(iii) Other Current Liabilities	10	227,505	357,080
(iv) Short-term Provisions	11	2,063,499	1,747,701
		2,409,978	2,198,020
		266,082,549	241,089,414
II. ASSETS			
A Non-Current Assets			
(i) Fixed Assets			
(a) Intangible Assets		-	-
(b) Tangible Assets	12	7,663,266	9,780,328
(ii) Non-Current Investments		-	-
(iii) Long-term Loans and Advances	13	249,223,268	210,862,663
(iv) Other Non-Current Assets	14	-	18,859
		256,886,534	220,661,850
B Current Assets			
(i) Current Investments		-	-
(ii) Inventories		1,131,427	1,328,313
(iii) Trade Receivables	15	260,767	-
(iv) Cash and Bank Balances	16	5,618,174	16,867,836
(v) Short-term Loans and Advances		-	-
(vi) Other Current Assets	17	2,185,647	2,231,415
		9,196,015	20,427,564
		266,082,549	241,089,414

See accompanying Notes to the Financial Statements 1-30

As per our report of even date attached

For M. M. Goyal & Co.
Chartered Accountants
Firm Reg. no. 007198N

Sd/-
(CA M.M. Goyal)
Partner
M.No. 86085

Place: Delhi
Dated: 29.05.2015

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

Sd/-
(Pradeep Kumar Jindal)
Managing Director
DIN : 00049715

Sd/-
(Madhavi Bhatnagar)
Director
DIN: 02045590

Sd/-
(Silky Kapoor)
Company Secretary
M.NO.6668



FOCUS INDUSTRIAL RESOURCES LIMITED
Statement of Profit and Loss for the year ended 31st March, 2015

(Figures in Rupees)

	Note No.	Year ended 31/03/2015	Year ended 31/03/2014
REVENUES			
(a) Revenue from Operations	18	10,656,901	10,073,015
(b) Other Income		-	
Total Revenues		10,656,901	10,073,015
EXPENSES			
(a) Purchases of Shares	19	-	103,969
(b) Changes in Inventories	20	196,886	399,066
(c) Employee Benefits Expenses	21	2,125,350	1,604,130
(d) Finance Costs	22	683,605	590,602
(e) Depreciation and Amortization	23	2,180,921	1,009,622
(f) Other Expenses	24	5,288,400	5,033,252
Total Expenses		10,475,162	8,740,641
Profit/ (Loss) before Exceptional and Extraordinary items and Tax		181,739	1,332,374
Exceptional Items		-	-
Profit/ (Loss) before Extraordinary items and Tax		181,739	1,332,374
Extraordinary Items		-	-
Profit before Tax		181,739	1,332,374
Tax Expenses:	25		
(a) Current Tax		315,798	226,716
(b) Deferred Tax		(261,175)	184,987
Profit/ (Loss) for the period from continuing Operations		127,116	920,671
Profit/ (Loss) for the period		127,116	920,671
Earnings per Equity Share:			
Basic	26	0.01	0.08
Diluted		0.01	0.08

See accompanying Notes to the Financial Statements 1-30

As per our report of even date attached

For M. M. Goyal & Co.
Chartered Accountants
Firm Reg. no. 007198N

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

Sd/-
(CA M.M. Goyal)
Partner
M.No. 86085

Sd/-
(Pradeep Kumar Jindal)
Managing Director
DIN : 00049715

Sd/-
(Madhavi Bhatnagar)
Director
DIN: 02045590

Sd/-
(Silky Kapoor)
Company Secretary
M.NO.6668

Place: Delhi
Dated: 29.05.2015



FOCUS INDUSTRIAL RESOURCES LIMITED
Cash Flow Statement for the year ended 31st March, 2015

(Figures in Rupees)

	Year ended 31/03/2015	Year ended 31/03/2014
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Extra Ordinary items Tax	181,739	1,332,374
Adjustment for :		
Depreciation and Amortization Expenses	2,180,921	1,009,622
Impairment Loss/ (Reversal) (Net)	-	-
Employee Stock Option Scheme	-	-
Provisions/ Depreciation on Standard assets and Investments	-	-
Unrealised Foreign Exchange (Gain)/ Loss (Net)	-	-
Loss/ (Gain) on Derivative transactions (Net)	-	-
Investing Activities (Net)	-	-
Operating profit before working capital changes	2,362,660	2,341,996
Changes in working Capital:		
Inventories	196,886	(1,328,313)
Trade and other Receivables	(214,999)	1,590,070
Trade and other Payables	(103,840)	(347,207)
Cash generation from Operation	2,240,707	2,256,546
Payment of Direct Taxes		
Net Cash generated/ (used) - Operating Activities	2,240,707	2,256,546
CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of Fixed Assets	(45,000)	(4,098,888)
Sale of Fixed Assets	-	-
Return of Capital from Subsidiary	-	-
Purchase of shares of Subsidiaries	-	-
Sale of shares of Subsidiaries	-	-
Purchase of Investments	-	-
Sale of Investments	-	10,634,879
Proceeds/ Repayment of Loans to Body Corporate (Net)	(38,360,605)	(9,540,083)
Interest Received	-	-
Dividend Received	-	-
Net Cash Generated/ (Used) - Investing Activities	(38,405,605)	(3,004,092)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Shares (Net of Expenses)	-	-
Proceeds from Long-term Borrowings	24,915,236	11,105,004
Repayment of Long-term Borrowings	-	-
Proceeds/ Repayment of Short-term Borrowings (Net)	-	-
Finance Cost Paid	-	-
Security Received	-	-
Hire Purchase Finance taken	-	-
Net Cash Generated/ (Used) - Financing Activities	24,915,236	11,105,004
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)	(11,249,662)	10,357,458
Add : Opening Cash and Cash Equivalents	16,867,836	6,510,378
Closing Cash and Cash Equivalents	5,618,174	16,867,836

As per our report of even date attached
For M. M. Goyal & Co.
Chartered Accountants
Firm Reg. no. 007198N

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

Sd/-
(CA M.M. Goyal)
Partner
M.No. 86085

Sd/-
(Pradeep Kumar Jindal)
Managing Director
DIN : 00049715

Sd/-
(Madhavi Bhatnagar)
Director
DIN: 02045590

Sd/-
(Silky Kapoor)
Company Secretary
M.NO.6668

Place: Delhi
Dated: 29.05.2015



FOCUS INDUSTRIAL RESOURCES LIMITED

Notes to Financial Statements as at March 31, 2015

1. BACKGROUND:

Focus Industrial Resources Limited ('the Company') is registered as a Non-Banking Financial Company ('NBFC') AS defined under section 45-IA of the Reserve Bank of India Act, 1934. The company is principally engaged in lending and investing activities.

2. SIGNIFICANT ACCOUNTING POLICIES:

A. BASIC OF PREPARATION OF FINANCIAL STATEMENTS:

The accompanying financial statements are prepared and presented under the historical cost convention on the accrual basis of accounting unless otherwise stated and comply with the accounting standard referred to in Section 133 of the Companies Act 2013 read with Rule 7 of Company (Accounts) Rules 2014, to the extent applicable.

The Company complies in all material respects, with the prudential norms relating to income recognition asset classification and provisioning for bad and doubtful debts and other matters, specified in the directions issued by the Reserve Bank of India in terms of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions 2007 as applicable to it.

B. USE OF ESTIMATES:

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

C. REVENUE RECOGNITION:

i) Interest Income:

Interest income is recognized as it accrues on a time proportion basis taking into account the amount outstanding and the rate applicable except in the case of nonperforming assets ('NPAs') where is recognized, upon realization.

ii) Dividend income:

Dividend income is recognized when the right to received payment is established.

iii) Income from investments:

Profit earned from sale of securities is recognized on trade date basis. The cost of securities is computed based on weighted average basis.

iv) Discount on investments:

The Difference between the acquisition cost and face value of debt instruments are recognized as interest income over the tenor of the instrument on straight line basis.

v) Loan processing fee income:

Loan processing fee income is recognized as and when it becomes due.

vi) Management fee income:

Management fee income toward support services is accounted as and when it becomes due on contractual terms with the parties.

D. FIXED ASSETS:

Fixed assets are stated at cost of acquisition less accumulated depreciation and impairment loss if any. Cost includes all expenses incidental to the acquisition of the fixed assets.

E. DEPRECIATION:

Depreciation on straight method over the useful life of assets.

F. IMPAIRMENT OF ASSETS:

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired: if any such indication exists. The Company estimates the recoverable

amount of the asset. If such recoverable amount of the asset is less than the carrying amount. The carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss if at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

G. INVESTMENTS:

Investments are classified as long term or current based on intention of the management at the time of purchase. Current investments are valued scrip wise at cost or fair value whichever is lower.

H. REPOSSESSED ASSETS:

Assets repossessed against the settlement of loans are carried in the balance sheet at outstanding loans amount or market value whichever is lower. The difference between the outstanding loan amount and the market value is charged to statement of profit and loss in the year of repossession of assets.

I. LOAN ORIGATION/ACQUITION COST:

All direct cost incurred for the origination is amortized over the average tenure of the loan.

J. SECURITY OF LOAN GIVEN:

Housing loans/loans against property granted are secured by equitable registered mortgage of property and / or undertaking to create secured loans are secured against the hypothecation of respective assets.

K. BORROWING COST:

Borrowing cost: which are directly attributable to the acquisition/construction of fixed assets, till the time assets are ready for intended use, are capitalized as part of the cost of the assets? Other borrowing costs are recognized as expenses in the year in which they are incurred. Borrowing cost directly attributable to borrowing are expense over the tenure of the borrowing.

L. EARNING PER SHARE:

The basic earning per shares is computed by dividing the net profit/loss attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the reported year. Diluted earning per share reflects the potential dilution that could occur if securities or other contract to issue equity shares were exercised or converted during the year. Diluted earning per share is computed by dividing the net profit after tax by weighted average number of equity shares and dilutive potential equity shares outstanding during the year. In computing dilutive earning per share, only potential equity shares that are dilutive and that reduce profit/increase loss per share are included.

M. PROVISION FOR NON-PERFORMING ASSET (NPA) AND DOUBTFUL DEBTS:

NPA includes loans and advances receivable are identified as bad/doubt full bases on the duration of the delinquency. The duration is set at appropriate levels for each product. NPA provisions are made based on the management assessment of the degree of impairment and the level of provisioning meets the NBFC prudential norms prescribed by the Reserve Bank of India.

N. PROVISION FOR STANDARD ASSETS:

Provisions for standard assets are made as per the reserve bank of India notification DNBS.PD.CC.NO. 207/03.02.2002/2010-11 dated January 17, 2011.

O. TAXATION:

i) Current Tax:



Provision for current tax made after taking into consideration benefit admissible under the provision of the income tax act, 1961. Minimum alternate tax (MAT) credit entitlement is recognized where there is convincing evidence that the same can be realized in future.

ii) Deferred Tax:

The deferred tax charge or credit and the corresponding deferred tax liability or assets are recognized using the tax rate that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future however where there is unabsorbed depreciation or carried forward loss under taxation laws. Deferred tax assets are recognized only if there is virtual certainty or realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtual certain (as the case may be) to be realized.

3. During the year effective from 1st April 2014, the Company has revised estimated useful life of all of its fixed assets as per the Schedule II of the Companies Act 2013. Based on current estimates of assets whose useful life has already been exhausted as on 01.04.2014, has been adjusted and there not been any change in the useful life of the fixed assets.

The financial statement for the period ended march 31, 2015 had been prepared as per the then applicable. Schedule III to the companies act, 2013. Consequent to the notification to the Schedule III under the companies act, 2013, the financial statement for the period ended march 31, 2015 have been prepared as per Schedule III. Accordingly the previous year's figures does not impact recognition and measurement principle followed for preparation of financial statement.

FOR. M.M. GOYAL & CO.

Chartered Accountants

Firm Reg. No. - 007198N

Sd/-

(CA. M.M. GOYAL)

Partner

M. No. - 86085

Place: DELHI

Dated: 29.05.2015



FOCUS INDUSTRIAL RESOURCES LIMITED
Notes to the Financial Statements as at 31st March, 2015

(Figures in Rupees)

	As at 31/03/2015	As at 31/03/2014
4 SHARE CAPITAL:		
A. Authorized, Issued, Subscribed and Paid-up Share Capital		
Authorized:		
125,00,000 Equity Shares of Rs. 10/- each	125,000,000	125,000,000
	125,000,000	125,000,000
Issued:		
121,94,199 Equity Shares of Rs. 10/- each	121,941,990	121,941,990
	121,941,990	121,941,990
Subscribed and Paid-up:		
121,94,199 Equity Shares of Rs. 10/- each fully paid-up	121,941,990	121,941,990
	121,941,990	121,941,990

B. Reconciliation of Shares outstanding at the beginning and at the end of year are given below:

	2014-15		2013-14	
	Numbers	Amount	Numbers	Amount
Equity Shares outstanding at the beginning of the year	12,194,199	121,941,990	12,194,199	121,941,990
Add: Bonus Shares Issued during the year	-	-	-	-
Add: Allotted due to Amalgamation	-	-	-	-
Equity Shares outstanding at the end of the year	12,194,199	121,941,990	12,194,199	121,941,990

C. Detail of shareholders holding more than 5 percent shares of the Company as on reporting date are given below:

Name of shareholder	As at 31/03/2015		As at 31/03/2014	
	Numbers of Shares held	Percentage of Holding	Numbers of Shares held	Percentage of Holding
Anand Kumar Jain	-	-	682,807	5.6
Renu Jain	744,364	6.1	997,500	8.18
S. K. Jain	791,814	6.49	1,291,814	10.59
Mamta Jindal	610,700	5.01	-	-
Pradeep Kumar Jindal (Huf)	766,402	6.28	-	-

D. Detail of shares allotted without payment being received in cash during five years immediately preceding the Balance Sheet date are given below:

	Year ended				
	3/31/2015	3/31/2014	3/31/2013	3/31/2012	3/31/2011
Equity Shares:					
Fully paid up pursuant to contract without payment being received in cash (a)					
Fully paid up by way of bonus shares	-	-	-	8,129,466	-
Fully paid up by way of Amalgamation	-	-	-	-	2,914,733

(Figures in Rupees)

	As at 31/03/2015	As at 31/03/2014
5 RESERVES AND SURPLUS:		
Reserves and Surplus consist of the following:		
Special Reserve u/s 45-IC of RBI Act, 1934	2,096,672	2,071,249
Securities Premium Account	81,294,660	81,294,660
General Reserve	3,604,666	3,604,666
	86,995,998	86,970,575
Surplus i.e. balance in Statement of Profit and Loss	8,315,075	8,309,080
	95,311,073	95,279,655

(a) Additions and deductions since the last Balance Sheet under each head of Reserve are as under:



	(Figures in Rupees)			
	As at 31/03/2014	Additions	Deductions	As at 31/03/2015
Special Reserve u/s 45-IC of RBI Act 1934	2,071,249.00	25,423	-	2,096,672
Securities Premium Account	81,294,660.00	-	-	81,294,660
Profit & Loss A/C	8,309,080.00	127,116	121,121	8,315,075
General Reserve	3,604,666.00	-	-	3,604,666
	95,279,655.00	152,539	121,121	95,311,073

(b) Allocations and appropriations in Surplus i.e. balance in Statement of Profit and Loss are as under:

	(Figures in Rupees)	
	As at 31/03/2015	As at 31/03/2014
Opening Balance	8,267,537	7,531,000
Add: Profit for the period after Provision for Current Year Income Tax & Deferred Tax	127,116	920,671
	8,394,653	8,451,671
Less: Tax adjustment related to Previous Years	-	-
Less: Transfer to Special Reserve u/s 45-IC of RBI Act 1934	25,423	184,134
Closing Balance	8,369,230	8,267,537

6. LONG TERM BORROWINGS:

Secured Loan:

Term Loans:

From Banks

ICICI Audi Car Loan

ICICI VENTO Car Loan

Volkswagen Finance (P) Ltd.(SKODA)

Volkswagen Finance (P) Ltd.(AUDI)

Unsecured Loan:

From Others

	(Figures in Rupees)	
	As at 31/03/2015	As at 31/03/2014
	-	-
	1,398,156	2,130,740
	-	20,776
	-	256,419
	2,311,835	2,890,880
	3,709,991	5,298,815
	41,839,000	15,334,940
	41,839,000	15,334,940
	45,548,991	20,633,755

(a) Other Loans and Advances mainly include inter Corporate Deposits.

(b) Nature of security for secured borrowings are Motor Cars.

7. DEFERRED TAX LIABILITIES (NET):

Major components of Deferred Tax arising on account of temporary timing differences are given below:

Deferred Tax Liabilities :

Opening Balance

Add: Provision for Current Year Deferred Liability

Deferred Tax Liability (Net)

	(Figures in Rupees)	
	As at 31/03/2015	As at 31/03/2014
	395,783	210,796
	(261,175)	184,987
	134,608	395,783

8 LONG-TERM PROVISIONS:

Long-term Provisions consist of the following:

Provision for Standard Assets

Other Provisions

	(Figures in Rupees)	
	As at 31/03/2015	As at 31/03/2014
	622,855	527,157
	113,054	113,054
	735,909	640,211



9 TRADE PAYABLES:

Trade Payables consist of the following:
Trade Payables - Due to micro and small enterprises
Trade Payable - Due to other than micro and small enterprises
Accrued Expenses

(Figures in Rupees)	
As at 31/03/2015	As at 31/03/2014
-	-
118,974	91,017
-	2,222
118,974	93,239

10 OTHER CURRENT LIABILITIES:

Other Current Liabilities consist of the following:
Statutory dues Payables
Other Liabilities
Volkswagen Car Loan Payable
Audit Fees Payable
Audi Car Loan Payable
Salaries Payable

(Figures in Rupees)	
As at 31/03/2015	As at 31/03/2014
815	3,081
-	108,348
29,775	29,775
76,811	76,811
120,104	139,065
227,505	357,080

11 SHORT-TERM PROVISIONS:

Short-term Provisions consist of the following:
Provision for Current Tax 2013
Provision for Current Tax 2014
Provision for Current Tax 2015

(Figures in Rupees)	
As at 31/03/2015	As at 31/03/2014
1,520,985	1,520,985
226,716	226,716
315,798	-
2,063,499	1,747,701

NOTE-12 - FIXED ASSETS - DEPRECIATION NOTE AS PER COMPANIES ACT, 1956

S.NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK			
		AS ON 01.04.2014	ADDITION DURING THE YEAR	SOLD DURING THE YEAR	AS ON 31.3.2015	AS ON 31.03.2014	FOR THE YEAR 2014	FOR THE YEAR 2015	UPTO DATE OF SALE	ADJUSTMENT DURING THE YEAR	AS ON 31.3.2015	AS ON 31.03.2015	AS ON DATE OF SALE	AS ON 31.03.2014
1	Computer	786,684	-	-	786,684	570,340	47,353	91,104	-	-	708,797	77,887	-	216,344
2	Car	10,593,956	-	-	10,593,956	1,468,039	468,948	1,324,245	-	-	3,261,232	7,332,724	-	9,125,917
3	Motor Bike	129,169	-	-	129,169	20,642	1,107	12,917	-	-	34,666	94,503	-	108,527
4	Photocopier	57,000	-	-	57,000	19,713	37,286	-	-	-	56,999	1	-	37,287
5	Air Conditioner	96,000	-	-	96,000	13,390	43,000	19,200	-	-	75,590	20,410	-	82,610
6	Security System	145,782	-	-	145,782	21,886	48,115	29,155	-	-	99,156	46,626	-	123,896
7	Telephone	52,000	45,000	-	97,000	3,292	10,569	16,392	-	-	30,253	66,747	-	48,708
8	Refrigerator	10,300	-	-	10,300	543	1,178	2,060	-	-	3,781	6,519	-	9,757
9	Microwave	6,500	-	-	6,500	236	508	1,300	-	-	2,044	4,456	-	6,264
10	Water Purifier	22,000	-	-	22,000	982	3,225	4,400	-	-	8,607	13,393	-	21,018
	Total	11,899,391	45,000	-	11,944,391	2,119,063	661,289	1,500,773	-	-	4,281,125	7,663,266	-	9,780,328
	Previous Year	7,800,503	4,098,888	-	11,860,591	1,128,302	990,761	-	-	-	2,119,063	9,780,328	-	6,672,201

13 LONG-TERM LOANS AND ADVANCES:

Long-term Loans and Advances consist of the following:
Inter corporate loans, advances and deposits:
Secured, Considered Good
Unsecured, Considered Good
Other loans and advances :
Secured, Considered Good
Unsecured, Considered Good

(Figures in Rupees)	
As at 31/03/2015	As at 31/03/2014
-	-
168,640,358	73,164,007
-	-
80,582,910	137,698,656
249,223,268	210,862,663

14 OTHER NON-CURRENT ASSETS:

Other non-current Assets consist of the following:
Unamortized Expenses

(Figures in Rupees)	
As at 31/03/2015	As at 31/03/2014
-	18,859
-	18,859

15 TRADE RECEIVABLE:

Trade Receivables consist of the following:
Outstanding for a period exceeding six months (from the due date):
Unsecured, Considered Good
Outstanding for a period less than six months :
Unsecured, Considered Good

(Figures in Rupees)	
As at 31/03/2015	As at 31/03/2014
-	-
260,767	-
260,767	-



		(Figures in Rupees)	
		As at 31/03/2015	As at 31/03/2014
16 CASH AND BANK BALANCES:			
Cash and Bank Balances consist of the following:			
Cash and Cash Equivalents:			
Balance with Banks:			
Current Accounts			
Andhra Bank		2,119,954	3,563,740
Corporation Bank		6	6
Union Bank of India		5,409	5,409
Cash on hand		3,492,805	13,298,681
		5,618,174	16,867,836

		(Figures in Rupees)	
		As at 31/03/2015	As at 31/03/2014
17 OTHER CURRENT ASSETS:			
Other Current Assets consist of the following:			
Security Deposit		-	25,000
Tax Deducted at Source 2013		561,540	561,540
Tax Deducted at Source 2014		742,038	889,822
Tax Deducted at Source 2015		882,069	-
Other Receivables		-	755,053
		2,185,647	2,231,415

		(Figures in Rupees)	
		As At 31/03/2015	As At 31/03/2014
18 REVENUE FROM OPERATIONS:			
Revenue from Operations consist of the following:			
Sale of shares		614,570	281,487
Interest		10,037,363	9,770,013
Dividend		4,968	21,515
Net Revenue from Operations		10,656,901	10,073,015

19 PURCHASE OF SHARES:	No. of Shares		(Figures in Rupees)	
	Year ended	Year ended	Year ended	Year ended
	31/03/2015	31/03/2014	31/03/2015	31/03/2014
Name of Scripts				
R Power Limited	-	1400	-	103,969
	-	1,400	-	103,969

		(Figures in Rupees)	
		As At 31/03/2015	As At 31/03/2014
20 CHANGES IN INVENTORIES:			
Changes in Inventories consist of the following:			
Opening Inventories:			
Stock of shares		1,328,313	1,727,379
Less: Closing Inventories:			
Stock of shares		1,131,427	1,328,313
		196,886	399,066

		(Figures in Rupees)	
		As At 31/03/2015	As At 31/03/2014
21 EMPLOYEE BENEFIT EXPENSES:			
Employee Benefits Expenses consist of the following:			
Salaries and Wages		1,785,770	1,451,107
Bonus		60,000	54,000
Employee Welfare		279,580	99,023
		2,125,350	1,604,130



22 FINANCE COSTS:

Finance Costs consist of the following:

Interest Expenses
Bank charges

(Figures in Rupees)	
As At 31/03/2015	As At 31/03/2014
672,533	554,505
11,072	36,097
683,605	590,602

23 DEPRECIATION AND AMORTIZATION EXPENSES:

Depreciation
Amortization of Amalgamation Expenses

(Figures in Rupees)	
As At 31/03/2015	As At 31/03/2014
2,162,062	990,761
18,859	18,861
2,180,921	1,009,622

24 OTHER EXPENSES:

Other Expenses consist of the following:

(Gain)/ Loss on F & O
A.G.M. Expenses
Advertisement Expenses
Auditors' Remuneration - (a)
Brokerage Expenses
Books & Periodicals Expenses
Business Promotion
Car Insurance
Electricity
Legal & Professional Charges
Listing & Connectivity Charges
Miscellaneous Expenses
Petrol
Postage & Telephone
Printing & Stationary
R.O.C. Fee
Repair & Maintnances
Office Rent
Travelling & Conveyance

(Figures in Rupees)	
As At 31/03/2015	As At 31/03/2014
350,017	(142,760)
35,694	215
129,466	50,661
29,775	29,775
1,673	224
19,008	9,962
1,206,298	3,168,993
210,420	142,250
158,870	103,230
35,743	39,878
146,505	96,629
80,765	86,299
297,050	289,944
450,466	236,190
216,649	142,394
4,200	1,000
1,275,984	378,288
180,000	-
459,817	400,080
5,288,400	5,033,252

(a). Details of Auditors' Remuneration are as follows:

Statutory Auditors:
Audit Fees
Tax Audit Fees

22,472	22,472
7,303	7,303
29,775	29,775

25 TAX EXPENSES:

Current Tax:

Current Tax for the year

(Figures in Rupees)	
As At 31/03/2015	As At 31/03/2014
315,798	226,716
315,798	226,716

Deferred Tax:

Deferred Tax for the year

(261,175)	184,987
(261,175)	184,987



	(Figures in Rupees)	
	As At 31/03/2015	As At 31/03/2014
26 EARNING PER SHARE (EPS):		
Profit/ (Loss) for the period (Rupees)	127,116	920,671
Weighted average number of shares used in the calculation of EPS:		
Weighted average number of Basic Equity Shares outstanding	12,194,199	12,194,199
Shares issued for no consideration in respect of Bonus Shares	-	-
Shares issued for no consideration in respect of Amalgamation	-	-
Weighted average number of Diluted Equity Shares outstanding	12,194,199	12,194,199
Face value of per share	10	10
Basic EPS	0.01	0.08
Diluted EPS	0.01	0.08

27 SEGMENT REPORTING:

(a) As per Company's business activities falls within single segment viz loans & investments the disclosure requirement of Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India & the geographical is in India.

28 Information related to Micro, Small and Medium Enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006 (MSME Development Act). There is no due to small scale industrial undertaking which are required to be disclosed as per schedule III to the Companies Act, 2013.

29 RELATED PARTY DISCLOSURES:

Details of disclosures as required by "Accounting Standard (AS)- 18 on Related Party Disclosure" are as under:-

a) Names of related parties and description of relationship:

Key Management Personnel

Mr. Pradeep Kumar Jindal	Chairman cum Managing Director
Mr. Ashok Kumar Gupta	Director
Ms. Madhvi Bhatnagar	Director
Mr. Santanu Kumar Dash	Director
Ms. Silky Kapoor	Company Secretary
Mr. Punit Seth	Chief Financial Officer

b) Related party transactions:

As per the information available it seems that there were no related party transactions.



FOCUS INDUSTRIAL RESOURCES LIMITED

NOTE : 30

Disclosure of details as required by para 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

PARTICULARS	Amount outstanding Rupees	Amount overdue Rupees	
Liabilities Side:			
(1) Loans and advances availed by the NBFC inclusive of Interest accrued thereon but not paid:			
(a) Debentures: Secured	NIL	NIL	
Unsecured (Other than falling within the meaning of public deposits*)			
(b) Deferred Credits	NIL	NIL	
(c) Term Loans	NIL	NIL	
(d) Inter-corporate loans and borrowing	NIL	NIL	
(e) Commercial paper	NIL	NIL	
(f) Public Deposits'	NIL	NIL	
(g) Other Loans	4,55,48,991.00	NIL	
Assets Side:			
		Amount Outstanding	
(2) Break-up of Loans and Advances [other than those includes in (4) below] :			
(a) Secured		---	
(b) Unsecured		24,92,23,268.00	
(3) Break-up of leased Assets and stock on hire and hypothecation Loans counting towards EL/HP activities		NIL	
(4) Break-up of Investments: Current Investments:		NIL	
Long Term investments:			
1. Quoted		NIL	
2. Unquoted:			
i) Shares:		NIL	
(a) Equity			
(5) Borrower group -wise classification of loans and advances:			
Category provisions		Amount	
	Secured	Unsecured	Total
1. Related parties	---	---	---
2. Other than related parties	---	24,92,23,268.00	24,92,23,268.00
(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)			



Category	Market value /Break -up Book value (net Or fair value or NAV Of provisions)
1. Related Parties**	
(a) Subsidiaries	NIL
(b) Companies in the same group.	
(c) Other related parties	
2. Other than related parties	NIL
Total	NIL
(1) Other Information	
Particulars	Amount
i) Gross Non -performing assets	
(a) Related parties	NIL
(b) Other than related parties	
ii) Net Non -performing Assets	
(a) Related Parties	NIL
(b) Other than related parties	
iii) Assets acquired in satisfaction of debt	NIL

As per our report of even date attached

For M.M. GOYAL & CO
Chartered Accountants
Firm Reg. No. – 007198N

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

Sd/-
(CA M.M. Goyal)
Partner
M.No. 86085

Sd/-
(Pradeep Kumar Jindal)
Managing Director
DIN : 00049715

Sd/-
(Madhavi Bhatnagar)
Director
DIN: 02045590

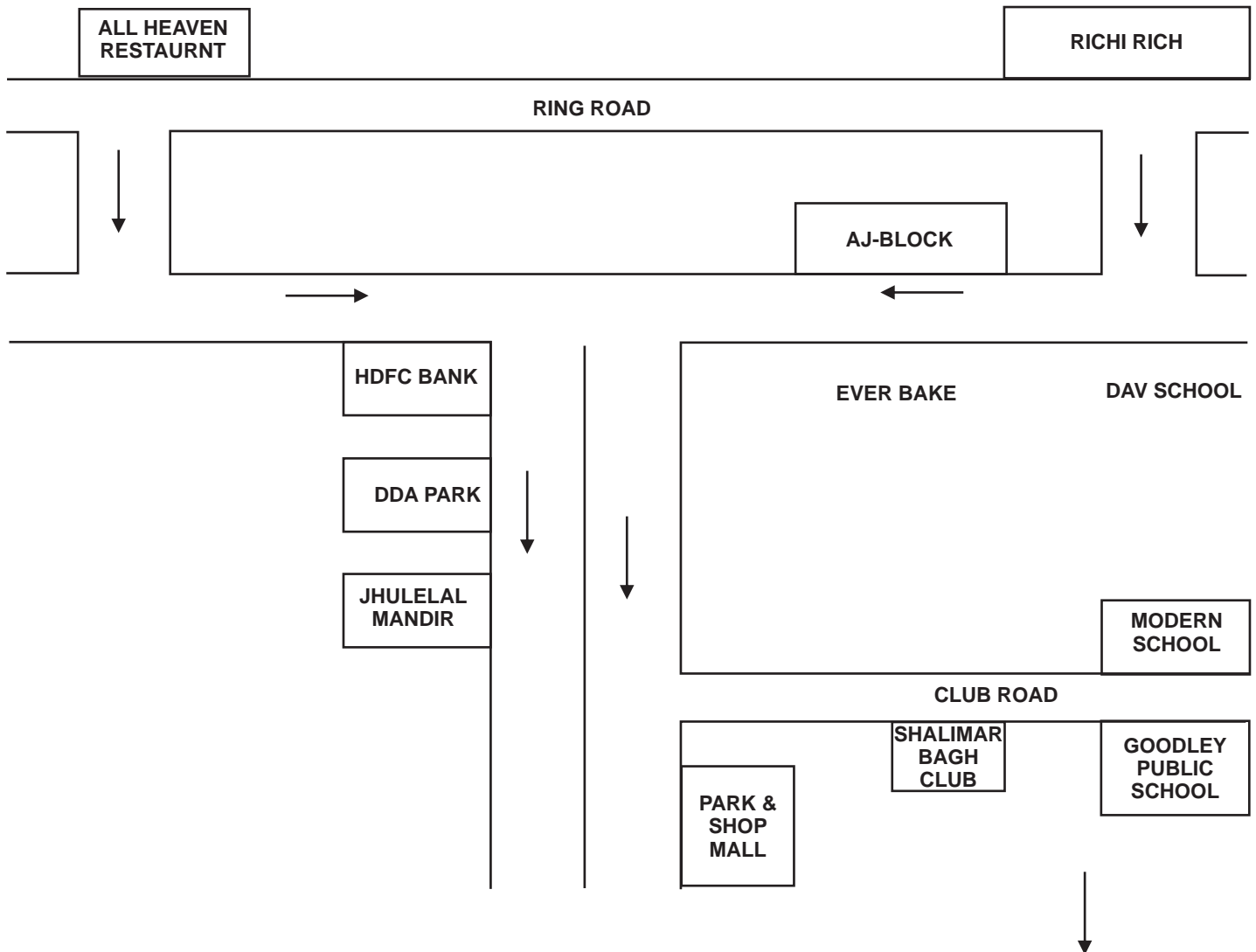
Sd/-
(Silky Kapoor)
Company Secretary
M.NO.6668

Place: Delhi
Dated: 29.05.2015

Forward-looking statement In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, may contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, our actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



LOCATION MAP OF SHALIMAR BAGH CLUB





Focus Industrial Resources Limited

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Delhi-110 033, Ph. : 011-47039000, 011-27673522, Fax : 011-27676399

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