

6th July, 2023

To,
BSE Limited
Phiroze Jeejeebhoy towers,
Dalal Street,
Mumbai-400 001, Maharashtra

Scrip ID/ Code: FOCUS/543312

Sub : Annual Report together with the Notice of 16th Annual General Meeting of the Company for the financial year 2022-2023 in Compliance under Regulation 30 & 34 of SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A of Part -A of Schedule -III & Regulation 34 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, we attach herewith the Annual report for the Financial Year 2022-2023 of the Company together with the Notice of 16th Annual General Meeting, scheduled to be held on Saturday, 29th July, 2023 at 12:30 PM. at the Registered office of the Company.

The Annual Report together with the Notice is also available on the website of the Company www.focusbsl.com.

We request you to kindly acknowledge this and update in your records.

Thanking You,

Yours faithfully,

For FOCUS BUSINESS SOLUTION LIMITED

MOHAMEDYASEEN MUHAMMADBHAI NATHANI
Managing Director
DIN: 02759578

Encl: As above

FOCUS BUSINESS SOLUTION LIMITED
CIN: L74140GJ2006PLC049345



head office : 702-703, rajhans, opp. j.k. tower, ring road, surat - 395002, tel. : +91-261-400 2823 | +91-264-400 3823



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16TH
ANNUAL REPORT
2022-2023

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CORPORATE INFORMATION

Name of the Company	FOCUS BUSINESS SOLUTION LIMITED
CIN	L74140GJ2006PLC049345
Financial year	2022-23
Telephone No.	0261-4002823 / 4003823 / 4004823
Email id	Focusbsl2006@gmail.com
Website	www.focusbsl.com
Registered office	703 Rajhans Complex, NR. Kadiwala School, Ring Road Surat-395002

BOARD OF DIRECTORS

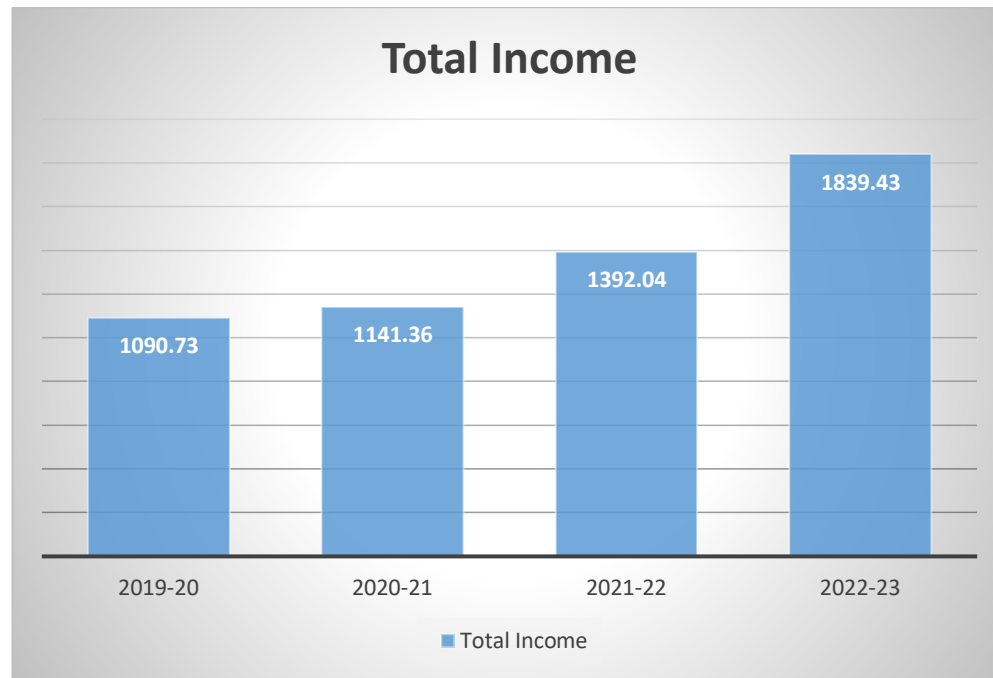
SR. NO	NAME OF THE DIRECTOR	DESIGNATION
1.	Mr. Mohamedamin Mohammad Nathani	Whole Time Director
2.	Mr. Mohamedyaseen Muhammadbhai Nathani	Managing Director & Chairman
3.	Ms. Saba Banu Bawani	Woman-Non-Executive Independent Director
4.	Mr. Pareshkumar Arjanbhai Patel	Non-Executive Independent Director
5.	Mr. Tushar Mohanlal Mistry	Non-Executive Independent Director

Chief Financial Officer	Mr. Mohammed Ilyas Shaikh (w.e.f 28.02.2020)
Company Secretary and Compliance Officer	Ms. Dinal Alpeshkumar Kansadwala (W.e.f 16.08.2022)
Statutory auditor	M/s Kansariwala & Chevli , Chartered Accountants
Internal auditor	M/s Jariwala & Associates , Chartered Accountants
Secretarial auditor	M/s D P Master & Associates Practicing Company Secretary
Registrar and share Transfer agent	Purva Sharegistry (India)Private Limited 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane,Lower Parel (E) Mumbai – 400011, Tel: 022 2301 2518 / 8261, Email: support@purvashare.com Website: www.purvashare.com
Banker	ICICI Bank Ltd. Shree Shyam Chambers, Ring Road. STATE BANK OF INDIA Maan Darwaja, Ring Road
Listing Details	BSE Limited: SME Platform W.e.f (13th July, 2021)

Some Trends – Financials Performance

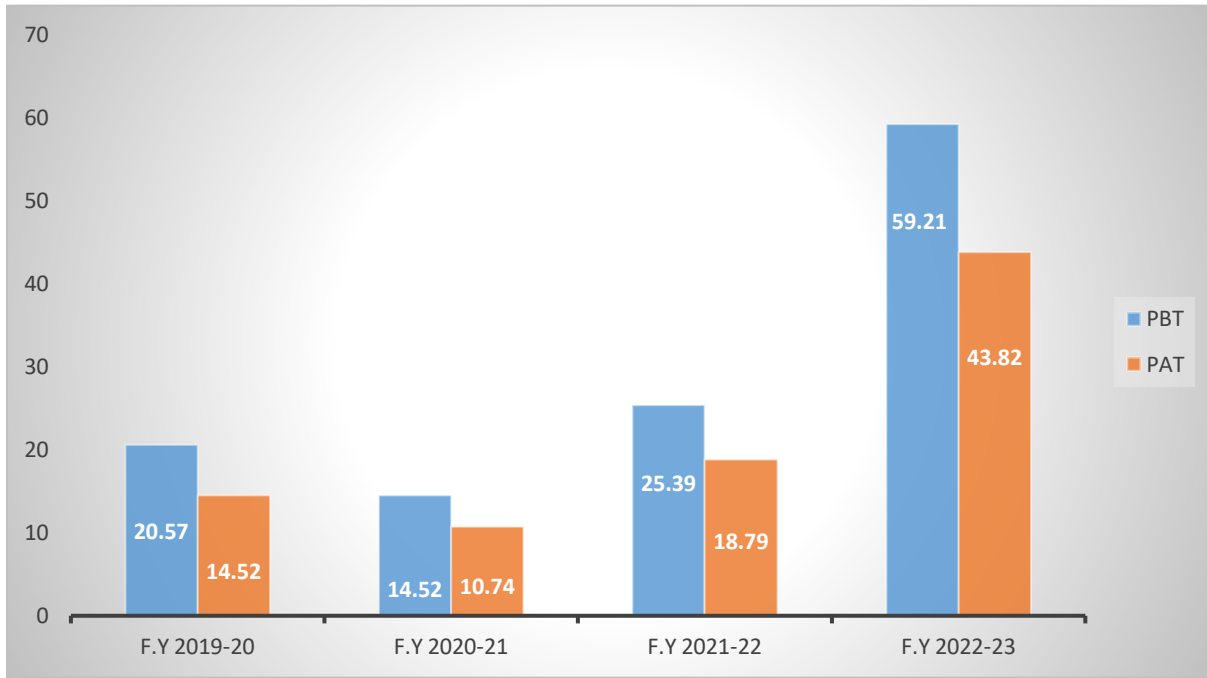
Total Income (In Lakhs)

Year	F.Y 2019-20	F.Y 2020-21	F.Y 2021-22	F.Y 2022-23
Total Income	1090.73	1141.36	1392.04	1839.43



Profit before Tax & Profit after Tax (In Lakhs)

Year	F.Y 2019-20	F.Y 2020-21	F.Y 2021-22	F.Y 2022-23
PBT	20.57	14.52	25.39	59.21
PAT	14.52	10.74	18.79	43.82



NOTICE OF16th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 16th ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S FOCUS BUSINESS SOLUTION LIMITED WILL BE HELD ON **SATURDAY, AT 29th JULY, 2023, AT 12:30 P.M.** AT THE REGISTERED OFFICE OF THE COMPANY SITUATED **AT 703, RAJHANS COMPLEX, NR. KADIWALA SCHOOL, RING ROAD, SURAT-395002** TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2023 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as an **Ordinary Resolution**:
2. To appoint a Director in place of Mr. Mohamedamin Mohammad Nathani (DIN: 02759560) who retires by rotation and being eligible offered himself for re-appointment, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

SPECIAL BUSINESS:

3. TO INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 2,30,00,000/- (Rupees Two Crore Thirty lakhs only) divided into 23,00,000 (Twenty Three Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakhs only) divided into 75,00,000 (Seventy five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment(s)

thereof), clause (V) of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

V. The Authorized Share Capital of the Company is Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakhs only) divided into 75,00,000 (Seventy Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ”.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek

any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions.”

4. TO ISSUE BONUS SHARE

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”), and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Management Act, 1999 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, the enabling provisions of the Memorandum and Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of a sum not exceeding **Rs. 1,77,76,000 (Rupees One Crore Seventy Seven Lacs Seventy Six thousand Only)** from and out of the Company's Free Reserves and/or the securities premium account and/or or such other account as may be considered necessary by Board of Directors of the Company (“the Board”), for the purpose of the issue of bonus equity shares of Rs. 10/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 4 (Four) equity share of Rs. 10/- (Rupees Ten) each for every 5 (Five) existing equity shares of Rs. 10/- (Rupees Ten) each held by the Members and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on such date as may be fixed in this regard by the Board.

RESOLVED FURTHER THAT the bonus shares so allotted shall subject to the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in physical form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company will be subject to the approval of the RBI, if applicable and as may be necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board including any Committee of the Board or person authorised by the Board, be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of bonus shares, filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board including any Committee of the Board or person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

5. TO APPROVE THE EXECUTION OF FOCUS BUSINESS SOLUTION LIMITED- EMPLOYEES' STOCK OPTION SCHEME 2023 (“ESOS 2023”)

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time [“SEBI (SBEB and Sweat Equity) Regulations”] and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the Shareholders of the Company (“Shareholders”) be and is hereby accorded to the ‘Focus Business Solution Limited- Employees’ Stock Option Scheme 2023’ (“ESOS 2023”) / (“Plan/Scheme”) and to the Board to create, offer, issue, reissue, grant (permitted under applicable laws) in terms of the ESOS 2023, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already approved under the ESOS 2023, not

exceeding 2,22,200 (Two Lakhs Twenty Two thousand Two Hundred) employee stock options (“Options”), in one or more tranches, from time to time, to such person(s) who are in the employment or service of the Company or any of its Subsidiary(ies) or Associate Company(ies) on exclusive basis, whether in or outside India, including any Director, whether whole-time or not (other than employees/ Directors who are Promoters or belonging to the promoter group, Independent Directors and Directors holding directly or indirectly more than ten (10%) percent of the outstanding equity shares of the Company, subject to their eligibility as may be determined under the scheme, at such price or prices, and on such terms and conditions, as may be determined by the Board / Committee in accordance with the provisions of the Scheme, SEBI (SBEB and Sweat Equity) Regulations and in due compliance with other applicable laws and regulations.”

“RESOLVED FURTHER THAT the Board / Committee is hereby authorised to facilitate the allotment of the equity shares as per the terms of the ESOS 2023 upon exercise of options from time to time in accordance with the ESOS 2023 and the shares so allotted shall rank pari passu in all respects with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT the Board / Committee be and is hereby also authorised at any time to modify, change, vary, alter, amend, suspend or terminate the ESOS 2023 subject to consent of the members by way of a special resolution to the extent required under the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc. requisite adjustments which may include adjustments to the number of options in the ESOS 2023 shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2023.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the ESOS 2023 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.”

“RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the SEBI (SBEB and Sweat Equity) Regulations, and any other applicable laws and regulations to the extent relevant and applicable to the ESOS 2023.”

“RESOLVED FURTHER THAT the Board / Committee be and is hereby also authorized to take necessary steps for listing of the equity shares allotted under the ESOS 2023 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) with the concerned Stock Exchanges and other applicable laws, guidelines, rules and regulations.”

“RESOLVED FURTHER THAT the Board / Committee be and is hereby also authorised to appoint a Merchant Banker who shall be involved or concerned in the exercise, issue and re-issue of options under the ESOS 2023 and such Merchant Banker will be remunerated by way of commission, brokerage, fees or the like.”

“RESOLVED FURTHER THAT any Director of the Company, and Company Secretary of Company, be and are hereby severally authorized on behalf of the Company to sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as they may in their absolute discretion deem fit or necessary or desirable for such purpose, and make all necessary filings including but not limited to making applications to any regulatory/ governmental authority/ third parties, as may be required, and to the Stock Exchanges to seek their in-principle and final approval for the listing and trading of equity shares allotted pursuant to ESOS 2023, in accordance with the provisions of SEBI (SBEB and Sweat Equity) Regulations/ SEBI Listing Regulations, applicable provisions under the Act and the rules framed thereunder and other applicable laws, and to do all such acts, deeds, matters and things as may be required to be done to give effect to the afore-said resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board / Committee in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.”

**By the order of the Board of Directors
FOR FOCUS BUSINESS SOLUTION LIMITED**

Sd/-

**Mr. Mohamedyaseen Muhammadbhai Nathani
Managing Director & Chairman
DIN: 02759578**

Date : 5th July, 2023

Place : Surat

Registered office: 703 Rajhans Complex,

Nr. Kadiwala School,

Ring Road Surat-395002

NOTES:THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

1. The Annual General Meeting will be held at the said venue by strictly adhering to the Social Distancing Norms and other Safety Protocols including face masks, hand sanitization, Infrared Thermometer etc. as per the latest guidelines/advisories/SOP's issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the details relating to the special business to be transacted at the Annual General Meeting, such business is not for proposal in this AGM.
5. Pursuant to the provision of Section 91 of the Companies Act, 2013, the Company has fixed **Saturday, July 22, 2023 as the Record Date (i.e cutoff date)** for taking records of the Members of the Company for the purpose of 16th Annual General Meeting.
6. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 AM to 3:00 PM up to the date of conclusion of AGM.
7. Members/Proxies should bring the attendance slip duly filled in and signed for attending the AGM. Duplicate attendance slip will not be provided at the hall.
8. As per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the brief profile of the Directors including those proposed to be re-appointed is annexed to this Notice.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DEMAT account.
10. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company, ten days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.

11. Members can inspect the register of Director and Key Managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the AGM at the venue.
12. All transfer deeds, requests for change of address, bank particulars/mandates/ECS mandates, PAN in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
13. Members are requested to bring their copy of Annual Report to the AGM. Members/ Proxies should bring the attendance slip duly filled in and signed for attending the AGM.
14. In case of the joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant (s).
16. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail IDs with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. Further in consonance with the MCA Circulars and the SEBI Circular dated May 12, 2020, in view of COVID-19 pandemic, the Notice of AGM and the Annual Report for the Financial Year 2022-2023 is being sent only through electronic mode to all the Shareholders. The Notice of AGM and the copies of audited financial statements, Board's Report, Auditor's Report etc. will also be displayed on Company's website www.focusbsl.com and on the website of Bombay Stock Exchange (BSE) www.bseindia.com. As per the green initiative taken by Ministry of Corporate Affairs, all the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.

17. E- VOTING PROCESS:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in pursuance to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 your Company is pleased to provide members facility to exercise their right to vote at the 16th Annual General Meeting by electronic means and business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

It is hereby clarified that it is not mandatory for a member to vote using the E-voting facility and a member may avail of the facility at his/her discretions, subject to compliance with the instruction for E-Voting given below. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company may order a poll on his own motion in terms of Section 109 of the Companies Act, 2013 for the businesses specified in the accompanying notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or <http://www.focusbsl.com>.

The remote e- voting facility will be available during the following voting period:

Commencement of remote e- voting	Wednesday, July 26, 2023 at 10:00 A.M
End of remote e- voting	Friday, July 28, 2023 at 5.00 P.M

During this period shareholders of the Company, holding shares as on **the cut-off date i.e. Saturday, 22nd July, 2023** may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company **as on the cut-off date i.e. Saturday, 22nd July, 2023**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares **as of the cut-off date i.e. Saturday, 22nd July, 2023**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

How Do I Vote Electronically Using NSDL E-Voting System?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ”

	<p>under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider

	<p>for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities In demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33

B. Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
- (I) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (II) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdhavalmaster@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to focusbsl2006@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to focusbsl2006@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e.Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE TO NOTICEEXPLAINATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE "ACT")

The following Statement sets out all material facts relating to the Ordinary/Special Business mentioned in the Notice:

ITEM NO. 3: TO INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

The following Statement sets out the material facts relating to the Special Business item no. 3 as mentioned in the Notice:

The present Authorized Share Capital of the Company is Rs. 2,30,00,000/- (Rupees Two Crore Thirty Lakhs only) divided into 23,00,000 (Twenty Three Lakh) Equity Shares of Rs. 10/- each. In order to facilitate the issue of bonus equity shares and for meeting future requirements, if any, it is proposed to increase the Authorized Share Capital to Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakhs only) divided into 75,00,000 (Seventy Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approval in terms of Sections 13 and 61 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements.

None of the Directors / Key Managerial Personnel / their relatives is in any way concerned or interested, financially or otherwise in the resolutions.

The Board recommends this resolution as set out in Item no. 3 of the Notice for your approval as an Ordinary Resolution.

ITEM NO. 4 TO ISSUE BONUS SHARES

The following Statement sets out the material facts relating to the Special Business item no. 4 as mentioned in the Notice:

The equity shares of your Company are listed and actively traded on the BSE Limited. With a view to encourage the participation of retail investors in the long term, increasing the overall tradeable float/activity level in the Equity shares and retail diversification of shareholding, the Board of Directors at its meeting held on July 5, 2023, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of Rs. 10/- (Rupee Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 4 (Four) equity share of Rs. 10/- (Rupees Ten) each for every 5 (Five) existing equity shares of Rs. 10/- (Rupees Ten) each by capitalizing a sum not exceeding **Rs. 1,77,76,000 (Rupees One Crore seventy seven Lacs Seventy Six thousand Only)** from and out of the Company's Free Reserves and/or the securities premium account and/or or such other account as may be considered necessary by Board of Directors of the Company ("the Board").

Article 39 of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The Bonus Shares so allotted shall rank pari- passu in all respects with the fully paid-up Equity Shares of the Company as on the Record Date and shall be made according to the regulations as specified under Chapter IX of SEBI (ICDR) Regulations 2018.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of the stock options/equity shares held by them in the Company.

The Board recommends this resolution as set out in Item no. 4 of the Notice for your approval as an Ordinary Resolution.

ITEM NO.5: TO APPROVE THE EXECUTION OF EMPLOYEES STOCK OPTION SCHEME 2023 (“ESOS 2023”)

The following Statement sets out the material facts relating to the Special Business item no. 5 as mentioned in the Notice:

Stock options have long been recognized internationally as an effective instrument to align the interest of Employees with those of the company and its shareholders, providing an opportunity to Employees to share the growth of the company, and to create long-term wealth in the hands of the Employees. Your Company believes that equity-based compensation plans are effective tools to attract and reward the talents working exclusively with the Company and its subsidiary (ies). With the objective to motivate key employees for their contribution to the corporate growth, to create an employee ownership culture and also to retain the best talent in the competitive environment and to encourage them in aligning individual goals with that of the Company’s objectives, your Company intends to implement an employee stock option scheme namely “Focus Business Solution Limited- Employees Stock Option scheme 2023” (“FBSL ESOS 2023”) seeking to cover eligible employees of the Company.

The Nomination & Remuneration Committee (“the Compensation Committee”) of the Board of Directors of the Company shall grant Options to employees based on the eligibility criteria and also determine the quantum of distribution of Options which could vary from employee to employee or any class thereof under ESOS 2023.

As per provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB and Sweat Equity) Regulations”), the Company seeks your approval for:

- I. Implementation of the ESOS 2023; and
- II. Grant of Options to the eligible employees of the Company as per the terms of the ESOS 2023.

Accordingly the Compensation Committee and the Board of Directors of the Company (“Board”) at their respective meetings held on July 5, 2023 have approved the ESOS 2023, subject to the member’s approval.

Disclosure/main features of ESOS 2023 pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021 and the Companies Act, 2013 are as under:

A. Brief description of ESOS 2023:

The Company proposes to introduce the ESOS 2023 primarily with a view to:

- I. reward loyalty and performance of the employees
- II. provide wealth creation opportunities to the employees;
- III. introduce a long-term incentive tool to attract, retain and motivate talent which shall contribute to the growth and profitability of the Company
- IV. enable the employees to get a share in value they create for the Company in the future.

The ESOS 2023 contemplates grant of Options to the eligible employees as may be determined in due compliance of SEBI ((SBEB and Sweat Equity) **Regulations**. After vesting, the eligible employees earns a right (but not obligation) to exercise the vested Options within the predefined exercise period.

The Nomination and Remuneration Committee shall administer the ESOS 2023. All questions of interpretation of the ESOS 2023 shall be determined by the Nomination and Remuneration Committee and such determination shall be final and binding upon all persons having an interest in the ESOS 2023. The Company shall issue equity shares upon exercise subject to payment of exercise price and satisfaction of consequential tax obligations.

The liability of paying taxes if any, in respect of the Options granted pursuant to the ESOS 2023 and the equity shares issued pursuant to exercise of Options shall be on the Option grantee and/ or the Company. In cases where the Company decides to pay on behalf of the Option grantee it shall be in accordance with the provisions of Income Tax Act, 1961 read with rules issued thereunder and/or Income Tax Laws of respective countries as applicable to eligible Employees of Company working abroad, if any.

The Company shall have the right to deduct from the Option grantee's salary or recover any of the Option grantee's tax obligations arising in connection with the transactions in respect of Options or Shares acquired upon the exercise thereof and shall have no obligation to deliver shares until the company's tax deduction obligations, if any, have been satisfied by the option grantee in full.

B. Total number of Options to be offered and granted:

The maximum number of Options that can be granted under the ESOS 2023 shall not exceed 2,22,200 (Two Lakhs Twenty Two Thousands Two Hundred) which upon exercise shall be convertible into not more than 2,22,200 (Two Lakhs Twenty Two Thousands Two Hundred) equity shares ("Shares") of the Company of Rs. 10/- (Ten) each fully paid-up.

Further, the SEBI (SBEB and Sweat Equity) Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and to the extent allow the price of the Options in such a manner that the total value of the Options remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of Options and shares aforesaid shall be deemed to be modified accordingly.

C. identification of classes of employees entitled to participate and be beneficiaries in ESOS 2023:

Following classes of Employees are entitled to participate in ESOS 2023:

- a) Permanent employees of the Company
- b) Director of the Company, whether a managing Director or not (excluding and Independent Director); and
- c) Such other Employees, as may from time to time be allowed under Applicable Laws, as may be decided by the Nomination and Remuneration Committee.

As per the eligibility criteria given above, the Nomination and Remuneration committee shall identify the eligible employees for grant of Options, under the ESOS 2023.

Nothing in the ESOS 2023 or in any Option granted pursuant to the ESOS 2023 shall confer on any employee or Option grantee any right to continue in the employment of the company or interfere in any way with the right of the Company to terminate the employee's/Option grantee's employment at any time.

D. Requirement of vesting and period of vesting:

Options granted under ESOS 2023 would vest after expiry of minimum of 1 (One) year but not later than maximum of 6 (Six) years from the Grant Date of such Options. The minimum Vesting Period of one year shall not apply to cases of separation from employment due to death or Permanent Disability.

The Vesting schedule for Options granted under may be subject to achievement of performance conditions as defined by the Nomination and Remuneration Committee for each grant.

E. Maximum period within which the Options shall be vested

The Options Granted under the Plan shall not Vest earlier than minimum Vesting Period of 1 (One) year and not later than maximum Vesting Period of 6 (Six) years from the respective date of grant.

F. Exercise price or pricing formula

The Exercise Price per Option shall be equal to the Market Price of the Shares on the Grant Date or at such discount to the Market Price as may be determined by the Nomination and Remuneration Committee subject to Applicable Laws. However in any case the Exercise Price shall not be less than the par value of the Shares of the Company.

G. Exercise period and the process of exercise

The Exercise Period in respect of a Vested Options shall be maximum of 1 (One) year from the date of Vesting of such Options. The exact Exercise Period of Options in case of any Grant shall be determined by the Nomination and Remuneration Committee at the time of Grant and shall be specified in the Grant Letter.

Once the Options are vested, whether at once or at various points of time as per the vesting schedule, the option grantee may, at any time during the exercise period submit an application with the Nomination and Remuneration Committee requesting to exercise his/her vested Options and pay the exercise price.

H. Appraisal process for determining the eligibility of employees for the ESOS 2023

The appraisal process for determining the eligibility of the Employee will be determined by the Nomination and Remuneration Committee based on criteria such as the designation / grade of employee, length of service period, performance record, merit of the employee, future potential contribution towards strategic growth by the Employee, continuation of employment service and/ or any criteria that may be determined by the Nomination and Remuneration Committee.

I. Maximum number of Options to be offered and issued per employee and in aggregate under ESOS 2023

the aggregate number of Options that may be granted to identified Employees under ESOS 2023 shall be less than 1% of the paid-up equity share capital of the Company in any one year at the time of Grant, unless a separate specific approval from shareholders of the Company through special resolution is obtained for granting Options that are 1% or more of the paid-up equity share capital of the Company. Approval of shareholders by way of a separate special resolution shall also be obtained by the Company for Grant of Options to Employees of Holding / Subsidiary / Associate / Group Company of the Company.

J. Maximum quantum of benefits to be provided per employee under ESOS 2023

The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to difference between the option exercise price and the market price of the shares on the exercise date.

K. Implementation and administration of ESOS 2023

The ESOS 2023 shall be implemented and administered directly by the Company and not by any Trust.

L. Source of acquisition of Shares under the ESOS 2023

ESOS 2023 envisages issue of fresh / new Shares against exercise of vested Options. There will not be secondary acquisition of shares by the Company.

M. The amount of loan to be provided for implementation of the ESOS 2023 by the Company to the trust, its tenure, utilization, repayment terms, etc.

This is currently not contemplated under the present ESOS 2023.

N. Maximum percentage of secondary acquisition

ESOS 2023 envisages issue of primary shares and there is no contemplation of secondary acquisition of shares.

O. Accounting Policy

The Company shall follow disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time.

P. Method of Option Valuation

The Company shall adopt Fair Value Method for valuation of Options as prescribed under applicable Indian Accounting Standards. The Company may choose to adopt a different methodology, as may be required, as per the applicable Indian accounting standards.

Q. Declaration

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

R. Period of lock-in

The Shares issued upon Exercise of Options shall be in 2 (Two) year lock-in period after such Exercise.

S. Terms & conditions for buyback, if any, of specified securities covered under these regulations.

Subject to the provisions of the then prevailing applicable laws, the Nomination and Remuneration Committee shall determine the procedure for buy-back of Options granted under the ESOS 2023 if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

Consent of the Members is sought under SEBI (SBEB and Sweat Equity) Regulations, 2021 by way of a Special resolution. The resolution and the terms stated therein as also the terms stated in this explanatory statement herein above shall be subject to the guidelines/ regulations issued/to be issued by statutory authorities in that behalf and the Board (the NRC and/or Director(s) and/ or officer(s) of the Company, to whom any power may be delegated by the Board in this regard) under the applicable regulations / laws, shall have the sole and absolute authority to modify the terms herein above.

A draft copy of ESOS 2023 shall be available for inspection at the Company’s Registered Office during official hours on all working days (excluding Saturdays, Sundays and Public Holidays) till the date of passing of this resolution.

None of the Directors, Key Managerial Personnel of the Company including their relatives are concerned or interested in the resolutions, except to the extent of their entitlements determined lawfully, if any, under ESOS 2023.

Accordingly, the Board recommends the passing of resolution set forth in Item No. 5 for the approval of the Members as Special resolution.

ANNEXURE I: DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS

As required under regulation 36 of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards;

Name of Director	Mr. Mohamedamin Nathani
Date of birth	August 20, 1975
Date of appointment	Originally appointed on 10.11.2006 and re-designated as Whole-Time Director w.e.f. 25.07.2020
Qualification	B. Com
Expertise in specific functional areas	More than 22 Years in in the field of collection services business
Directorship held in other public Companies	Nil
Membership/Chairmanship of committees of other public companies (includes only Audit committees and Stakeholders relationship Committee.)	Nil
Number of shares held in the Company	3,99,000 equity shares

**By the order of the Board of Directors
FOR FOCUS BUSINESS SOLUTION LIMITED**

Sd/-

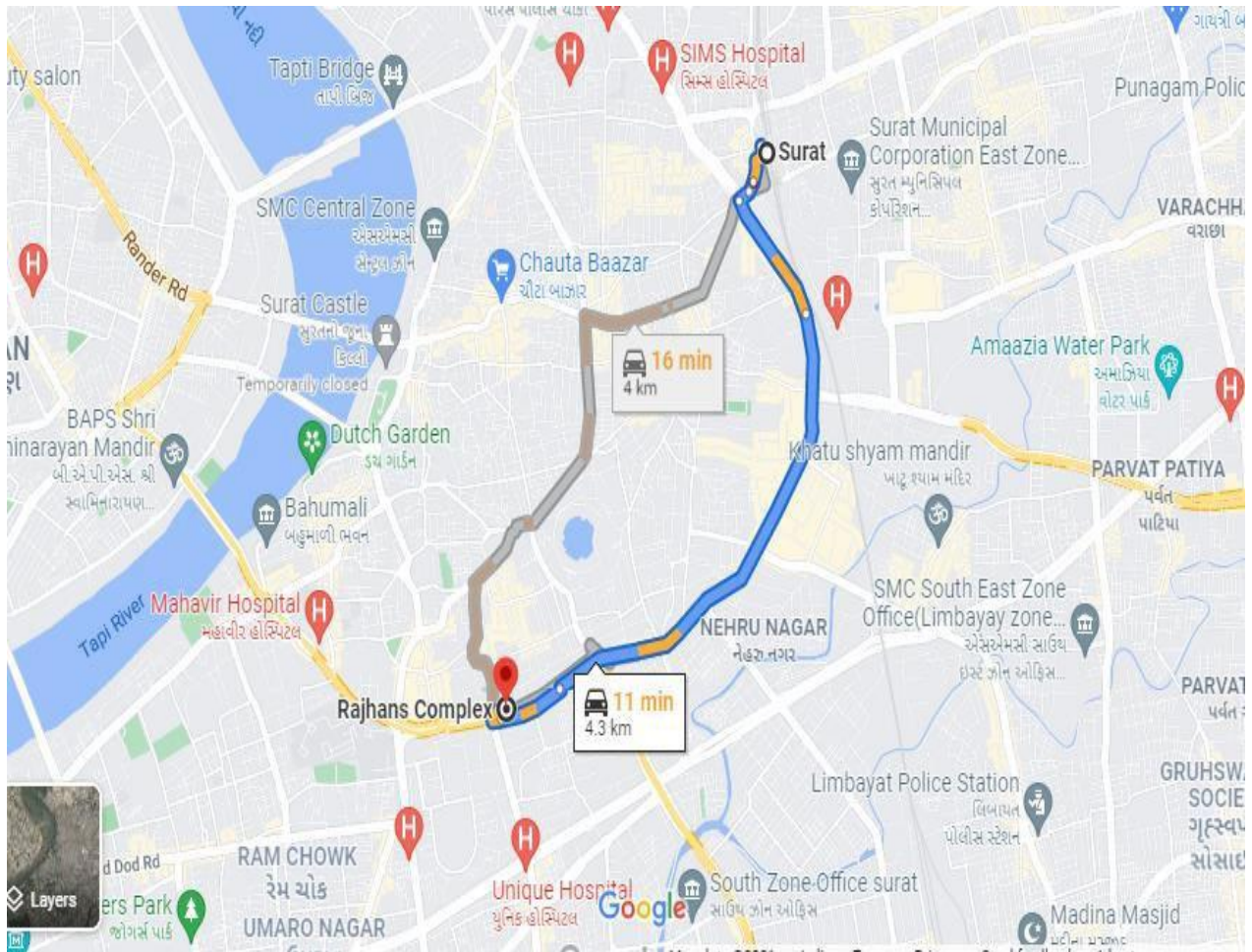
**Mr. Mohamedyaseen Muhammadbhai Nathani
Managing Director & Chairman
DIN: 02759578**

Date: 5th July, 2023

Place : Surat

**Registered office: 703 Rajhans Complex,
Nr. Kadiwala School,
Ring Road Surat-395002**

ROUTE MAP (VENUE OF ANNUAL GENERAL MEETING):



DIRECTORS' REPORT

To
The Members,
Focus Business Solution Limited

The Board of Directors has pleasure in presenting herewith their 16th Annual Report together with the Audited Accounts of your Company for the year ended 31st March 2023.

FINANCIAL PERFORMANCE

- a) The Company's financial performance during the year ended 31st March 2023 compared to the previous financial year is summarized below:

Particulars	For the Financial Year Ended 31st March, 2023 (In lakhs)	For the Financial Year Ended 31st March, 2022 (In lakhs)
Revenue from operations	1836.47	1386.07
Other Income	2.96	5.97
(less) Total Expense	1780.22	1366.65
Profit Before Depreciation and finance cost	105.54	63.97
Depreciation	45.37	37.65
Finance Cost	0.96	0.93
Profit/(Loss) before Tax	59.21	25.39
Income Tax Expense	17.57	6.68
Deferred tax	(2.18)	(0.08)
Profit/ (Loss) After Tax	43.82	18.79

PRIMARY BUSINESS & OPERATION OF THE COMPANY

The Company is engaged in the business of debt collection services for Banks, NBFC and financial institutions. Company entered into the agreements with India's leading Banks, Financial Institutions and Non-Banking Financial companies to act as authorised recovery/collection agents on behalf of them. The Company's strategically is based on aging of delinquent account with emphasis of traditional methods such as tele-calling and field visits.

The Company achieved the Revenue from Operations of 1836.47 Lakhs during the financial year ended on 31st March, 2023 as against Rs. 1386.07 Lakhs achieved during the previous year ended on 31st March, 2022.

During the year Company incurred Net Profit of Rs. 43.82 Lakhs during the financial year ended on 31st March, 2023 as against Net Profit of Rs. 18.79 Lakhs during the previous year ended on 31st March, 2022.

TRANSFER TO RESERVES:

The Company has not transfer any amount to the General Reserve Account during the financial year ended 31st March, 2023.

SUBSIDIARIES AND ASSOCIATE COMPANIES:

The Company does not have any subsidiary or joint venture or Associate Company.

SHARE CAPITAL

The authorized share capital of the Company as on 31st march, 2023 is Rs.2,30,00,000 divided into 23,00,000 equity shares of Rs. 10 each and paid up share capital of the Company is Rs. 2,22,20,000 divided into 22,22,000 Equity shares of Rs. 10 each.

During the year under review, the Company has not issue shares or convertible securities or shares with differential voting rights and has not granted any stock options or sweat equity or warrants.

DIVIDEND

The Company has declared the following interim dividend during the year in compliance with the Dividend Distribution Policy.

Particular	Interim dividend during the year 2022-23
Date of Declaration	17 th October, 2022
Record Date	29 th October, 2022
Date of Payment	3 rd November, 2022 (i.e Within 30 days from the date of declaration)
Rate of Dividend per share (Face Value of Rs. 10 per share)	Rs. 0.38
%	3.8%
Total Payout (in Lakhs)	Rs. 8.44 Lakhs

Pursuant to the Finance Act, 2020, dividend is taxable in the hands of the shareholders with effective from 01 April 2020 and tax has been deducted at source on the Dividend at prevailing tax rates inclusive of applicable surcharge and cess based on information received by the Registrar and Transfer Agent ("RTA") and the Company from the Depositories.

The Board of Directors did not recommend any final dividend for the financial year ended 31 March 2023.

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

- A. Conservation of energy and technology absorption:** Conservation of energy continues to receive increased emphasis and steps are being taken to reduce the consumption of energy at all levels. The Company has taken steps to conserve energy in its office use, consequent to which energy consumption had been minimized. No additional Proposals/ Investments were made to conserve energy. Since the Company has not carried on industrial activities, disclosure regarding impact of measures on cost of production of goods, total energy consumption, etc, is not applicable Therefore provision of section 134(m) is not applicable to the company.
- B. Foreign Exchange Earnings and Outgo:** There were no foreign exchange earnings and outgoing for the year ended as on 31st March, 2023.

DIRECTORS**a) Appointment/Cessation:**

During the year under review, there was no appointment or cessation of any director during the year.

b) Retires by rotation

In accordance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company Mr. Mohamedamin Mohammad Nathani (DIN: 02759560), Whole Time Director, retires by rotation at the ensuing Annual General Meeting ('AGM') and being eligible, offers himself for re-appointment.

c) Key managerial personal

The following persons were designated as Key Managerial Personnel as on 31.03.2023:

1. Mr. Mohamedyaseen Muhammadbhai Nathani - Managing Director & Chairman
2. Mr. Mohamedamin Mohammad Nathani - Whole Time Director
3. Mr. Mohammed Ilyas Shaikh – Chief Financial Officer
4. Ms. Dinal Kansadwala - Company Secretary & Compliance officer (w.e.f 16.08.2022)*

*The Company has appointed Ms. Dinal Kansadwala as Company Secretary & Compliance Officer of the Company w.e.f. 16th August, 2022. Ms. Dinal Kansadwala, aged 25 years is a Member of Institute of Company Secretaries of India and having degree of Bachelors of Commerce. Ms. Dinal Kansadwala is well versed with the provisions and compliance of the corporate laws, corporate governance and various other Securities laws related matter.

The company has complied with the requirements of having Key managerial Personnel as per provisions of section 203 of the companies Act, 2013.

d) Declaration given by the Independent Directors

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, hereinafter referred to as 'Listing Regulations'. In the opinion of the Board, they fulfil the conditions of independence as specified in the Act and the Listing Regulations and are independent of the management. Further, the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

e) Directors' Responsibility Statement:

Pursuant to sub-section (5) of Section 134 of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained / received from the operating Management, your Directors make the following statement and confirm that

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had 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 and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis;
- e. the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the Company has not developed the policy on Corporate Social Responsibility as the Company does not fall under the prescribed classes of Companies mentioned under section 135(1) of the Companies Act, 2013.

DISCLOSURE ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace.

The Board has approved the revised policy on Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) for better corporate governance during the year 2022-2023. The Company has not received any complaint on sexual harassment in FY 2022-23.

GOVERNANCE/SECRETARIAL

Corporate Governance Report

Since the Company has listed its securities on SME platform of BSE Limited during the year under review, the provisions of Corporate Governance as specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to the Company for the financial year ended 31st March, 2023.

BUSINESS RESPONSIBILITY REPORT

Business Responsibility report are not applicable to the Company for the financial year ended 31st March, 2023.

BOARD MEETINGS

The Board of Directors (herein after called as “the Board”) met for Twelve times during the Year under review:

Sr. No.	Date of Meeting	Board strength	No. Of Directors Present
1	01.04.2022	05	04
2	15.04.2022	05	05
3	25.04.2022	05	05
4	14.05.2022	05	05
5	16.08.2022	05	05
6	05.09.2022	05	05
7	08.09.2022	05	04
8	10.10.2022	05	04
9	17.10.2022	05	05
10	09.12.2022	05	04
11	11.01.2023	05	04
12	20.03.2023	05	05

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

COMMITTEES OF BOARD:

During the year under review, your Directors have constituted wherever required, the following committees of the Board in accordance with the requirements of the Companies Act, 2013. The composition, terms of reference and other details of all the Board level committees have been elaborated in the report.

I. Audit Committee:

The Committee was constituted on 22nd July, 2020 and it consists of 3 (Three) Non-Executive Independent Directors, all three directors are Independent Directors. The Chairman of the Committee is an Independent Director. The Composition of the Committee and Attendance of the members are as under:

Sr No.	Name of the Members	Designation	Number of Meeting entitled	Number of meeting attended
1.	Mr. Tushar Mohanlal Mistry	Chairman (Independent Director)	04	04
2.	Mr. Pareshkumar Arjanbhai Patel	Member (Independent Director)	04	04
3.	Ms. Saba Banu Bawani	Member (Independent Director)	04	04

During the year, 4 meetings of the Audit Committee were held during the financial year 2022-23 on following dates:

14.05.2022, 05.09.2022, 17.10.2022 and 10.02.2023

Requisite quorum was present during the meetings.

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management’s financial reporting process, to ensure accurate and timely disclosures, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the management, the Statutory Auditors, Internal Auditor, the Cost Auditor, the Secretarial Auditor and notes the processes and safeguards employed by each of them.

The Composition and the Terms of Reference of the Audit Committee is as mentioned in the provisions of Section 177 of the Companies Act, 2013 as amended from time to time.

II. Nomination and Remuneration Committee:

The Committee was constituted on 22nd July, 2020 and it consists of 3 (three) non-executive Directors, all three directors are Independent Directors. The Chairman of the Committee is an Independent Director. The Composition of the Committee and Attendance of the members are as under is as under:

Sr No.	Name of the Members	Designation	Number of Meeting entitled	Number of meeting attended
1	Mr. Tushar Mohanlal Mistry	Chairman (Independent Director)	02	02
2	Mr. Pareshkumar Arjanbhai Patel	Member (Independent Director)	02	02
3	Ms. Saba Banu Bawani	Member (Independent Director)	02	02

During the year, 2 meetings of the Nomination and Remuneration Committee were held during the financial year 2022-23 on following dates:

06.08.2022 and 10.02.2023

Requisite quorum was present during all the meetings.

The primary objective of the Nomination and Remuneration Committee (“NRC”) is to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down including remuneration payable to the senior management, recommend to the Board their appointment and carry out evaluation of every director’s performance.

The Composition and the Terms of Reference of the nomination & Remuneration Committee is as mentioned in the provisions of Section 178 of the Companies Act, 2013 as amended from time to time.

III. Stakeholders' Relationship Committee:

The Committee was constituted on 22nd July, 2020 and it consists of 3 (three) Directors, all three directors are Independent Directors. The Chairman of the Committee is an Independent Director; The Composition of the Committee and Attendance of the members are as under is as under:

Sr. No.	Name of the Members	Designation	Number of Meeting entitled	Number of meeting attended
1	Mr. Pareshkumar Arjanbhai Patel	Chairman (Independent Director)	04	04
2.	Ms. Saba Banu Bawani	Member (Independent Director)	04	04
3	Mr. Tushar Mohanlal Mistry	Member(Independent Director)	04	02

During the Financial year, 4 (Four) meeting of the Stakeholder Relationship Committee were held on following dates:

15.04.2022, 11.07.2022, 17.10.2022 and 11.01.2023

The Committee looks into the grievances of the Shareholders related to transfer of shares, payment of dividend and non-receipt of annual report and recommends measure for expeditious and effective investor service.

The Composition and the Terms of Reference of the Stakeholder Relationship Committee is as mentioned in the provisions of Section 178 of the Companies Act, 2013 as amended from time to time.

The Company has duly appointed Registrar and Share Transfer Agent (R&T Agent) for servicing the shareholders holding shares in physical or dematerialized form. All requests for dematerialization of shares are likewise processed and confirmations thereof are communicated to the investors within the prescribed time. There were no complaints received during the year ended 31st March 2023.

During the year, one independent directors meeting held on 10.02.2023.

PRESENCE/ATTENDANCE OF DIRECTORS IN THE MEETINGS

Sr. No.	Name of Director	Board Meeting			Committee Meeting			AGM
		No of Meeting held	No of Meeting attended	%	No of Meeting held	No of Meeting attended	%	
1.	Mr. Mohamed AminMohammad Nathani	12	12	100	0	0	0	Yes
2.	Mr. Mohamedyaseen Muhammadbhai Nathani	12	12	100	0	0	0	Yes
3.	Ms. Saba Banu Bawani	12	12	100	11	11	100	Yes
4.	Mr. Pareshkumar Arjanbhai Patel	12	12	100	11	11	100	Yes
5.	Mr. Tushar Mohanlal Mistry	12	8	66.67	11	9	81.81	Yes

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The company has entered into transactions with related parties in accordance with the provisions of the Companies Act, 2013 read with rules and the particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC-2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended as “Annexure – I”.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

The details of the Investments and Loans covered under the provisions of Section 186 of the Act are given in the notes to the financial statements.

DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND THE COMPANY’S OPERATION IN FUTURE:

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

EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 read with Section 134(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, the copy of Annual Return is available on the website of the company i.e. www.focusbsl.com

PARTICULARS OF EMPLOYEES & MANAGERIAL REMUNERATION:

Details Pertaining to Remuneration as Required under Section 197(12) Of the Companies Act, 2013 Read with Rule 5(1), 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as Annexure-III.

AUDITORS AND AUDITORS’ REPORT:**Statutory Auditors & their Report**

The Company’s Statutory Auditors, M/s. Kansariwala & Chevli, Chartered Accountants (firms’ registration no:123689W) were appointed as Statutory Auditors of the Company for a period of Five year at the 14th Annual General Meeting held on September 28, 2021 and his remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. Further, the notes to accounts referred to in the Auditor’s Report are self-explanatory.

Secretarial Auditor & their Report

Pursuant to the requirements of Section 204(1) of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s D P Master and Associates, Company Secretary in Practice to conduct the secretarial audit for the financial year 2022-23. The Secretarial Audit Report as received from Mr. Dhaval Master, Company Secretary in Practice is appended as Annexure-II to this Report.

Internal Auditor

The Company has appointed M/s Jariwala & Associates, Chartered Accountants of the Company as Internal Auditor of the Company for conducting Internal Audit of Company for the period of 5 years from the Financial Year 2020-2021 to 2024-25, according to the Section 138 of the Companies Act, 2013 and read with the Rule 13 of The Companies (Accounts) Rules, 2014.

Cost Auditor

The Company is not required to appoint Cost Auditor and maintain a cost records during the year under review.

DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 73(1) of the Companies Act, 2013 and the Rules made thereunder.

MANAGEMENT DISCUSSION & ANALYSIS

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion & Analysis forms part of the Annual Report and is annexed as Annexure IV.

THE DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has identified and documented all key internal financial controls, which impact the financial statements. The financial controls are tested for operating effectiveness through ongoing monitoring and review process of the management and independently by the Internal Auditors. In our view the Internal Financial Controls, affecting the financial statements are adequate and are operating effectively.

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

During the year, there were no material changes which affects the financial position of the Company.

DETAILS OF APPLICATION UNDER THE IBC 2016, DURING THE YEAR ALONG WITH THEIR STATUS:

During the year under review, there were no applications made or proceedings pending in the name of the company under the Insolvency Bankruptcy Code, 2016.

DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON THE ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANK AND FINANCIAL INSTITUTIONS:

During under the review, there has been no one time settlement of Loans taken from Banks and Financial Institutions.

INVESTOR EDUCATION AND PROTECTION FUND

During the year under review, there were no amounts, required to be transferred to the Investor Education and Protection Fund.

PROHIBITION OF INSIDER TRADING

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading. Investor Grievance Redressal During the financial year under review, there were no pending complaints or share transfer cases as on 31st March 2023.

INVESTOR EDUCATION AND PROTECTION FUND

During the year under review, there were no amounts, required to be transferred to the Investor Education and Protection Fund.

HUMAN RESOURCE DEVELOPMENT

The Company is pleased to report that during the year under reporting, the industrial relations were cordial.

RISK MANAGEMENT

During the financial year under review, the company has identified and evaluated elements of business risk. Consequently, a Business Risk Management framework is in place. The Risk management framework defines the risk management approach of the company and includes periodic review of such risks and also documentation, mitigation controls, and reporting mechanism of such risks. The framework has different risk models which help in identifying risks trend, exposure, and potential impact analysis at a company level as also separately for business.

POLICIES ADOPTED BY THE COMPANY

Your company has adopted various policies for the smooth working of the company which are as follows:

- **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on 31st March, 2023, the Board consists of 5 Members, 2 is Executive Director and 3 of who are Non-Executive Independent Directors.

The Board periodically evaluates the need for change in its composition and size. The Policy of the Company on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of director and other matters provided under Section 178(3) of the Companies Act, 2013, adopted by the Board can be viewed on our website i.e www.focusbsl.com. We affirm that the remuneration paid to the director is as per the terms laid out in the said policy.

- **INSIDER TRADING:**

There are many information's that are important and price sensitive and required to be kept confidential on the part of the company, if the information is disclosed this will harm the image of the company, in the definition of the insider it will include all the persons connected with the company including all employees. The policy relating to this is available on the website of the company.

This policy is applicable to all employees and KMP's of the company to not to disclose the confidential information of the company which affects the performance of the company, policy related to this available at the website of the Company i.e www.focusbsl.com.

- **RELATED PARTY TRANSACTIONS:**

The Objective of the Policy is to set out:

- (a) The materiality thresholds for related party transactions; and
- (b) The manner of dealing with the transactions between the Company and its related parties based on the Act, your company adopted this policy for dealing with parties in a transparent manner available at the website of the Company i.e www.focusbsl.com.

- **RISK ASSESSMENT AND MANAGEMENT:**

Risk is the part of the every one's life, while running any business there are many kind of risk is involved to minimis the business risk and all the factors that will negativity effects the organization every company tries to follows a certain procedure for the forecasting of the risk and its management policy relating to this is available in the website of the Company i.e www.focusbsl.com.

- **WHISTLE BLOWER AND VIGIL MECHANISM:**

While running the big organization there are certain good and bad things may be happened in order to control the fraud, misconduct and malpractices this procedure is adopted by the Company and reporting of this procedure is done under the vigil mechanism, by adopting this kind of system company can control the unethical acts and practices policy relating to this is available at the website www.focusbsl.com.

OTHERS

Registrar and Transfer Agent:

The Company had appointed Purva Sharegistry (India) Pvt. Ltd as the Registrar and Transfer Agent (RTA). The Company's RTA have adequate infrastructure to process investor grievances with regards to transfers, transmission and other such matters.

Statutory Compliances

The Company has complied with all the statutory requirements. The Company ensures compliance of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and various statutory authorities on quarterly/half yearly basis.

Secretarial Standards

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board and General Meetings of the Company.

CAUTIONARY STATEMENT

Statement in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute "forward looking statements " within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual Results might differ.

OTHER DISCLOSURE

The Company has fully utilized the fund received at the time of public issue during the year 2022-23 and also the company has duly filed the Statement of Deviation(s) and/or Variation in the utilization of Public Issue proceeds as per Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year, the Company has received notice with respect to Fines as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 for non-compliance of non-appointment of Compliance officer with which was further withdrawn by the stock exchange based on the submission made by the company.

ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation for the commitment, dedication and hard work done by the employees of the Company and the positive co-operation extended by Banks, Government Authorities, Customers and various other stakeholders. Your Directors also wish to place on record their deep gratitude towards the shareholders for their continued support and confidence.

**For and on behalf of the Board
Focus Business Solution Limited**

**Sd/-
Mr. Mohamedyaseen Muhammadbhai Nathani
Managing Director & Chairman
DIN: 02759578**

**Sd/-
Mr. Mohamedamin Mohammad Nathani
Whole Time Director
DIN:02759560**

**Date: 5th July, 2023
Place: Surat**

ANNEXURE I
FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third provision thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

All contracts/arrangements/transactions entered into by the Company with related parties during the year ended March 31, 2023 were at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No	Name of Related Party	Nature of Contract / Arrangement / Transactions	Duration of the contracts /arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date of Approval by the Board, if any.
1.	Mr. Mohamed amin Mohammad Nathani	Rent paid	As Per Agreement	Transaction entered between the parties at arm length basis	01.04.2022
2.	Mr. Mohamedyaseen Muhammadbhai Nathani	Rent paid	As Per Agreement	Transaction entered between the parties at arm length basis	01.04.2022
3.	Mr. Sajid Nathani	Salary	Ongoing	Transaction entered between the parties at arm length basis	01.04.2022
4.	Mr. Aslam Nathani	Salary	Ongoing	Transaction entered between the parties at arm length basis	01.04.2022
5.	Nathani Software Pvt. Ltd.	Purchase	Ongoing	Transaction entered between the parties at arm length basis	01.04.2022

Annexure-II**Form MR - 3****Secretarial Audit Report****for the Financial Year Ended 31st March, 2023**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members
Focus Business Solution Limited
(CIN: L74140GJ2006PLC049345)
703, Rajhans Complex, Ring Road,
Surat 395002, Gujarat

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Focus Business Solution Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **Focus Business Solution Limited**, books, papers, 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31, 2023** reasonably complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minute books, E-forms and returns filed and other records maintained by **Focus Business Solution Limited** ("the Company") for the financial year ended on **March 31, 2023** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under to the extent of Regulation 55A;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not Applicable as the Company has not issued and listed any debt securities during the financial year under review];**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2015; **[Not Applicable as there was no reportable event during the period under review];**
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **[Not Applicable as there was no reportable event during the period under review];**
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **[Not Applicable as there was no reportable event during the period under review]**

(vi) Based on the representations made by the Company and its officers and my verification of the relevant records on test check basis, the operations of the company includes debt collection services for Banks, NBFC and financial institutions as well as authorised recovery/collection agents of the said bank, NBFC and financial institutions as stated in the Memorandum of Association of the Company. In my opinion, the Company being operating in the aforesaid activities, No laws/regulations are applicable to it.

I have also examined compliance with the applicable clauses of:

- (i) The Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) The Listing Agreement entered by the Company with the Bombay Stock Exchange Limited (BSE).

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

I 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. There were no changes in the board of directors during the review period.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally 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.

During the period under review, decisions were carried out with unanimous approval of the Board and no dissenting views were observed, while reviewing the minutes.

I further report that based on the review of the Compliance mechanism established by the Company and on the basis of Compliance Certificates issued by the Chairman and taken in record by the Board of Directors at their meetings, I am of the opinion that there are generally adequate systems and processes in the company commensurate with its size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, circulars, notifications, directions and guidelines.

I further report that during the audit period, the Company has undertaken event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

- I. During the period the company has appointed Compliance officer/Whole time Company secretary to fill of casual vacancy in the board meeting of the company held dated 16th August, 2022.
- II. During the period under review, the Company has declared and paid Interim dividend of 3.80% amounting in Rs. 8.44 Lacs. i.e 17th October, 2022.

For D P Master & Associates

Company Secretaries

SD/-

(Dhaval P Master)

Proprietor

Surat, July 04, 2023

UDIN: A034204E000547827

ACS - 34204, COP – 13653

Peer Review Certificate No.1845/2022

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

ANNEXURE-A

To,
The Members
Focus Business Solution Limited
CIN: L74140GJ2006PLC049345
703, Rajhans Complex, Ring Road,
Surat 395002, Gujarat

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For D P Master& Associates

Company Secretaries

Sd/-

(Dhaval P Master)

Proprietor

Surat, July 04, 2023

UDIN: A034204E000547827

ACS - 34204, COP – 13653

Peer Review Certificate No.1845/2022

Annexure-III

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

a. The ratio of remuneration of each director to the median remuneration of employees for the financial year:

Sr. No.	Name of Director	Designation	Ratio of Remuneration of each Director/to median remuneration of employees
1.	Mr. Mohamed Amin Mohammad Nathani	Whole time Director	5:1
2.	Mr. Mohamedyaseen Muhammadbhai Nathani	Managing Director	5:1

b. The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr. No.	Name of Director & KMPs	Designation	Nature of Payment	Percentage Increase in the Remuneration (%) in F.Y. 2022-23
1.	Mr. Mohamedyaseen Muhammadbhai Nathani	Managing Director	Remuneration	No change
2.	Mr. Mohamed Amin Mohammad Nathani	Whole time director	Remuneration	No change
3.	Mr. Mohammed Ilyas Shaikh	CFO	Remuneration	11%
4.	Dinal Kansadwala	CS	Remuneration	No change

c. The percentage increase in the median remuneration of employees in the financial year: There is 33.33% change in the median remuneration of employees during the financial year 2022-23 as compared to previous financial year 2021-22.

As on 31st March 2023, there were a total of 55 employees on the payroll of the Company.

d. Average percentile increase/decrease already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There is no change in the average salaries of the employees other than the managerial personnel during the financial year 2022-23.

2. Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

None of the employee of the Company was in receipt of the remuneration (throughout the financial year or part thereof) as per Rule 5(2) of the Companies (Appointment of Managerial Personnel) 2014.

The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company are as per the Remuneration Policy of the Company.

**For and on behalf of the Board
Focus Business Solution
Limited**

**Date: 5th July, 2023
Place: Surat**

**Sd/-
Mr. Mohamedyaseen Muhammadbhai
Nathani
Managing Director & Chairman
DIN: 02759578**

**Sd/-
Mr. Mohamedamin
Mohammad Nathani
Whole Time Director
DIN:02759560**

ANNEXURE-IV MANAGEMENT DISCUSSION & ANALYSIS REPORT

Your Directors take pleasure in presenting the Management Discussion and Analysis Report for the year ended March 31, 2023.

STRUCTURE OF THE INDUSTRY, DEVELOPMENTS AND SWOT ANALYSIS:

OVERVIEW:

Our Company was originally incorporated at Gujarat as “Focus Business Solution Private Limited” on 10th November, 2006 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Consequent, upon the conversion of our Company into public limited Company, the name of our Company was changed to “Focus Business Solution Limited” vide fresh Certificate of Incorporation dated 24th March, 2020 issued by the Registrar of Companies, Ahmedabad, Gujarat. Mr. Mohamedamin Mohammad Nathani and Mr. Mohamedyaseen Muhammadbhai Nathani have laid the foundation of our Company and since then heading the Company. The company was listed of SME BSE exchange on 13th July, 2021.

OUR SERVICES:

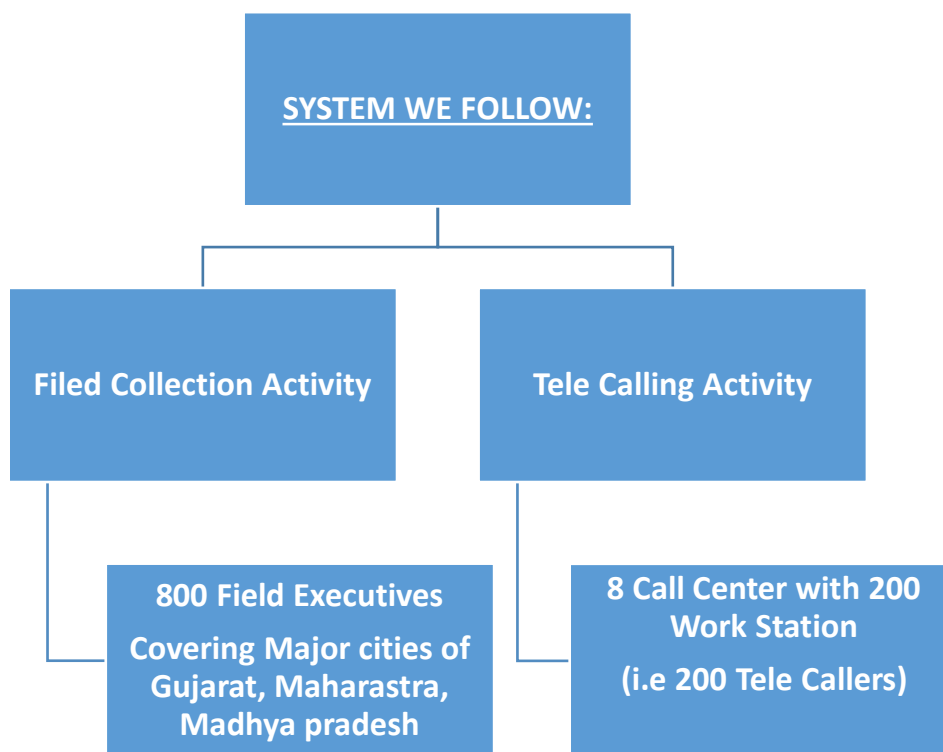
We are engaged in the business of debt collection services for Banks, NBFC and financial institutions. We enter the agreement with India’s leading banks, financial institutions and non-banking financial companies to act as authorised recovery/collection agents on behalf of them. We focus strategically timed action based on aging of delinquent account with emphasis of traditional methods such as tele-calling and field visits. We deploy our manpower to visit and collect overdue payments of loans / credit cards / credit facilities advanced to borrowers by our clients, who engage with us in service agreements. In occasional cases, we need to trace the new address and contact details of borrowers as delinquent borrowers may relocate their address.

WE WORK AS A DEBT COLLECTOR



Debt Collector





We are working from our head office based at Surat and branches at Vapi, Bardoli, Navsari, Baroda, Bharuch, Anand, Ahmedabad, Rajkot, Palanpur and call centre from another branch at Surat.

Recently, we have expanded our business with our new branch office in Mumbai, Nagpur, Pune, Aurangabad and Indore is past two years.

We are working on month on month basis as per following data:

Monthly Cases	Approximately 2-2.5 lakhs received from different Banks and NBFCs covering products such as Personal Loan, Business Loan, Vehicle Loan, Loan against properties, two wheeler loan, equipment loan, SME loans, Gold loan
Monthly Pool size	More than 1500 Crores

We also do repossessions of vehicles or other hypothecated assets on the request of our clients, in case defaulting borrowers unable to repay of its loan overdues.

We have staff strength of around 1240 which included 55 staff on our payroll and 1185 staff hired on contractual basis and each of our staff is fully trained and all types of assignment like recovery, collection, field investigation and other allied services.

We are strictly bound by code of conduct issued by banks and financial institutions in accordance with RBI guidelines of Fair Practices code.

We have robust electronic retail collection administrative programme (RCAP) i.e. myrcap.in, which is an intelligent debt recovery solution and can deliver high Promise-to-Pay (PTP) rates effectively. Automating daily operational task of collection agents minimizes the time spent on unproductive task so that they can dedicate working time to critical issues. We believe that we have a scalable, modern and sophisticated technology infrastructure capable of servicing

our clients from pickup to recovery and every offices are well equipped with modern amenities and facilities like computer, fax, IP Cameras, internet, dialler, smart CRM and mobile application.

We are using digital ways to strengthen our services like Mobile Application i.e. "fTouch" to track our manpower, allotment of task, punching defaulters' response, commitments and queries, using dialler for tele-calling to payment reminders to defaulters of our clients. We are availing all these digital services from our vendor i.e. Nathani Software Pvt Ltd. RCAP (fTouch & RCAP is registered trademark as well as registered copyright of Nathani Software Pvt Ltd, group company and we have entered in to an agreement dated 1st April, 2019 with Nathani Software Pvt Ltd for availing the same.

THE GLOBAL ECONOMY:

The global economy faced several challenges in CY 2022, starting from the initiation of the Russia-Ukraine war, supply chain disruption, high inflation, and high key policy rates by the central banks. Global inflation remained a matter of concern in most of the economy, which reached a multi-year high of 8.7% in CY 2022. Monetary tightening by the central banks across the world helped bring the trajectory downwards. The unwinding economic events weighed down global economic growth prospects. World economic growth in CY 2022 is estimated to have declined from 6% in CY 2021 to 3.4%, as per IMF

Commodity prices eased the early gains of CY 2022 amidst supply chain issues and China's Zero Covid policy due to the demand slowdown. Metal prices, however, stabilised following China's reopening and measures to revive its economy and retracing inflation in advanced economy like USA and EU.

THE GLOBAL OUTLOOK:

Performance of the global economy was better than earlier projections, given the lower-than-expected severity of the Russia-Ukraine war and high energy prices. Manufacturing PMI, which fell below the 50-level mark is moving up in most economies. China's re-opening has further improved the expectation of increased economic activities, generating positivity for the global economy. Inflation levels in most of economies peaked, but expected to fall to 6.6% in CY 2023, improving global financial conditions and business sentiment.

INDIAN ECONOMY AT GLANCE:

The Indian economy performed exceptionally well compared with the rest of the world. India is set to retain its bright spot in CY 2023 with a potential to contribute 15% to the global GDP growth, according to IMF. In December 2022, India also assumed G20 presidency with an ambition to unite the world under the theme 'Vasudhaiva Kutumbakam' or "One Earth · One Family · One Future". This is an opportunity to showcase the nation's global leadership amidst growing uncertainty and economic crisis.

The debt collection service industry size is very limited, very few Public companies are involved in providing the service of Debt Collection for Banks, Non-Banking Financial Companies and Fintech Companies. As per market Research, it is estimated that Banks, Non-Banking Financial Companies and Fintech Companies are spending approximately 25,000 Crores to Deb collection service sector for smooth recovery of their landings.

DEBT COLLECTION INDUSTRY 2023:

The world of debt collections has changed in recent years as a result of the COVID-19 outbreak.

The years 2020-2022 witnessed hiring freezes, interest rate hikes, and supply chain issues which heavily impacted inflation. With more financial stress and decreased disposable income, consumer debt continued to rise. The collection strategy for 2023 has now been changing times in order to streamline collections, maximize cash flow, and maintain a healthy relationship with customers.

For decades, the debt collection sector has used a phone-first technique, relying on the customer’s availability and willingness to respond to the debt collection action. Over time, this has resulted in a terrible customer experience that is frequently unpleasant, prompting the customer to feel frustrated, angry, and ashamed. Lenders’ attitudes have shifted as a result of digital collection techniques. It has successfully engaged customers by removing negative thoughts and emphasizing that the lenders are there to assist them. It has created a mutually beneficial relationship between the customer and the lender.

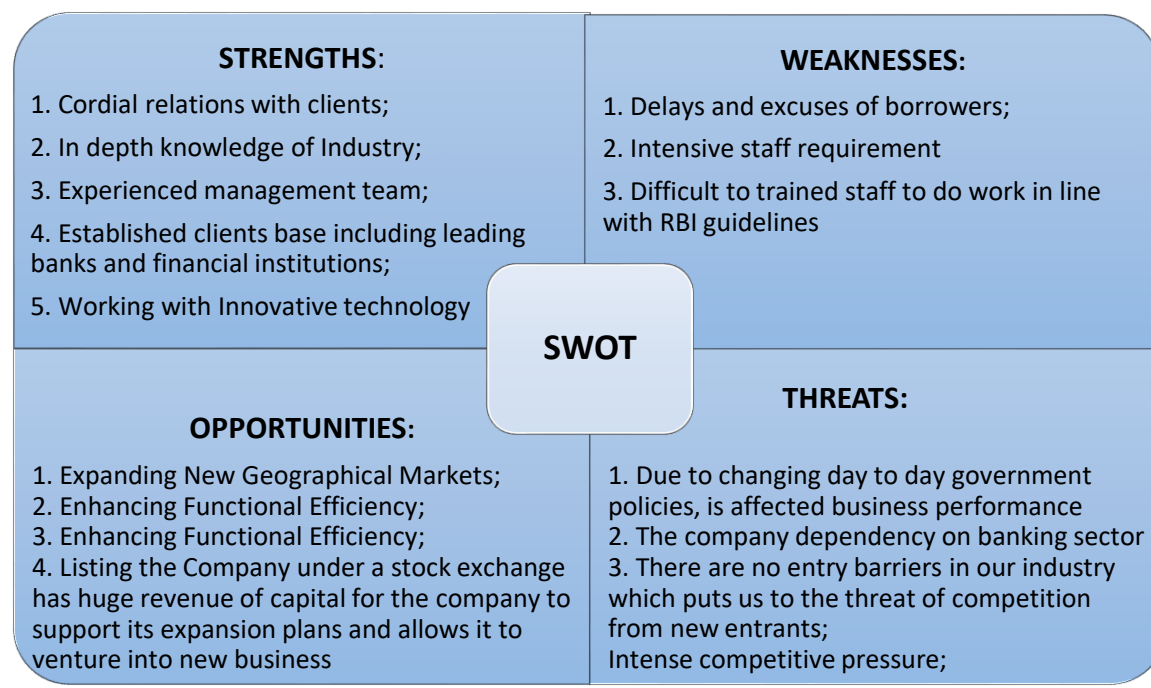
Like other industries, the debt collection services industry is also expected to witness the impact of the technology revolution. The rate of the collection will increase while operational costs are expected to decrease due to mass adoption of technology in debt collection services.

As per debt collection market research by Fact.MR, estimated growth are as follows:

Report Attributed	Details
Debt Collection Service Market Size (2022A)	US \$ 29.4 Billion
Estimated Market Value (2023E)	US \$ 30.2 Billion
Forecast Market Value (2033F)	US \$ 39.4 Billion
Global Market Growth Rate	2.7% CAGR

Therefore, with the development of technical tools over the past few decades, debt collection trends have undergone a significant evolution.

SWOT



SEGMENT-WISE OR PRODUCTS-WISE PERFORMANCE:

During the year 2022-23, following are the segment wise performance of the Company.

Revenue from trading business	Rs. 1836.47 Lakhs
Net Profit after Tax from trading business	Rs. 43.82 Lakhs

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has adequate internal control systems including suitable monitoring procedures commensurate with its size and the nature of the business. The Internal Auditors and Company’s Internal Audit Department conduct regular audits to ensure adequacy of internal control system, adherence to management instruction and compliance with laws and regulations of the country as well as to suggest improvements. The statutory auditors while conducting the statutory audit, review and evaluate the internal controls and their observations are discussed with the Audit committee of the Board.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The country witnessed lockdown being implemented in the second forth night of March, 2020. Our Company has taken all safety precautions as per guidelines from the Government.

During the period 2022-23, the movement in the Total Income and net profit after tax are as follows:

Particular	FY 2022-23	FY 2021-22
Total Income	Rs. 1839.43 Lakhs	Rs. 1392.04 Lakhs
Net Profit after Tax	Rs. 43.82 lakhs	Rs. 18.79 lakhs

HUMAN RESOURCES

One of the key pillars of the Company's business is its people. The Company considers human resources as one of the vital and important factors for sustained growth, business success and creating value for Stakeholders. Company has maintained cordial and harmonious relations with all Employees.

The total numbers of Employees on pay roll were 55 as on 31st March, 2023.

CAUTIONARY STATEMENT

Certain statements made in the Management Discussion and Analysis Report describing the Company’s objectives, projections, estimates, predictions and expectations may be forward looking statements, within the meaning of applicable securities law and regulations and actual results may differ materially from those expressed or implied. Significant factors that make differences to Company’s operations include competition, change in Government policies and regulations, tax regimes and economic development within India. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statement, on the basis of any subsequent development, information or events or otherwise.

For and on behalf of the Board
Focus Business Solution Limited

Mr. Mohamedyaseen Muhammadbhai Nathani
Managing Director & Chairman
DIN: 02759578

Date: 5th July, 2023
Place: Surat

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

I, Mohamedyaseen Muhammadbhai Nathani, Chairman & Managing Director of the Company hereby declare that, Members of the Board and Senior Management Personnel have confirmed their compliance with the Code of Conduct for the year ended March 31, 2023.

Sd/-
Mr. Mohamedyaseen Muhammadbhai Nathani
Chairman & Managing Director

CEO/CFO certification under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors,
FOCUS BUSINESS SOLUTION LIMITED
703 Rajhans Complex,
NR. Kadiwala School, Ring Road,
Surat - GJ-395002

We, Mohamedyaseen Muhammadbhai Nathani, Chairman & Managing Director and Mohammed Ilyas Shaikh, Chief Financial Officer of Focus Business Solution Limited, to the best of our knowledge and belief, certify that:

We have reviewed financial statements and the cash flow statement of Focus Business Solution Limited for the year ended March 31, 2023 and 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.
 1. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
 2. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
 3. We have indicated to the auditors and the Audit committee:
 - a. That there are no significant changes in internal control over financial reporting during the year;
 - b. That there are no significant changes in accounting policies during the year.
 - c. That there are no instances of significant fraud of which we have become aware.

**For and on behalf of the Board
Focus Business Solution
Limited**

**Date: 5th July, 2023
Place: Surat**

**Sd/-
Mr. Mohamedyaseen Muhammadbhai Nathani
Managing Director & Chairman
DIN: 02759578**

**Sd/-
Mr. Mohammedilyas Shaikh
Chief Financial Officer**

INDEPENDENT AUDITOR'S REPORT

To the Members of

FOCUS BUSINESS SOLUTION LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **FOCUS BUSINESS SOLUTION LIMITED** ("the Company"), which comprise the Balance Sheet as at **March 31, 2023** 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.

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 Companies Act, 2013 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, 2023, the profit/loss Statement, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the rules made thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the "Annual Report", but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 and presentation of these standalone financial statements that give a true and fair view of the financial position and 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 give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with standards on Auditing, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India, in exercise of powers conferred by sub-section 11 of section 143 of the Act, and on the basis of such checks of books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure-A" attached hereto our comments on the matters specified in the paragraphs 3 and 4 of the said Order.
2. Further to our comments in Annexure A, 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 purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The balance sheet, the statement of profit and loss dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone 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 the written representations received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - g) 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 does not have any pending litigations, which would impact its financial position;
- 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.
- iv. a. The Management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b. The Management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to accounts, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) & (b) above contain any material misstatement.
- v. The Company has declared interim dividend during the year under review.

For KANSARIWALA & CHEVLI
Chartered Accountants
Firm Registration No. 0123689W

(H. B. Kansariwala)
Partner

Place: SURAT
Date: May 23, 2023

Membership No. 032429
Peer Review No. 011854

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to Para 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of **FOCUS BUSINESS SOLUTION LIMITED** for the year ended **31st March, 2023**)

On the basis of the information and explanation given to us during the course of our audit, we report that:

1. In respect of its Property Plant and Equipment and Intangible Assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and investment property.

The Company has maintained proper records showing full particulars of intangible assets.

- (b) The Company has a regular program of physical verification of its property, plant and equipment under which the assets are physically verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.

- (c) As per our verification of records of company and books of accounts of company, all immovable property documents in the name of company, hence other details in tabular formats in relation to title of documents held in the name of other person, is not required to be given.

- (d) The Company has not revalued its Property, Plant and Equipment or intangible assets during the year.

- (e) In terms of Information and explanation sought by us, and given by the company and books of accounts and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that there has not been any proceeding against the company or no proceeding pending in relation to holding of Benami property by the company. Hence no disclosure requirement in the financial statements in relation to same.

2. In respect of its inventories:

- (a) Not Applicable, since no trading or manufacturing activities carried on by the company.
 (b) The company has not been sanctioned any working capital limit in excess of five crore rupees in aggregate at any points of time during the year and hence reporting under clause (ii)(b) of the Order is not require.

- 3.** The company has not granted any loans, secured or unsecured to companies, firms or other parties. Therefore, the provisions of sub clauses (a) to (f) of clause 3(iii) are not applicable to the company.

- 4.** (a) In our opinion and according to the information and explanations given to us, the Company has not given any loans directly or indirectly to directors covered under section 185 of the Companies Act, 2013.

- (b) In our opinion and according to the information and explanation given to us, the company has not given guarantee or has provided security in connection with loan, to any person or other body corporate as covered under section 186 of the Companies Act, 2013 and has not acquired any security of any other body corporate.

5. In our opinion and according to the information and explanation given to us, the company has not accepted any deposits in contravention of Directives issued by Reserve Bank of India and provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under, wherever applicable.
6. The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
7. (a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, , duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there are no statutory dues referred to in sub clause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
8. According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
9. (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, the Company has not raised any funds by way of term loans during the year or in any previous year. Accordingly, reporting under clause 3(ix) (c) of the Order is not applicable to the Company.

(d) In our opinion and according to the information and explanations given to us, the Company has not raised any funds on short term basis during the year or in any previous year. Accordingly, reporting under clause 3(ix) (d) of the Order is not applicable to the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.

(f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiary.
10. (a) In our opinion and according to the information and explanations given to us, money raised by way of initial public offer were applied for the purposes for which these were obtained.

(b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

- 11.** (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- 12.** The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- 13.** In our opinion and according to the information and explanations given to us, all transactions entered into by the Company, with the related parties are in compliance with sections 177 and section 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements etc., as required under Accounting Standard (AS) 18, Related Party Disclosures specified in Companies (Accounting Standards) Rules, 2021 as prescribed under section 133 of the Act.
- 14.** (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- 15.** According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- 16.** (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Therefore, the provisions of clause 3(16)(b) of the Order are not applicable to the Company;
- (c) The company is not engaged in any non-banking financial or housing finance activities. Accordingly, the requirements to report on clause 3(16)(c) of the order is not applicable to the company.
- (d) There is no group /core investment company. Accordingly, the requirement to report on clause 3(16) of the order is not applicable to the company.
- 17.** The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.
- 18.** There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- 19.** On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of the balance

sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. According to the information and explanations given to us, the Company does not fulfill the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.
21. The reporting under clause 3(xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For KANSARIWALA & CHEVLI

Chartered Accountants

Firm Registration No. 0123689W

(H. B. Kansariwala)

Partner

Membership No. 032429

Peer Review No. 011854

Place: SURAT

Date: May 23, 2023

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT'

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting **FOCUS BUSINESS SOLUTION LIMITED** ("the Company") as of **March 31, 2023** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **31 March, 2023** based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For KANSARIWALA & CHEVLI

Chartered Accountants

Firm Registration No. 0123689W

(H. B. Kansariwala)

Partner

Membership No. 032429

Peer Review No. 011854

UDIN: 23032429BGUYQF7319

Place: SURAT

Date: May 23, 2023

FOCUS BUSINESS SOLUTION LIMITED (CIN: L74140GJ2006PLC049345) Balance Sheet as at March 31, 2023			
Rs. In lakhs			
Particulars	Note	Figures for the Year as at 31.03.2023	Figures for the Year as at 31.03.2022
EQUITY AND LIABILITIES			
Share Capital	c.1	222.20	222.20
Reserves and Surplus	c.2	178.91	143.53
Total Shareholder's Funds		401.11	365.73
Share application money pending allotment		0.00	0.00
Non-current liabilities			
Long-term borrowings	c.3	7.53	12.38
Deferred tax liabilities		0.00	0.00
Other long-term liabilities		0.00	0.00
Long-term provisions		0.00	0.00
Total non-current Liabilities		7.53	12.38
Current liabilities			
Short-term borrowings		0.00	0.00
Trade payables	c.4	48.15	0.00
Total outstanding dues of Micro and Small Enterprise		0.00	0.00
Total outstanding dues of creditors other than Micro and Small Enterprise		0.00	0.00
Other current liabilities	c.5	3.00	5.73
Short-term provisions	c.6	54.53	18.74
Total current liabilities		105.67	24.47
TOTAL		514.31	402.59
ASSETS			
Non-current assets			
Property, Plant and Equipment & Intangible Assets			
i) Property, Plant and Equipment	c.7	82.87	87.99
ii) Intangible assets		0.00	0.00
iii) Intangible assets under development		0.00	0.00
		82.87	87.99
Non-current investments		0.00	0.00
Deferred tax assets	c.8	8.07	5.89
Long-term loans and advances	c.9	28.12	33.21
Other non-current assets		0.00	0.00
Total non-current assets		119.06	127.09
Current assets			
Current investments		0.00	0.00
Inventories		0.00	0.00
Trade receivables	c.10	190.41	88.79
Cash and cash equivalents	c.11	166.01	116.18
Short-term loans and advances	c.12	38.82	70.53
Other current assets		0.00	0.00
Total current assets		395.24	275.49
TOTAL		514.31	402.59
As per our report of even date, FOR KANSARIWALA & CHEVLI Chartered Accountants Firm Registration No: 0123689W (H.B. Kansariwala) Partner Membership No:032429 Peer Review No:011854 UDIN : 23032429BGUYQF7319 Place: SURAT Date: May 23, 2023		For FOCUS BUSINESS SOLUTION LIMITED Mohamed Amin Nathani Whole Time Director DIN:02759560 Mohammed Ilyas Shaikh CFO PAN: BAOPS4253G Mohamed Yaseen Nathani Managing Director DIN:02759578 Dinal Alpeshkumar Kansadwala Company Secretary PAN: EDSPK5668D	

FOCUS BUSINESS SOLUTION LIMITED

(CIN: L74140GJ2006PLC049345)

Profit and Loss Statement for the year ended March31,2023

(Rs. In Lakh)

Particulars	Note	Figures for the Year as at 31.03.2023	Figures for the Year as At 31.03.2022
Revenue from operations	c.13	1836.47	1386.07
Other operating income	c.14	2.96	5.97
Total Income		1839.43	1392.04
Expenses:			
Cost of materials consumed		0.00	0.00
Purchases of Stock-in-Trade		0.00	0.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		0.00	0.00
Employee benefits expense	c.15	299.32	282.76
Finance costs	c.16	0.76	0.85
Depreciation and amortization expense	c.17	45.37	37.65
Other expenses	c.18	1434.76	1045.40
Total expenses		1780.22	1366.66
Profit before exceptional, extraordinary and prior period items and tax		59.21	25.39
Exceptional items		0.00	0.00
Profit before extraordinary and prior period items and tax		59.21	25.39
Extraordinary Items		0.00	0.00
Profit before prior period items and tax		59.21	25.39
Prior Period Items		0.00	0.00
Profit before tax		59.21	25.39
Tax expenses:			
Current tax		17.57	6.68
Deferred tax liabilities/(assets)		(2.18)	(0.08)
Profit/(loss) for the period from continuing operations		43.82	18.79
Profit/(loss) from discontinuing operations		0.00	0.00
Tax expense of discontinuing operations		0.00	0.00
Profit/(loss) from Discontinuing operations (after tax)		0.00	0.00
Profit/(loss) for the period (XI+XIV)		43.82	18.79
Earnings per equity share:			
Basic		1.97	0.85
Diluted		1.97	0.85

As per our report of even date,
FOR KANSARIWALA & CHEVLI
Chartered Accountants
Firm Registration No: 0123689W

(H.B. Kansariwala)
Partner
Membership No: 032429 Peer
Review No: 011854
UDIN: 23032429BGUYQF7319

Place: SURAT
Date: May 23, 2023

For FOCUS BUSINESS SOLUTION LIMITED

Mohamed Amin
Nathani
Whole Time Director
DIN:02759560

Mohamed Yaseen
Nathani
Managing Director
DIN:02759578

Mohammed Ilyas
Shaikh
CFO
PAN: BAOPS4253G

Dinal Alpeshkumar
Kansadwala
Company Secretary
PAN: EDSPK5668D

FOCUS BUSINESS SOLUTION LIMITED
(CIN: L74140GJ2006PLC049345)

Cash Flow Statement for the year ended March 31,2023

(Rs.in Lakh)

Particulars	Figures for the Year Ended 31.03.2023	Figures for the Year Ended 31.03.2022
A CASH INFLOW/(OUTFLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX AND EXTRA ORDINARY ITEMS	59.21	25.39
Adjustments for:		
Depreciation	45.37	37.65
Interest & Finance Charges	0.76	0.85
Loss on Car Sold	105.35	0.00
Operating Profit before Working Capital Changes	63.88	63.88
Adjustments for:		
(Increase)/ Decrease in Debtors	(101.62)	(57.28)
(Increase)/Decrease in Short Term Loan & advances	64.26	85.81
(Increase)/Decrease in Loan & advances	5.09	(21.23)
Increase/(Decrease) in Other Current Liabilities	81.19	(140.45)
Cash generated from operations	48.93	(133.15)
Income tax paid	56.39	48.14
Net Cash Inflow/(Outflow) from Operating activities	97.88	(117.41)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(40.26)	(53.96)
Sale of Fixed Assets	0.00	0.00
Purchase of Investments	(2.18)	(0.08)
Net Cash Inflow/(Outflow)from Investing activities	(42.43)	(54.04)
C CASHFLOWFROMFINANCINGACTIVITIES		
Issued of Shares	121.98	121.98
Interest & Finance Charges	(0.76)	(0.85)
Proceeds/(Repayment):Long Term Borrowing	(4.85)	7.86
Net Cash used in Financing activities	(5.62)	129.00
Net Change in Cash & Cash Equivalents	49.83	(42.46)
Cash and Cash equivalents as at the beginning of the period	116.18	158.63
Cash and Cash equivalents as at the end of the period	166.01	116.18

NOTES:

- Cash flow statement has been prepared under the indirect method asset out in the Accounting Standard (AS) 3."Cash Flow Statements" issued under the Companies (Accounting Standard) Rules, 2006.
- Figures in bracket indicates cash outflow.
- Cash and cash equivalents represent cash and bank balance.

As per our report of even date,
FOR KANSARIWALA & CHEVLI
Chartered Accountants
Firm Registration No: 0123689W

(H.B. Kansariwala)
Partner
Membership No:032429
Peer Review No:011854
UDIN: 23032429BGUYQF7319

Place: SURAT
Date: May 23,2023

For FOCUS BUSINESS SOLUTION LIMITED

Mohamed Amin
Nathani
Whole Time Director
DIN:02759560

Mohamed Yaseen
Nathani
Managing Director
DIN:02759578

Mohammed Ilyas
Shaikh
CFO
PAN: BAOPS4253G

Dinal Alpezhkumar
Kansadwala
Company Secretary
PAN: EDSPK5668D

FOCUS BUSINESS SOLUTION LIMITED (CIN : L74140GJ2006PLC049345) STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023 (Rs. in Lakh)				
Particulars	Figures for the Year ended 31.03.2023		Figures for the Year ended 31.03.2022	
	No. of Share	Rs.	No. of Share	Rs.
Note: C.1 - Share Capital:				
AUTHORISED: Equity Shares of Rs.10 each	23,00,000	230.00	23,00,000	230.00
ISSUED, SUBSCRIBED & FULLY PAID UP: Equity Shares of Rs.10 each	22,22,000	222.20	22,22,000	222.20

Particulars	Figures for the Year ended 31.03.2023		Figures for the Year ended 31.03.2022	
	No. of Share	Rs.	No. of Share	Rs.
Note: C.1-A				
Shares outstanding at the beginning of the year	22,22,000	222.20	15,80,000	158.00
Add : Shares issued during the year	–	–	6,42,000	64.20
Shares outstanding at the end of the year	22,22,000	222.20	22,22,000	222.20

Note: C.1-B

The Company has only one class of shares i.e. equity shares. All equity shares rank pari passu and carry equal rights with respect to voting and dividend. In the event of liquidation of the Company, the equity shareholder shall be entitled to Proportionate share of their holding in the assets remaining after distribution of all preferential amounts.

Particulars	Figures for the Year ended 31.03.2023		Figures for the Year ended 31.03.2022	
	No. of Share	% of Holding	No. of Share	% of Holding
Note: C.1-C				
Details of Share Holders holding more than 5% of Equity Shares of Rs.10/- each, fully paid:				
Moh. Amin Nathani	3,99,000	17.96	3,99,000	17.96
Moh. Sajid Nathani	80,000	3.60	80,000	3.60
Moh. Yaseen Nathani	10,35,000	46.58	10,35,000	46.58

Note: C.1-D

6,42,000/- equity shares of Rs.10/- each fully paid up issued as initial Public offer on 08.07.2021

Shares held by promoters at the end of the year 31st March 2023

Sr. No.	Name of Shareholder	No. of Shares held	% of Holding	% Change during the year
1	Moh. Amin Nathani	3,99,000	17.96	-
2	Moh. Yaseen Nathani	10,35,000	46.58	-

Shares held by promoters at the end of the year 31st March 2022

Sr. No.	Name of Shareholder	No. of Shares held	% of Holding	% Change during the year
1	Moh. Amin Nathani	3,99,000	17.96	-
2	Moh. Yaseen Nathani	10,35,000	46.58	-

Schedules forming part of the Financial Statements

(Rs. in Lakh)

Note : c.2 - Reserves and Surplus:	Figures for the Year ended 31.03.2023	Figures for the Year ended 31.03.2022
SHARE PREMIUM:		
BALANCE AS PER LAST BALANCE SHEET	98.78	41.00
ADD : EARNED ON ISSUE OF EQUITY SHARES OF RS.10/- EACH	-	57.78
	98.78	98.78
SURPLUS IN STATEMENT OF PROFIT AND LOSS ACCOUNT:		
BALANCE AS PER LAST BALANCE SHEET	44.75	25.97
LESS : INTERIM DIVIDEN DECLARED DURING THE YEAR	(8.44)	0.00
ADD : PROFIT FOR THE REPORTING PERIOD	43.82	18.79
	80.13	44.75
	178.91	143.53

Note : c.3 - Long Term Borrowings:	Figures for the Year ended 31.03.2023	Figures for the Year ended 31.03.2022
HDFC CAR LOAN (Secured by way of hypothecation of Car)	7.53	12.38
	7.53	12.38

Note : c.4 - Trade Payable - 31.03.2023	Outstanding for the following periods from due date of payments			
	Less than 1 Yr	1 - 2 Year	2 - 3 Year	More than 3 Yr
a) MSME	0.00	0.00	0.00	0.00
b) Others	48.15	0.00	0.00	0.00
c) Others - retention	0.00	0.00	0.00	0.00
d) Disputed dues - MSME	0.00	0.00	0.00	0.00
e) Disputed dues - Others	0.00	0.00	0.00	0.00

Note : c.4 – Trade Payable - 31.03.2022	Outstanding for the following periods from due date of payments			
	Less than 1 Yr	1 - 2 Year	2 - 3 Year	More than 3 Yr
a) MSME	0.00	0.00	0.00	0.00
b) Others	0.00	0.00	0.00	0.00
c) Others - retention	0.00	0.00	0.00	0.00
d) Disputed dues - MSME	0.00	0.00	0.00	0.00
e) Disputed dues - Others	0.00	0.00	0.00	0.00

Note: c.5 - Other Current Liabilities:	Figures for the Year ended 31.03.2023	Figures for the Year ended 31.03.2022
FOR EXPENSES: OTHER CURRENT LIABILITIES	3.00	5.73
	3.00	5.73

Note : c.6 - Short-term Provisions:	Figures for the Year ended 31.03.2023	Figures for the Year ended 31.03.2022
ELECTRICITY EXPENSES PAYABLE	0.83	0.83
ESIC PAYABLE	0.00	0.00
GST PAYABLE	3.52	0.00
KANSARIWALA & CHEVLI	1.35	1.44
PROFESSIONAL TAX PAYABLE	0.13	0.13
PROVIDENT FUND PAYABLE	1.47	1.37
SALARY PAYABLE	47.93	10.86
TDS ON CONTRACT PAYABLE	1.23	0.14
TDS ON GST	(4.20)	0.00
TDS ON PROFESSIONAL PAYABLE	0.16	0.24
TDS ON RENT PAYABLE	0.16	0.10
TDS ON SALARY PAYABLE	1.66	3.28
TELEPHONE BILL PAYABLE	0.31	0.36
	54.53	75.14

SCHEDULE FORMING PART OF THE ACCOUNTS YEAR ENDED 31.03.2023.
Property, Plant & Equipment

Note:c.7	GROSSBLOCK				DEPRECIATION				NETBLOCK	
Particulars	As at 01.04.2022	Addition During the year	Sales/Trans/ Adj.	TOTAL As at 31.03.2023	Up to 31.03.2022	Provided During the period	Sales/Trans/ Adj.	TOTAL As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
AIRCONDITIONER	9.42	0.22	0.00	9.64	6.48	0.54	0.00	7.02	2.62	2.94
CC TV CAMERA	1.61	0.00	0.00	1.61	1.48	0.02	0.00	1.49	0.12	0.14
COMPUTER	128.05	37.72	0.00	165.78	89.00	30.60	0.00	119.60	46.17	39.05
FURNITURE & FIXTURES	14.80	1.61	0.00	16.41	9.77	1.46	0.00	11.23	5.18	5.03
MARUTI VITARABREZZA	11.35	0.00	0.00	11.35	7.13	1.32	0.00	8.45	2.90	4.22
MOBILE	0.88	0.71	0.00	1.59	0.83	0.03	0.00	0.86	0.73	0.05
MOTORCAR	81.57	0.00	0.00	81.57	45.10	11.39	0.00	56.49	25.08	36.47
TELEPHONEPABAXSYS	0.61	0.00	0.00	0.61	0.58	0.01	0.00	0.58	0.03	0.03
TELERMACHINE	0.41	0.00	0.00	0.41	0.35	0.01	0.00	0.35	0.05	0.06
Total	248.70	40.26	0.00	288.96	160.71	37.65	0.00	206.08	82.87	87.99

Note: c.8 - Deferred Tax:	Figures for the Year ended 31.03.2023	Figures for the Year ended 31.03.2022
Break up of Deferred Tax Liabilities and Assets into major components of the respective Balance as per the last balances are as under: Balance Sheet		
DEFERRED TAX LIABILITIES		
DEPRECIATION	0.00	0.00
DEFERRED TAX ASSETS		
DEPRECIATION	8.07	5.89
	8.07	5.89

Note : c.9 - Long Term Loans and Advances:	Figures for the Year ended 31.03.2023	Figures for the Year ended 31.03.2022
AJAY N. GAVANDE	0.50	0.00
AMIBEN G. CHOKSI	0.41	0.41
AMINABANU G. MALEK	0.00	0.18
BSE LTD.	1.22	1.22
JAYANT AJAY KEDAR – NAGPUR	0.30	0.30
KARTIKEY J. GARG - INDORE	0.74	0.00
LAL BAHADUR SINGH - PUNE OFFICE	0.90	0.90
MOHAMMED ILYAS SHAIKH	0.00	0.50
NAMITA D. SANKHE	1.00	1.00
NAVIGANT CORP. ADVISOR	0.00	5.00
PANKAJ SINGH GUMANSINH RAJ	0.26	0.26
PRELIMINARY EXPENSES	0.75	1.50
PRELIMINARY EXPENSES - IPO	15.26	20.35
PREPAID INSURANCE	1.05	1.16
SABIR GAFUR SIROHA	0.45	0.45
SANDIP BIPINBHAI PATIRA	0.30	0.00
SHREENATH CARS PVT. LTD.	5.00	0.00
	28.12	33.21

Note : c.10 - Trade Receivables:	Figures for the Year ended 31.03.2023	Figures for the Year ended 31.03.2022
(Unsecured)		
Outstanding for a period exceeding six months from the date they		

are due for payment.	0.00	0.00
OTHERS - CONSIDERED GOOD (Less than Six Months)	190.41	88.79
	190.41	88.79

Trade Receivables ageing schedule as at 31st March, 2023 (Rs. In Lakhs)

Particulars	Less than 6 months	6 mt – 1 Yr	1 – 2 Yr	2 – 3 Yr	More than 3Yr
Trade Receivables	190.41	-	-	-	-

Trade Receivables ageing schedule as at 31st March, 2022 (Rs. In Lakhs)

Particulars	Less than 6 months	6 mt – 1 Yr	1 – 2 Yr	2 – 3 Yr	More than 3Yr
Trade Receivables	88.79	-	-	-	-

Note : c.11 - Cash and cash equivalents:		Figures for the Year ended 31.03.2023	Figures for the Year ended 31.03.2022
Balances with Banks:			
	AXIS BANK LTD.	3.55	55.82
	BANK OF BARODA	93.04	6.85
	HDFC BANK LTD.	16.84	30.90
	ICICI BANK LTD.	11.00	5.24
	ICICI BANK LTD.	1.00	0.00
	IDFC BANK LTD.	1.17	2.60
	KOTAK MAHINDRA BANK LTD.	13.48	3.40
	STATE BANK OF INDIA	0.34	0.34
Investments:			
	BANK OF BARODA - FIXED DEPOSIT	0.62	0.58
	ICICI BANK LTD. - FIXED DEPOSIT	1.33	1.26
CASH ON HAND		23.64	9.20
		166.01	116.18

Note : c.12 - Short-term loans and advances:	Figures for the Year ended 31.03.2023	Figures for the Year ended 31.03.2022
Balances with Direct Tax / Indirect Tax Authorities:		
INCOME TAX REFUND (A.Y. 2021-22)	0.00	25.69
INCOME TAX REFUND (A.Y. 2022-23)	0.00	44.67
INCOME TAX REFUND (A.Y. 2023-24)	38.82	0.00
TCS (TAX COLLECTED AT SOURCE)	0.00	0.18
	38.82	114.80

Note : c.13 - Revenue from Operation:	Figures for the Year ended 31.03.2023	Figures for the Year ended 31.03.2022
DETAILS OF GROSS RECEIPTS UNDER BROAD HEADS:		
PROFESSIONAL FEES	1,836.47	1386.07
	1,836.47	1386.07

Note : c.14 - Other Income:	Figures for the Year ended 31.03.2023	Figures for the Year ended 31.03.2022
INTEREST ON FIXED DEPOSIT	0.10	0.10
INTEREST ON TDS REFUND	2.86	5.87
	2.96	5.97

Note : c.15 - Employee Benefits Expenses:	Figures for the Year ended 31.03.2023	Figures for the Year ended 31.03.2022
SALARIES AND WAGES		
EMPLOYEE PROVIDENT FUND	8.78	8.39
ESIC	0.02	0.03
SALARY OF STAFF	266.64	261.87
STAFF WELFARE EXPENSES	23.88	12.47
	299.32	282.76

Note : c.16 - Finance Cost:	Figures for the Year ended 31.03.2023	Figures for the Year ended 31.03.2022
BANK LOAN INTEREST	0.76	0.72
BANK LOAN PROCESSING FEES	-	0.12
	0.76	0.85

Note : c.17 - Depreciation and Amortization Expenses:	Figures for the Year ended 31.03.2023	Figures for the Year ended 31.03.2022
DEPRECIATION	45.37	37.65
	45.37	37.65

Note : c.18 - Other Expenses:	Figures for the Year ended 31.03.2023	Figures for the Year ended 31.03.2022
ADVERTISEMENT EXPENSES	0.16	-
AUDIT FEES	1.50	1.30
BANK CHARGES	0.20	0.09
CLAIM	2.57	1.09
COMPUTER EXPENSES	4.22	2.71
DIRECTOR REMUNERATION	48.00	48.00
ELECTRICITY EXPENSES	10.29	7.57
INSURANCE EXPENSES	3.22	3.31
INTEREST ON TDS PAYABLE	0.10	0.03
JOB WORK EXPENSES	1,248.17	875.09
LEGAL AND CONSULTING FEES	8.45	4.42
MUNICIPAL TAX	1.36	1.07
NEWSPAPERS AND PERIPHERALS	0.07	0.05
OFFICE EXPENSES	12.52	10.77
POST AND COURIER EXPENSES	1.65	1.52
PRELIMINARY EXPENSES	0.75	0.75
PRELIMINARY EXPENSES (IPO)	5.09	5.09
PRINTING AND STATIONERY EXPENSES	0.76	0.75
PROFESSIONAL TAX	0.02	0.02
RENT EXPENSES	34.98	27.11
REPAIR AND MAINTENANCE	7.22	25.33
SEBI CHARGES	0.09	-
TELEPHONE EXPENSES	4.32	4.08
TENDER FEES	0.05	-
TRAVELLING EXPENSES	34.66	21.07
VEHICLE EXPENSES	4.35	4.18
	1,434.76	1,045.40

NOTES SCHEDULE TO AND FORMING PARTS OF ACCOUNTS FOR THE YEAR ENDED ON MARCH 31, 2023:

A. CORPORATE INFORMATION:

FOCUS BUSINESS SOLUTION LIMITED is a limited company incorporated under provisions of the Companies Act, 1956. The Company is engaged in the business of recovery agent.

B. SIGNIFICANT ACCOUNTING POLICIES:

(I) BASIS OF ACCOUNTING:

The financial statements are prepared under the historical cost convention in accordance with generally accepted accounting practices.

We have conducted audit in accordance with the auditing standards generally accepted in India on a test check basis after obtaining reasonable assurance from the director that the financial statements are free from material misstatement.

All items of material nature as regards financial statements have been accounted on going concern and accrual basis.

(II) REVENUE RECOGNITION:

Revenue is recognized on the basis of bills raised.

(III) FIXED ASSETS:

The company has valued its fixed assets at historical cost less depreciation. The rates of depreciation adopted are the rates provided under the Companies Act, 2013. The written down value method has been adopted by the company.

(IV) EMPLOYEE BENEFITS:

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc. recognized as actual amounts due in the period in which employee renders the related services

(V) TAXES ON INCOME:

Current Tax is determined on the basis of tax payable to the taxation authorities in respect of taxable income for the period.

For the purpose of determining accumulated deferred tax assets in current financial year, depreciation for accounting purposes and for tax purposes are compared and the differences is charged to the revenue reserves, subject to the consideration of prudence.

D. OTHER DISCLOSURES & INFORMATION:

- 1 The balance of debtors, creditors, unsecured loans and Loans & Advances are subject to confirmation. However, the director has certified the respective balances.
- 2 Expenses for which supporting evidences are not found are duly certified by the directors.
- 3 Previous reporting period's figure have been regrouped / reclassified wherever necessary to correspond with the current reporting period's classifications / disclosure.
- 4 Related Party disclosure in accordance with the Accounting Standard 18 issued by the Institute of Chartered Accountants of India is as under:

Name of related parties with whom the transaction have been made	Description of Relation with party	Nature of Transaction	2022-23 (Amount) Rs.	Amount outstanding as on 31.03.2023 (Rs.)
Amin Nathani	Director	Director's Remuneration	24,00,000	-
Yaseen Nathani	Director	Director's Remuneration	24,00,000	-
Mohammed Ilyas Shaikh	Chief Financial Officer	Salary	9,60,720	8,100
Mohamed Sajid Nathani	Brother of Director	Salary	12,00,000	-
Mohamed Aslam Nathani	Brother of Director	Salary	12,00,000	-
Dinal Kansadwala	Company Secretary	Salary	2,42,481	32,300
Nathani Software Pvt. Ltd.	Sister Concern	Purchase	33,38,220	16,81,500
Mohamed Amin Nathani	Director	Rent	1,26,000	-
Mohamed Yaseen Nathani	Director	Rent	2,25,000	-

- 5 Earning per Share as required by Accounting Standard (AS – 20):

(Rs. In Lakh)

<i>Particulars</i>	<i>Current Period</i>	<i>Previous Year</i>
Profit after Taxation	43.82	18.79
Profit attributable to ordinary shareholders	43.82	18.79
Number of Equity Shares (in nos.)	222.20	222.20
Issued and subscribed	222.20	222.20
Number of Potential Equity Shares (under Employees' stock option scheme)	-	-
Total no. of shares including potential equity shares	22.22	22.22
Basic earnings per Share (Rs.)	1.53	0.85
Diluted earnings per Share (Rs.)	1.53	0.85

6 BREAK UP OF AUDITORS REMUNERATION:

<i>Particulars</i>	<i>Current Period</i>	<i>Previous Year</i>
As an Auditor	75,000	60,000
Tax Audit Fees	40,000	25,000
For Income Tax Matters	35,000	25,000
GST	27,000	19,800
Total	1,77,000	1,29,800

7 Transactions in foreign currency

C.I.F. Value of Imports: NIL

FOB Value of Exports: NIL

Earning in Foreign Exchange: NIL

8 Details of dues to Micro & Small Enterprises under the Micro, Small & Medium Enterprise Development Act, 2006 is as under: NIL

9 The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami Property.

10 The company is not declared as willful defaulter by any bank or financial Institution or other lender.

11 There is no Scheme of Arrangements approved by the Competent Authority in terms of Sections 230 to 237 of the Companies Act, 2013.

12 The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.)

13 The company have not traded or invested in Crypto currency or Virtual Currency during the year.

14 The company does not have any transactions with companies struck off.

15 The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

16 The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- 17 The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 18 The Company has declared interim dividend during the financial year under review.
- 19 The provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company, hence details regarding CSR activities are not provided.
- 20 The Company has no borrowings from banks or financial institutions on the basis of security of current assets.
- 21 Section 2(87) of the Companies Act, 2013 regarding number of layers of Companies is not applicable to the Company.
- 22 Disclosures of Ratios:

Sr. No.	Ratio	2022-23	2021-22	% of Variance	Reason for variance
		Ratio	Ratio		
1.	Current Ratio (Times)	3.74	11.26	-66.77	Increase in Current liability
2.	Inventory Turnover Ratio (Times)	0.00	0.00	0.00	Not applicable
3.	Trade Receivable Turnover Ratio (Times)	9.64	15.61	-38.22	Due to High Collection of receipt
4.	Trade Payable Turnover Ratio (Times)	0.00	0.00	0.00	Not Applicable
5.	Net Capital Turnover Ratio (Times)	0.00	0.00	0.00	Not Applicable
6.	Debt Equity Ratio (Times)	0.02	0.03	-44.56	Increase in equity
7.	Debt Service Coverage (Times)	0.01	0.03	-60.48	Increase in Profit margin
8.	Net Profit Ratio (%)	2.39%	1.35%	76.80	Increase in Profit margin
9.	Return on Capital Employed (%)	10.92%	5.14%	112.68	Not applicable, since variance is less than 25%
10.	Return on Equity ratio (%)	19.72%	8.45%	133.25	Not applicable, since variance is less than 25%
11.	Return on Investment (%)	10.88%	4.67%	133.25	More Profit on Total assets

23 These financial statements are presented in INR and all values are rounded to the nearest lakh (INR '00000), except when otherwise indicated.

Signature to Note A to D.

<p>As per our report of even date, For KANSARIWALA & CHEVLI Chartered Accountants, Firm Registration No. 0123689W (H. B. Kansariwala) Partner Membership No. 032429 Peer Review No. 011854 UDIN : 23032429BGUYQF7319 Surat, May 23, 2023</p>	<p>For FOCUS BUSINESS SOLUTION LIMITED</p> <p>Mohamed Amin Nathani Director DIN: 02759560</p> <p>Mohammed Ilyas Shaikh (CFO) PAN: BAOPS4253G</p>	<p>Mohamed Yaseen Nathani Director DIN: 02759578</p> <p>Dinal Alpeshkumar Kansadwala Company Secretary PAN: EDSPK5668D</p>
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ATTENDANCE SLIP16th Annual General Meeting on Saturday, 29th July, 2023 at 12:30 P.M

Registered Folio No./ DP ID/Client ID	
No. of Shares	
Name and address of the Member(s) Joint Holder 1 Joint Holder 2	

Serial No. 1

I/We hereby record my/our presence at the 16th Annual General Meeting of the Company to be held on Saturday, 29th July, 2023 at 703 Rajhans Complex Nr. Kadiwala School, Ring Road Surat-395002, Gujarat

Member's/Proxy's name in Block Letters	Member's/Proxy's Signature

Please hand it over at the Attendance Verification Counter at the entrance of the meeting hall.

Form No.MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	
Registered address :	
E-mail Id :	
Folio No./Client ID No:	
DP ID No:	

I/We, being the member (s) of equity shares of the Focus Business Solution Limited, hereby appoint.

1.

Name			
Address			
E-mail ID		Signature:	

2.

Name			
Address			
E-mail ID		Signature:	

3.

Name			
Address			
E-mail ID		Signature:	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual general meeting, to be held on Saturday, 29th July, 2023 at registered office situated at 703 Rajhans Complex Nr. Kadiwala School, Ring Road Surat-395002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resoluti on No.	Description	*For	Against
1.	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2023 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass resolutions as an Ordinary Resolution		
2.	To appoint a Director in place of Mr. Mohamedamin Mohammad Nathani (DIN: 02759560) who retires by rotation and being eligible offered himself for re-appointment ,in this regard, to consider and if thought fit, to pass the resolution as an Ordinary Resolution		
3.	To Increase In Authorized Share Capital And Consequent Amendment to the Capital Clause of the Memorandum Of Association and if thought fit, to pass, with or without modification(s) the resolution as an Ordinary Resolution		
4.	To issue Bonus Share and if thought fit, to pass, with or without modification(s) the Resolution as an Ordinary Resolution		
5.	To Approve the Execution of Focus Business Solution Limited- Employees' Stock Option Plan 2023 (“ESOS 2023”) and In this regard to consider and, if thought fit, to pass the resolution as Special Resolution		

Signed this ____ day of July, 2023

Signature of Shareholder

Signature of Proxy Holder(s)

Affix Revenue
stamp here

Notes:

1. Please put (✓) or (x) in the box in the appropriate column against the respective resolutions. If you leave the For or Against column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she deems fit.
2. A Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013 a person can act as proxy on behalf of not more than 50 members and holding in aggregate not more than 10 % of the total share capital of the Company. Members holding more than 10% of the total share capital may appoint a single person as proxy, who shall not act as proxy for any other member.

This form of Proxy to be effective should be deposited at the registered office of the Company not later than 48 hours before the commencement of the AGM.



FOCUS BUSINESS SOLUTION LIMITED
CIN : L74140GJ2006PLC049345
703-RajhansComplex, Nr.Kadiwala School,
Ring Road,
Surat-395002, Gujarat