

Focus Industrial Resources Limited

Fulfil Our Community Needs through Financing

26th
Annual Report
2010-2011



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COMPANY INFORMATION

BOARD OF DIRECTORS

Chairman & Managing Director	Mr. Pradeep Kumar Jindal
Executive Director	Mr. Pradeep Kumar Jindal
Non Executive Directors	Mr. S.K. Dash Mrs. Madhvi Bhatnagar Mr. Ashok Kumar Gupta
Company Secretary	Ms. Mini Bansal
Solicitors & Advocates	Rajeev Goel & Associates
Auditors	M.M. Goyal & Co. (Chartered Accountants)

BANKERS

- Citi Bank N.A.
- Yes Bank
- Corporation Bank
- State Bank of India
- Union Bank of India
- Punjab National Bank

BOARD COMMITTEES

Audit Committees

Mr. S. K. Dash (Chairman)
Mr. Pradeep Kumar Jindal
Mrs. Madhvi Bhatnagar

26th Annual General Meeting held on Friday, 30th September, 2011 at 12:30 P.M.

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Shareholders' Grievance Committees

Mrs. Madhvi Bhatnagar (Chairman)

Mr. S.K. Dash

Remuneration Committees

Mrs. Madhvi Bhatnagar (Chairman)

Mr. S.K. Dash

REGISTRARS & TRANSFER AGENTS

Beetal Financial & Computer Services (P) Ltd

Beetal House, 3rd Floor, 99 Madangir

Near Dada Harsukh Das Mandir,

New Delhi - 110 062.

LISTING

Delhi Stock Exchange Limited

REGISTERED OFFICE & CORPORATE OFFICE

Focus Industrial Resources Ltd

104, Mukand House,

Commercial Complex,

Azadpur, Delhi-110 033

WEBSITE

www.focuslimited.in

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CODE OF BUSINESS CONDUCT AND ETHICS

Philosophy

The Company shall be committed to the adoption of such corporate governance practices which ensure accountability of management on the one hand and maximisation of shareholders value on the other hand. We would progressively strive to lay down adequate control systems and governance structures for protecting and furthering the interest of our stakeholders.

National Interest

The Company shall be committed in all its actions to benefit the economic development of the country in which it operates and shall not engage in any activity that would adversely affect such objective. It shall not undertake any project or activity to the detriment of the nation's interest or those that will have any adverse impact on the social and cultural life pattern of its citizens. The Company shall conduct its business affairs in accordance with the economic development, foreign policies, objectives and priorities of the nations government and shall strive to make a positive contribution to the achievement of such goals at the international, national and regional level as appropriate.

Shareholders

The Company shall be committed to enhance shareholder's value and comply with all regulations and laws that govern shareholders' right. The Board of Directors of the Company shall duly and fairly inform its shareholders about all relevant aspects of the Company's business, and disclose such information in accordance with the respective regulations and agreements.

Employee policies and practices shall be administered in a manner that ensures that in all matters equal opportunity is provided to those eligible and the decisions are merit-based.

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Transparency and auditability

All Company employees shall ensure that their actions in the conduct of business are totally transparent except where the need of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes, including as appropriate, involvement of more than one manager in recording decision logic and maintaining supporting records. All managers shall voluntarily ensure that their areas of operation are open to audit and the conduct of their activities are totally auditable.

Dealings with people in the organization

In dealing with each other, employees will uphold the values which are at the core of our HR Philosophy - trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self respect and human dignity. Indeed, these values will form the basis of our HR management systems and processes. In areas such as selection and recruitment, meritocracy will be the only criterion and all managers will scrupulously avoid considerations other than merit and suitability. Performance management systems including appraisals, remuneration and rewards will focus on meritocracy, equity and upholding of Company's values and ethics.

Financial reporting and records

The Company shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Company conducts its business affairs.

Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to Company's auditors and other authorised parties and government agencies. There shall be no willful omissions of any company transactions from the books and records.

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Any willful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of this code, apart from inviting appropriate civil or criminal action under the relevant laws.

Public representation of the Company

The Company honours the information requirement of the public and its stakeholders. In all its public appearance with respect to disclosing Company and business information to public constituencies such as the media, the financial community, employees and shareholders, The Company shall be represented only by specifically authorised directors and employees. It will be the sole responsibility of these authorised representatives to disclose information to the concerned public.

Political non-alignment

The Company shall not support, directly or indirectly, any specific political party or candidate for political office. The Company shall not offer or give any Company's fund or property as donation, directly or indirectly, to any specific political party, candidate or campaign.

Ethical conduct

Every employee of the Company, which shall include a whole-time director and the managing director shall deal on behalf of the company with professionalism, honesty and integrity, as well as high morale and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third parties.

Regulatory compliance

Every employee of the Company shall, in his or her business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which he or she operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the code, then the standards of the code shall prevail.

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Competition

The Company shall compete only in an ethical and legitimate manner. It prohibits all actions that are anti-competitive or otherwise contrary to laws that govern competitive practices in the market place.

Concurrent employment

An employee of the Company shall not, without the prior approval of the managing director of the Company, accept employment or a position of responsibility (such as a consultant or a director) with any other Company, nor provide 'freelance' services to anyone. In the case of a whole-time director or the managing director, such prior approval must be obtained from the Board of Directors of the Company.

Protecting Company's assets

The assets of the Company should not be misused but employed for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationship with customers and suppliers, etc.

Integrity of data furnished

Every employee of the Company shall ensure, at all times, the integrity of data or information furnished by him or her to the Company.

Policy against Insider Trading

Insider Trading is prohibited by both law as well as by the Company policy. Insider Trading generally involves the act of subscribing or buying or selling of the Company's securities, when in the possession of any unpublished price sensitive information about the Company. It also involves disclosing any Unpublished Price Sensitive Information about the Company to others who could subscribe or buy or sell the Company's securities. Insider Trading invokes severe civil and criminal penalties not only on the insider but also

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on the Company in certain circumstances under the Securities and Exchange Board of India (SEBI) Act, 1992.

“Price Sensitive Information” is that information which relates directly or indirectly to a Company and which if published is likely to materially affect the price of securities of a Company. It is important to note that both positive and negative information could be price sensitive. Employees are encouraged to follow the Insider Trading Code at all times. Punishment for violation can include wage freeze, termination and even a criminal offence resulting in a fine or penalty.

Confidential information/publicity

No employee shall disclose or use any confidential information gained in the course of employment with the Company for personal profit or for the advantage of any other person. No employee shall provide any information either formally or informally to the press or to any other publicity media unless specifically authorised to do so.

Disciplinary actions

The Company will take appropriate action against any employee, agent, contractor or consultant whose actions are found to violate these policies or any other policy of the Company. Disciplinary actions may include immediate termination of employment or business relationship at the Company’s sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

Every employee shall be responsible for the implementation of and compliance with this code in his professional environment. Failure to adhere to the code could attract the most severe consequences, including termination of employment.

Every employee of the Company shall promptly report to the management any actual or possible violation of this code, or an event he or she becomes

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aware of that could affect the business or reputation of his/her or any other group Company.

Accountability

The Board of Directors (BOD) shall oversee the Company's adherence to ethical and legal standards. All employees and the members of the BOD shall undertake to stop or prevent actions that could harm customers, the system or reputation of the Company.

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NOTICE

Notice is hereby given that the 26th Annual General Meeting of the members of **Focus Industrial Resources Limited** will be held on Friday, 30th September, 2011 at 12:30 P.M. at the registered office at 104, Mukand House, Commercial Complex, Azadpur, Delhi – 110 033 to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2011 and Profit & Loss Account for the year ended on that date along with report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Santanu Kumar Dash, who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in connection therewith to pass, with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section-224 of the Companies Act, 1956 M/s M.M. Goyal & Co. Chartered Accountants, the retiring Auditors, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of the present Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be decided by the Board of Directors of the company."

SPECIAL BUSINESS

4. To appoint a Director in place of Mr. Ashok Kumar Gupta, who is additional Director, and being eligible offers himself for re- appointment.

"RESOLVED THAT Mr. Ashok Kumar Gupta, who was appointed as an additional director of the Company to hold office till the date of the Annual General Meeting, be and is hereby appointed as a director of the Company and whose office shall be liable for determination through retirement by rotation.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all those things, deeds and filing as may be necessary to give effect to this resolution."

5. To Re-Appoint Mr. Pradeep Kumar Jindal as Managing Director.

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"RESOLVED THAT pursuant to section 198, 269, 309, provisions of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of shareholders at the General Meeting, and subject to such other approvals as may be required, this meeting approves the re-appointment of Mr. Pradeep Kumar Jindal as Managing Director of the Company w. e. f. 29 December, 2011 for a period of five years on the following terms and conditions:

- a. Salary: Rs 1,00,000 per month (Rupees One Lac Only).
- b. Perquisites as detailed below :
 - Reimbursement of Conveyance, travelling, telephonic expenses on actual basis for official purpose.
 - Earned Leave/ privilege leave: Encashment will be permissible in accordance with the rules of the company.
 - Membership Fees of any club/ forum subject to the ceiling of Rs. 5000/- per annum.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to alter, vary the terms and conditions of the re-appointment and total emoluments payable to the Managing Director as stated above.

RESOLVED FURTHER THAT Ms. Mini Bansal, Company Secretary of the Company be and is hereby authorized to sign and file the necessary return and documents with the Registrar of the Companies, NCT of Delhi and Haryana."

NOTES

1.(a). **APPOINTMENT OF PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE, AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN HIS/HER PLACE AND THE PROXY NEEDS NOT BE A MEMBER OF THE COMPANY.**

(b). **PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE ANNUAL GENERAL MEETING.**

2. The attendance slip and proxy form for the member of the company have been enclosed with the notice.

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3. Members are requested to quote their Registered Folio No., client ID and DP ID numbers for facilitating identification for attendance at the meeting.
4. Members who are holding physical shares in more than one folio are requested to intimate to the company, the details of all their numbers for consolidation into a single folio.
5. **BOOK CLOSURE:** The Register of Members and Share Transfer Books of Company will remain closed from 28th September, 2011 to 30th September 2011 (both days inclusive) for the purpose of Annual General Meeting.
6. Members desiring any information as regards accounts and operations are required to write to the company at its registered office one week before the date of the meeting so that the information is made available at the meeting.
7. Members are requested to intimate to the Company the changes, if any in their registered address along with pin code number.
8. Members are requested to bring their copy of this Annual Report to the Meeting.
9. **Corporate Members:** Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra- Ordinary General Meeting.
10. **Inspection of Documents:** Documents referred to in the Notice etc., are open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to the date of Annual General Meeting.
11. ***Ministry of Corporate Affairs vide their circular 17/2011 dated 21/04/2011 clarified that it would be compliance to Section 53 of the Companies Act, 1956, if the services of document has been made through electronic mode providing that Company has obtained e-mail addresses of its members for sending notice/ documents through e-mail by giving an advance opportunity to every shareholder to register their e-mail address and changes therein from time to time with the Company.***

In order to cherish and support the Green Initiative taken by the Government of India to secure paperless compliance for betterment of environment, members who have not provided their

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e-mail address are requested to contact to RTA or compliance officer of company for same.

12. (1) The equity shares of the company are listed at the Delhi Stock Exchange Limited. 3/1, Asaf Ali Road, New Delhi-110 002.

(2) Annual Listing fees for the year 2011-12 has been paid to the Delhi Stock Exchange Limited.
13. The information pursuant to Clause 49 of the Listing Agreement with respect to the details of the directors seeking appointment / re-appointment at the forthcoming Annual General Meeting is annexed to the notice as annexure.
14. **Explanatory Statement:** Explanatory Statement as required under sec 173(2) of the Companies Act, 1956, in respect of special Business under Item No. 4 & 5 is enclosed herewith.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

ITEM NO. 4

Mr Ashok Kumar Gupta was co-opted on the Board of Directors of the Company as Additional Directors to hold office until the date of ensuing annual general meeting. The Board is proposing to appoint him as ordinary directors in the ensuing AGM whose office shall be liable for determination through retirement by rotation. Accordingly, the resolution is placed before the members for their consideration and approval. The Board recommends the proposed resolution for adoption in the larger interest of the Company.

ITEM NO.5

The Board of Directors, at their meeting held on 02nd September, 2011, re-appointed Mr. Pradeep Kumar Jindal as Managing Director of the Company for a further period of five years with effect from 29th December, 2011, subject to the approval of the shareholders in the general meeting. The material terms and conditions of the re-appointment are as follows:

- a. Salary: Rs 1,00,000 per month (Rupees One Lac Only).
- b. Perquisites as detailed below :
 - Reimbursement of Conveyance, travelling, telephonic expenses on actual basis for official purpose.
 - Earned Leave/ privilege leave: Encashment will be permissible in accordance with the rules of the company.
 - Membership Fees of any club/ forum subject to the ceiling of Rs. 5000/- per annum.

The board of directors the Company be and is hereby authorized to alter, vary the terms and conditions of the re-appointment and total emoluments payable to the Managing Director as stated above.

None of the Directors other than Mr. Pradeep Kumar Jindal is interested in this Resolution since it relates to his re-appointment. Information such as brief resume, nature of expertise in specific functional areas and details of Directorship etc as required to be furnished under clause 49(VI) of the Listing Agreement is provided in the section on Corporate Governance.

**By order of the Board
For Focus Industrial Resources Limited**

FOCUS INDUSTRIAL RESOURCES LIMITED**Annual Report 2010-2011**

Place: New Delhi
Dated: 02nd September, 2011

Sd/-
Pradeep Kumar Jindal
Managing Director

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Annexure

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT REGARDING RE-APPOINTMENT OF DIRECTOR AS PER ITEM NO. 2 OF THE NOTICE

Mr. Santanu Kumar Dash, aged about 48 years, is Independent Director on the Board of our Company. He is post graduate in Commerce has over two decades of work experience in the Non-Banking Finance Company and had also worked as Income Tax Practitioner for over 5 years. He is a Chairman of the Audit Committee and a member of Shareholders Grievance Committee and remuneration committee of the Company.

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT REGARDING REGULARISATION OF ASHOK KUMAR GUPTA AS DIRECTOR AS PER ITEM NO. 4 OF THE NOTICE

Mr. Ashok Gupta, aged about 59 years, is an independent director of the Company. He is a Law Graduate. He has a diversified experience as Engineers & Contractors. He is recognized for excellent people management and team building abilities besides infusing the spirit of action and a result oriented work culture. He is a firm believer in value based strategies.

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT REGARDING RE-APPOINTMENT OF MANAGING DIRECTOR AS PER ITEM NO. 5 OF THE NOTICE

Mr. Pradeep Kumar Jindal, aged about 52 years, is the promoter and the Managing Director of the Company and also a member of audit committee. His expertise lies in managing operations in a large business environment, formulating business strategies and identifying new markets. He has over 20 years of varied rich experience and had also practiced as Income Tax Practitioner for over 5 years. He is Masters in Business Administration (MBA) and a graduate in commerce. Mr. Jindal has been the driving force behind the FIRL expansion.

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DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the 26th Annual Report on the business and operations of your company and the Audited Financial Statement for the financial year ended March 31, 2011.

FINANCIAL HIGHLIGHTS

Particulars	(Rupees)	
	Financial Year ended	
	31 st March,2011	31 st March,2010
Profit / (loss) before Depreciation & Taxes	21,55,331.00	10,10,219.74
Less : Depreciation	79,299.00	2,05,507.00
Current Tax	6,28,284.00	2,72,105.00
Income tax earlier years	29,829.00	93,529.00
Add/ Less: Deferred Tax Assets/Liability	(6,176.00)	26,974.00
Profit/(Loss) after Tax	14,11,743.00	4,66,052.74
Profit/(Loss) brought forward from previous year	4,24,694.00	51,852.00
Transfer to reserve funds	(2,82,349.00)	(93,210.00)
Balance Carried Forward to the Balance Sheet	15,54,088.00	4,24,694.74

REVIEW OF OPERATIONS

During the year under review, the company has earned profit of Rs 14,11,743.00 as against profit of Rs. 4,66,052.74 in the last year. Your directors are continuously looking for the avenues for future growth of the company.

MATERIAL CHANGES ETC.

Save as mentioned elsewhere in this Report, there are material changes and commitments affecting the financial position of the Company that have occurred between the end of the financial year of the Company-31st March, 2011 till the date of this Report are as follows:

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- Increase in Authorised Share Capital of Company from Rs. 5,10,00,000 to Rs. 12,50,00,000 w.e.f 18th July, 2011
- Increase in Paid up Capital from Rs. 4,06,47,330 to Rs. 121,941,990 by issue of 81,29,466 equity shares as Bonus Shares w.e.f 13 August, 2011

DIVIDEND

Your directors do not declare any dividend for the year with a view to conserve the resource for future growth plans of the company.

FIXED DEPOSITS

Your Company did not accept any fixed deposits from public in term of the provisions of section 58A of the companies act, 1956 and to this effect an undertaking is given to the Reserve Bank of India.

DIRECTORS

Mr. Santanu Kumar Dash, Director retire by rotation and being eligible and offer himself for re-appointment. The Board recommends his re-appointment as Director subject to approval of the shareholders at the ensuing Annual General Meeting of the company.

Mr. Ashok Kumar Gupta, who was appointed as an additional director of the Company to hold office till the date of the Annual General Meeting, be and is hereby appointed as a director of the Company whose office shall be liable for determination through retirement by rotation. The Board recommends his regularization as Director subject to approval of the shareholders at the ensuing Annual General Meeting of the company.

Mr. Pradeep Kumar Jindal, whose term as a Managing Director expires on 29 December, 2006 be and is hereby re-appointed as Managing Director of the Company w. e. f. 29 December, 2011 for a period of five years on certain terms and conditions as given in the notice, subject to approval of shareholders at the ensuing Annual General Meeting.

CORPORATE GOVERNANCE

A separate report on Corporate Governance is enclosed as a part of this Annual Report of the Company. A certificate from Auditors of the Company regarding compliance of Corporate Governance as stipulated under clause 49 of the Listing Agreement is annexed to the Report on Corporate Governance.

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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Indian economy has shown signs of resurgence during the year witnessing growth in certain sectors of economy and the Financial sector has seen consolidation of NBFC segment due to competition from MNC and Private Banks. The Reserve Bank of India has been vigilant in monitoring the functioning of the Financial Sector.

The Company is engaged in financial activities viz. loaning and advancing money to individuals, commercials and other enterprises.

The Financial Sector is endowed with risks e.g. external risk which may arise because of the fluctuation in the interest rate in the financial market, frequent changes in government policies especially in tax matters, general economic recession which affects the cash flow policy of the borrowers to repay. The Company adopts an efficient internal control system and the Internal Audit Department monitors implementation of such systems and procedures, which is also subject to review by the Audit Committee.

The Company has followed the Accounting Standards as applicable. .

The Company is managed by a professional team and frequent meetings are arranged to upgrade the knowledge of employees and to strengthen their managerial capabilities.

There are no material financial and commercial transactions in which the management has personal interest that may represent a potential conflict of interest.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:-

- a) in preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same.
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the year ended on that date.

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- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other regularities
- d) the Directors have prepared the annual accounts on a going concern basis.

AUDITORS

M/s M. M. Goyal & Co, Chartered Accountants, as Statutory Auditors of the company, hold office until the conclusion of the ensuing Annual General Meeting and are recommended for re appointment. Your Company has received a certificate from M/s M. M. Goyal & Co, Chartered Accountants, to the effect that the appointment, if made, would be within the prescribed limits under section 224(1-B) of the Companies Act, 1956.

PERSONNEL

There is no employee whose remuneration exceed the limits for which disclosure is required in accordance with section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 as amended.

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

The Company, being engaged, in the industrial financing does not have any energy utilization or technology absorption. The Company during the year under consideration has not earned or spent any foreign exchange.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the co-operation received from shareholders, bankers and other business constituent during the year under review. Your directors also wish to place on record their deep sense of appreciation for the commitment displayed by all the employees of the company.

**By order of the Board
For Focus Industrial Resources Limited**

Place: Delhi
Dated: 02nd September, 2011

**Sd/-
(Madhavi Bhatnagar)
Director**

**Sd/-
(Pradeep Kumar Jindal)
Managing Director**

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REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's report on Corporate Governance:

1. The Company's Governance Philosophy

The Management of Focus Industrial Resources Limited (FIRL) aims to achieve its objective of increasing shareholder value while consistently observing the norms laid down in the Code of Corporate Governance. The Management has institutionalized Corporate Governance at all levels within the Company in order to ensure transparency, good practices and a systems driven style of functioning. It is the Company's objective to apply corporate Governance to its employees, shareholders, customers, etc.

The primary responsibility for ensuring corporate governance within the FIRL rests with the Board, which has put in place, appropriate policies relating to its membership, deliberations, etc. These policies are in consonance with the requirements of the Listing Agreement and SEBI Regulations.

The above belief and core principles of Corporate Governance adopted by FIRL lead to company's governance philosophy, trusteeship, transparency, accountability and responsibility which in turn is the basis of public confidence in corporate system.

2. Code of Conduct

The Board of Directors has adopted the Code of conduct and ethics for Directors, Senior Management and Designated Employees. The Code of Conduct has been communicated to the Directors and designated employees of the Company who have confirmed compliance with the said Code.

3. Composition of the board

I. The Board of directors of the company consists of persons with professional expertise. FIRL's Board as on 31.03.2011 consists of three directors and majority of the Directors are Independent Directors. Accordingly, the composition of the board is in conformity with the requirements of Listing Agreement.

Directors	Executive/ Non Executive Director	Independent Status	No. of other Directorships held in public Co	Committee Membership (in other Companies) Member /Chairman
Sh. Pradeep Kumar Jindal	Executive	Not Independent	2	1
Sh. S. K. Dash	Non- Executive	Independent	Nil	Nil
Smt. Madhvi Bhatnagar	Non- Executive	Independent	Nil	Nil

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II Director's interest in the company and attendance records.

Director	No. of Board Meetings attended during the year 2010-2011	Last AGM attended	No. of Equity Shares held
Sh. Pradeep Kumar Jindal	7	Yes	10157
Sh. S. K. Dash	7	Yes	NIL
Smt. Madhvi Bhatnagar	7	Yes	NIL
Sh. Ashok Kumar Gupta	NIL	No	NIL

Note: During the year, seven Board meetings were held on April 29, 2010, July 24, 2010, August 10, 2010, August 21, 2010, November 09, 2010, February 3, 2011 and March 16, 2011.

4. Audit committee

The FIRL's Board of Directors constituted the Audit Committee in July 2002. The terms of reference of the Audit Committee include the objective evaluation of the financial reporting process, reviewing with the Company Management the annual financial statements before submission to the Board, reviewing the adequacy of the internal control systems/ internal audit function, discussing and reviewing the findings of the internal auditors, reviewing the FIRL's financial and risk management policies. It comprises of two non-executive directors. One director namely Shri S. K. Dash is having sound finance and accounting knowledge and he is also the Chairman of the committee. The committee met seven times April 29, 2010, July 24, 2010, August 10, 2010, August 21, 2010, November 09, 2010, February 3, 2011 and March 16, 2011 during the year and the attendance of the members at the meeting was as follows:

Name of Member	Status	No. of meetings attended
Sh. S. K. Dash	Chairman	7
Sh. Pradeep Kumar Jindal	Member	7
Smt. Madhvi Bhatnagar	Member	7

The Internal and Statutory Auditors are the permanent invitees.

The Committee also meets the operating management personnel and reviews the operations, new initiatives and performance of the business. Minutes of the Audit Committee Meetings are circulated to the Members of the Board, discussed and taken note of.

5. Remuneration Committee

I. Terms of Reference

The committee was constituted on 01st November, 2010 to ensure that remuneration arrangements support the strategic aims of the business and enable the recruitment, motivation and retention of senior executives while complying with

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the requirements of regulatory and governance bodies, satisfying the expectations of shareholders and remaining consistent with the expectations of the wider employee population.

II. Composition

The remuneration committee comprises of two non-executive directors namely Smt. Madhvi Bhatnagar and Mr. S. K. Dash.

During the year, the committee held four meetings. The committee met four times on November 09, 2010, January 04, 2011, February 3, 2011 and March 16, 2011 respectively and the attendance of the members was as follows:

Name of Members	Status	No. of meetings attended
Smt. Madhvi Bhatnagar	Chairman	4
Sh. S. K. Dash	Member	4

Ms. Mini Bansal, Company Secretary is the compliance officer of the Company.

The Committee reviewed the steps taken by the company for ensuring that remuneration arrangements support the strategic aims of the business and satisfying the expectation of the shareholders.

6. Shareholders Grievance Committee

I. Terms of Reference

The committee was constituted on 29th July, 2002 to look into the investors complaints and to redress the same expeditiously.

II. Composition

The shareholders' grievance committee comprises of two non-executive directors namely Smt. Madhvi Bhatnagar and Mr. S. K. Dash.

During the year, the committee held seven meetings. The committee met seven times on April 29, 2010, July 24, 2010, August 10, 2010, August 21, 2010, November 09, 2010, February 3, 2011 and March 16, 2011 respectively and the attendance of the members was as follows:

Name of Members	Status	No. of meetings attended
Smt. Madhvi Bhatnagar	Chairman	7
Sh. S. K. Dash	Member	7

Ms. Mini Bansal, Company Secretary is the compliance officer of the Company.

FOCUS INDUSTRIAL RESOURCES LIMITED

Annual Report 2010-2011

The Committee reviewed the steps taken by the company for resolving the complaints of the shareholders to the satisfaction of the shareholders.

As on date all requests involving transfer of shares have been processed and no transfer is pending. In order to expedite the process of share transfers, the Board has delegated the powers of approving transfer of shares.

7. General Body Meetings

The last three Annual General Meetings of the Company were held at the registered office of the company.

Details of General Body Meetings

Year	Date	Day	Time
2007-2008	30.09.2008	Tuesday	11.00 A.M
2008-2009	14.09.2009	Monday	11.00 A.M
2009-2010	25.09.2010	Thursday	11.30 A.M

During last year, none of the resolutions passed at the Annual General Meeting was required to be passed through postal ballot as per the Company's (Passing of Resolutions by Postal Ballot) Rules, 2001.

8. Disclosures

1. During the year, there were no transactions of material nature with the directors or the management or their subsidiaries or relatives etc. that had potential conflict with the interest of the company.
2. There were no instances of non-compliance on any matter related to the capital markets, during the last three years.
3. The Company has not been imposed with any penalty by the Stock Exchanges, SEBI or any other statutory authority on any matter relating to capital markets during the last three years.

9. Management Information System

As a matter of transparency and good governance, key operational & financial data is furnished to the Directors in every meeting of the Board. Management Discussion and Analysis forming part of the Annual Report is enclosed.

10. CEO/CFO Certification

The certificate in compliance with Clause 49V of the Listing Agreement was placed before the Board of Directors.

FOCUS INDUSTRIAL RESOURCES LIMITED

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11. Means of communication

The quarterly / half yearly / annual financial results are announced within the stipulated period and are normally published in the Pioneer (English) and Haribhoomi (Hindi) newspapers as per Listing Agreement and are also forwarded to the Stock Exchanges. The results are put up on their web-site(s) by the Stock Exchanges. The quarterly/ half yearly financial results are not sent to shareholders individually.

No presentation of financial results has been made to Financial Institutions/analysts during the year.

12. Disclosure regarding appointment or re-appointment or regularization of Directors

- **Mr. Santanu Kumar Dash retires by rotation at the ensuing Annual General Meeting**

Qualification/ Experience of Mr. Santanu Kumar Dash

Mr. Santanu Kumar Dash, aged 48 years, is post graduate in Commerce. He is an Independent and Non-executive Director on the Board of our Company. He is also Chairman of the Audit Committee and a member of Shareholder Grievance Committee.

- ***Mr Ashok Kumar Gupta being eligible for regularization at the ensuing Annual General Meeting***

Qualification/ Experience of Mr. Ashok Kumar Gupta

Mr Ashok Kumar Gupta, aged 59 years, he is graduate in Law. He is an Independent and Non-executive Director on the Board of our Company.

- **Re-appointment of Mr Pradeep Kumar Jindal as Managing Director**

Tenure of Mr Pradeep Kumar Jindal as Managing Director of company expires on 29 December, 2011 which is hereby renewed for next five years w.e.f. 29 December, 2011.

FOCUS INDUSTRIAL RESOURCES LIMITED

Annual Report 2010-2011

Qualification/ Experience of Mr. Pradeep Kumar Jindal

Mr. Pradeep Kumar Jindal, aged 52 years, is the promoter and the Managing Director of the Company. He is Masters in Business Administration (MBA) and a graduate in commerce. He is also member of the Audit Committee.

13. General Shareholders Information

1. Annual General Meeting will be held on Friday, the 30th day of September, 2011, at 12:30 P.M at 104, Mukand House, Commercial Complex, Azadpur, Delhi – 110033.
2. Financial calendar :

Mailing of Annual Reports	03.09.2011
First Quarter results	End of July
Annual General Meeting	Second Quarter of the Financial Year
Payment of Dividend	N. A.
Second quarter result	End of October
Third quarter result	End of January
Fourth quarter result	End of April
3. Dates of book closure 28.09.2011 to 30.09.2011
4. Dividend payment date No dividend is recommended for payment.
5. Listing of equity shares on Delhi (The Delhi Stock Exchange Limited-DSE)
Stock Exchanges at:
6. Stock Market Price date for the year 2010 – 2011

Share price on DSE

Month	High (Rs.)	DSE	Low (Rs.)
April, 2010	Not Traded		--
May, 2010	Not Traded		--
June, 2010	Not Traded		--
July, 2010	Not Traded		--
August, 2010	Not Traded		--
September, 2010	Not Traded		--
October, 2010	Not Traded		--
November, 2010	Not Traded		--
December, 2010	Not Traded		--
January, 2011	Not Traded		--
February, 2011	Not Traded		--
March, 2011	Not Traded		--

FOCUS INDUSTRIAL RESOURCES LIMITED

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14. Share Transfer System

The Company's shares are traded in the Stock Exchanges compulsorily in demat mode. The Company has appointed the following registrar to handle the Demat share work w.e.f. 31st December, 2001. The address of the Registrar for correspondence is as under:

M/s Beetal Financial & Computer Services (P) Ltd.

BEETAL HOUSE, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi – 110 062

15. (a) Distribution of Shareholding as on 31st March, 2011

Category	Number of Shares Holders	Percentage (%)	Number of equity Shares held	Percentage (%)
Upto 5000	61	31.28	12,794	0.3148
5001 to 10000	17	8.71	12,540	0.3085
10001 to 20000	32	16.41	57,810	1.4222
20001 to 30000	9	4.62	21,400	0.5265
30001 to 40000	13	6.67	47,225	1.1618
40001 to 50000	4	2.05	19,000	0.464
50001 to 100000	14	7.18	1,15,235	2.8350
100001 and above	45	23.08	37,78,729	92.9638
	195	100.00	40,64,733	100.00

15. (b) Categories of Shareholders as on 31st March, 2011

Category	Number of equity Shares held	Percentage (%)
i Promoters & Person acting in concert	2520589	62.01
ii Public Financial Institution & Govt. Companies	Nil	Nil
iii Banks, Financial Institutions Mutual Funds	Nil	Nil
iv Non Resident Indians	Nil	Nil
v Bodies Corporate	5360	0.132
vi Others (Public)	1538784	37.86

16. Dematerialization of shares and liquidity

Trading in FIRL shares is permitted only in dematerialised form as per circular issued by the Securities and Exchange Board of India (SEBI). 100 % of the Equity shares of the company have been dematerialised upto March 31, 2011.

FOCUS INDUSTRIAL RESOURCES LIMITED

Annual Report 2010-2011

17. The address for correspondence are as mentioned below:

Registered Office

FOCUS INDUSTRIAL RESOURCES LTD.

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

18. Non Mandatory requirements:

- I. At present, the Non Executive Chairman does not have any separate office with the company. The corporate office of the company supports the Chairman for discharging the responsibilities.
- II. At present, individual communication of half yearly results is not sent to the shareholders.
- III. No item of business relating to matters specified under Clause 49 of the Listing Agreement with the Stock Exchanges and/or the provisions contained in Section 192A of the Companies Act, 1956 which requires voting by postal ballot is included in the notice convening the 26th Annual General Meeting of the company.
- IV. The Company has formed remuneration committee since there is paid Managing director.

Registered Office:

FOCUS INDUSTRIAL RESOURCES LTD.

104, Mukand House,
Commercial Complex,
Azadpur, Delhi – 110033.

By order of the Board of Directors
For **FOCUS INDUSTRIAL RESOURCES LTD.**

Sd/-
Chairman

Auditors' Certificate**(Under Clause 49 of the Listing Agreement)****To****The Members of Focus Industrial Resources Limited**

We have examined the compliance of conditions of Corporate Governance by M/s Focus Industrial Resources Limited., ("the Company") for the year ended on March 31, 2011 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

The Compliance of Conditions of Corporate Governance is the responsibility of Management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/ Investors Grievance Committee.

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

**FOR M. M. GOYAL & CO.
Chartered Accountants
Firm No. 007198N**

**Sd/-
(CA. M.M.GOYAL)
Partner
M. No. 86085**

**Place : New Delhi
Dated : 02.09.2011**

CERTIFICATE PURSUANT TO CLAUSE 49(V) OF THE LISTING AGREEMENT

I, Pradeep Kumar Jindal, Managing Director of Focus Industrial Resources Limited hereby certify:

- (a) That the financial statements and the cash flow statement for financial year ending 31st March, 2011 have been reviewed and to the best of our information 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 the existing standards, applicable laws and regulations.
- (b) That to the best of our information knowledge and belief, no transaction was entered into by the company during the year which is fraudulent, illegal and violative of Company's code of conduct.
- (c) We accept the responsibility for establishing and maintaining internal controls and have evaluated the effectiveness of the internal control systems of the company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify these deficiencies.
- (d) That the Auditors and the Audit Committee have been indicated:
 - a. Significant changes in the internal control over financial reporting during the year;
 - b. Significant change in accounting policies during the year and that the same have been disclosed in the notes to financial statements; and
 - c. Instances of significant fraud of which we are aware and the involvement therein, if any, of the management or the employee having significant role in company's internal control system over financial reporting.

Sd/-

Pradeep Kumar Jindal

(Managing Director)

Date: September 2, 2011

Place: New Delhi

AUDITORS' REPORT

TO THE MEMBERS OF FOCUS INDUSTRIAL RESOURCES LIMITED

1. We have audited the attached Balance Sheet of **Focus Industrial Resources Limited**, as at 31st March, 2011, the Profit and Loss Account and the Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with Auditing Standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, and as amended by the Company (Auditor's Report) (Amendment) Order, 2004 as issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956 and on the basis of such checks as we considered appropriate and according to the information and explanations given to us we enclose in the Annexure hereto a statement on the matters specified in paragraph 4 & 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper Books of Accounts as required by law have been kept by the Company so far as appears from our examination of the books;
 - (c) The Balance Sheet, the Profit and Loss account and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
 - (d) In our opinion the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section [3C] of Section 211 of the Companies Act, 1956;

- (e) On the basis of written representations received from the Directors as on 31st March, 2011 and taken on record by the Board of Directors, we report that none of the directors is disqualified as at 31st March, 2010 from being appointed as a director in terms of clause (g) of sub Section (1) of Section 274 of the Companies Act, 1956;
5. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the significant Accounting Policies and notes thereon give the information required by the Companies Act, 1956 in the manner so required and present a true and fair view in conformity with the accounting principles generally accepted in India:
- (a) In the case of the Balance Sheet, of the State of Affairs of the Company as at 31st March 2011; and
- (b) In the case of the Profit & Loss Account, of the Profit for the year ended on that date.
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

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

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

Place : New Delhi
Dated : 02.09.2011

AUDITOR'S REPORT

FOCUS INDUSTRIAL RESOURCES LTD.

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

We have audited the attached Balance Sheet of Focus Industrial Resources Ltd. As at 31.03.2011 and Profit & Loss Account for the year ended 31.03.2011, annexed hereto and report that:-

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

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

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

Place : DELHI
Dated : 02.09.2011

ANNEXURE TO AUDITORS' REPORT

(Referred to in Paragraph 3 of our Report of even date on the accounts of Focus Industrial Resources Limited, for the year ended on 31st March, 2011)

1. (a) The Company has maintained proper records to showing full particulars including quantitative details and situation of fixed assets.
- (b) The Company has a phased programme of physical verification of its fixed assets which in our opinion is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) The Company has not disposed substantial part of the fixed assets during the year under audit.
2. (a) The inventory, has been physically verified by the management during the year .
- (b) In our opinion and according to the information and explanations given to us the procedures followed by the management for such physical verification are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion company is maintaining the proper records of inventory. No discrepancies noticed on physical verification of inventory as compared to book records.
3. (a) The Company has not granted loan to Company or any person covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly provision of clause 4 (iii) (b) (c) (d) are not applicable to the Company.

- (b) The Company has not taken loan from any person covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly provision of clause 4 (iii) (e) (f) (g) are not applicable to the Company.
4. In our opinion and according to information and explanations given to us there is an adequate internal control system commensurate with the size of the Company and nature of its business with regard to the purchase of fixed assets and also for the sale of the goods and services. Further on the basis of our examination of the books of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across nor have we been informed of any instance of major weaknesses in the aforesaid internal control system.
5. (a) In our opinion and according to the information and explanations given to us the transactions made in pursuance contracts or arrangements that needed to be entered in the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion, and according to information and explanations given to us, the transactions made in pursuance of contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant times. As regards license fees transaction it is not possible to comment on its market price in view of the solitary nature of the transaction.
6. The Company has not accepted any deposits from the public during the year within the meaning of Section 58A and 58AA or any other relevant provisions of the Companies Act 1956 and the Companies (Acceptance of Deposits) Rules, 1975. Therefore, the provisions of clause 4(vi) of CARO are not applicable to the Company.
7. In our opinion, the Company has an internal audit system commensurate with the size & nature of its business.
8. The Central Government has prescribed the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 for the products of the Company. We have broadly reviewed the accounts and records of the Company in this connection and are of the opinion that, prima facie, the prescribed accounts and

records have been made and maintained. We have however, not made a detailed examination of the same.

9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Excise Duty, Custom Duty, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities during the year and there are no undisputed statutory dues outstanding as on the date of balance sheet for a period exceeding six months from the date they become payable.

(b) According to the information and the explanations given to us and as per the books and records examined by us, there are no dues of Income Tax, Sales Tax, Custom Duty, Wealth Tax, Service Tax, Excise Duty and Cess which have not been deposited on account of any dispute.
10. The Company has no accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year and in the immediately preceding financial year.
11. According to the information and explanations given to us we are of the opinion that the Company has not defaulted in repayment of dues to any bank. The Company has not borrowed any amount from any financial institution or debenture holder.
12. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of clause 4(iii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company as the company is not a chit fund or a Nidhi/mutual benefit fund/ society.
14. In our opinion, the Company has maintained proper records of the transactions and contracts in respect of investments in shares and units and timely entries have been made therein and the shares and units have been held by the company in its own name.

15. To the best of our information the Company has not given any guarantee for loans taken by others from bank or financial institutions.
16. To the best of our information and explanations given to us the term loans have been applied for the purpose for which the Company has obtained them.
17. According to the information and explanations given to us and on an overall examination of the books of accounts of the Company, we report that no funds raised on short-term basis have been used for long term investments.
18. The Company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by public issues during the year.
21. In our opinion and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

**FOR M. M. GOYAL & CO.
Chartered Accountants
Firm Reg. No. 007198N**

**Sd/-
(CA. M.M.GOYAL)
Partner
M. No. 86085**

**Place : New Delhi
Dated : 02.09.2011**

FOCUS INDUSTRIAL RESOURCES LIMITED,
104, MUKAND HOUSE, COMMERCIAL COMPLEX,
AZADPUR, DELHI- 110033
BALANCE SHEET AS AT 31ST MARCH, 2011

	<u>SCHEDULES</u>	<u>AS AT</u> <u>31.03.2011</u> <u>Rupees</u>	<u>AS AT</u> <u>31.03.2010</u> <u>Rupees</u>
I. <u>SOURCES OF FUNDS</u>			
1. Shareholder's Funds			
a) Share Capital	A	40,647,330.00	11,500,000.00
b) Share Pending Allotment		---	29,147,330.00
c) Reserves & Surplus	B	168,140,961.00	166,729,218.21
Total Shareholder's Fund	Sub-Total	208,788,291.00	207,376,548.21
2. Loan Funds			
Secured Loan	C	785,000.00	---
3. Other Liabilities			
Deferred Tax Liability (Net)		86,042.00	79,866.00
TOTAL SOURCES OF FUNDS		209,659,333.00	207,456,414.21
II. <u>APPLICATION OF FUNDS</u>			
1. Fixed Assets			
Gross Block	D	1,713,043.00	1,917,693.00
Less : Depreciation		444,958.00	993,899.00
Net Block		1,268,085.00	923,794.00
2. Investments			
	E	54,134,498.00	132,827,344.00
3. Current Assets, Loans and Advances			
I. Current Assets			
a) Inventories	F	563,265.00	563,265.00
b) Sundry Debtors	G	479,487.00	8,665.00
c) Cash & Bank Balances	H	7,399,796.00	3,997,294.73
		8,442,548.00	4,569,224.73
II. Loans and Advances			
	I	146,661,071.00	97,209,576.48
	Sub-Total	155,103,619.00	101,778,801.21
4. Less: Current Liabilities and Provisions			
a) Liabilities		294,027.00	27,711,105.00
b) Provisions		628,284.00	362,420.00
	Sub-Total	922,311.00	28,073,525.00
Net Current Assets		154,181,308.00	73,705,276.21
5. MISCELLANEOUS EXPENDITURE			
	K	75,442.00	---
TOTAL APPLICATION OF FUNDS		209,659,333.00	207,456,414.21

Significant Accounting Policies & Notes on Accounts v

The Schedules referred to above form an integral part of the Balance Sheet

As per our report of even date attached

For **M. M. GOYAL & CO.**

For and on behalf of the Board

Chartered Accountants

Firm Reg. No. 007198N

Sd/-

M. M. GOYAL
Partner
M. No. 86085

Sd/-
(Pradeep
Kumar
Jindal)
Managing
Director

Sd/-
(Madhavi Bhatnagar)
Director

Sd/-
(Mini Bansal)
Company
Secretary

Place : Delhi
Dated : 02.09.2011

FOCUS INDUSTRIAL RESOURCES LIMITED
104, MUKAND HOUSE, COMMERCIAL COMPLEX,
AZADPUR, DELHI- 110033

PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH, 2011

(Figures in Rupees)

PARTICULARS:	SCHEDULES	AS AT 31.03.2011	AS AT 31.03.2010
<u>INCOME</u>			
Operating Income	L	4,817,669.00	2,235,428.64
Other Income	M	49,582.00	9,026.00
Increase/Decrease in Stocks of shares	N	0.00	0.00
TOTAL INCOME		4,867,251.00	2,244,454.64
<u>EXPENDITURE</u>			
Payments to and Provisions for employees	O	1,273,589.00	543,246.00
Establishment Expenses	P	1,135,788.00	658,894.23
Interest & Other Charges	Q	10,664.00	32,094.67
Depreciation		79,299.00	205,507.00
Loss on F & O		28,018.00	---
Amalgamation expenses written off		18,861.00	---
Commission Paid		245,000.00	---
TOTAL EXPENDITURE		2,791,219.00	1,439,741.90
PROFIT BEFORE TAX		2,076,032.00	804,712.74
Provision for Taxation			
- Current year		(628,284.00)	(272,105.00)
- Deferred Tax Assets/ (Liabilities)		(6,176.00)	26,974.00
PROFIT AFTER CURRENT YEAR TAX		1,441,572.00	559,581.74
Add/(Less) : Tax Adjustments related to Previous Year		(29,829.00)	(93,529.00)
PROFIT AFTER TAX		1,411,743.00	466,052.74
Balance Brought Forward From Previous Year		424,694.00	51,851.40
PROFIT AVAILABLE FOR APPROPRIATIONS :		1,836,437.00	517,904.14
APPROPRIATIONS :			
Transfer to Special Reserve U/s 45-IC of RBI Act, 1934		(282,349.00)	(93,210.00)
BALANCE CARRIED TO BALANCE SHEET		1,554,088.00	424,694.14

Earning Per Share (Basic and Diluted) in Rupees

[Nominal value per share Rs. 10 (Previous Year Rs.10 per share)]

- Basic	0.35	0.41
- Diluted	0.55	0.18

(Refer Note 2.07 of Schedule V)

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

V

The schedules referred to above form an integral part of Profit and Loss Account

As per our report of even date attached

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

For and on behalf of the Board

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

Sd/-
(Pradeep Kumar Jindal)
Managing
Director

Sd/-
(Madhavi Bhatnagar)
Director

Sd/-
(Mini Bansal)
Company
Secretary

Place : Delhi
Dated: 02.09.2011

FOCUS INDUSTRIAL RESOURCES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2011
(Pursuant to the Listing agreement with Stock Exchange)

	<u>YEAR ENDED</u> <u>31.03.2011</u> <u>Rupees</u>	<u>YEAR ENDED</u> <u>31.03.2010</u> <u>Rupees</u>
<u>A. CASH FLOW STATEMENT FROM OPERATING ACTIVITIES</u>		
Net profit before tax & Extraordinary items	2,076,032	804,713
Adjustments for :		
Miscellaneous Expenses writtenoff	18,861	-
Depreciation	79,299	205,507
Interest paid	-	-
Operating Profit before working Capital changes	2,174,192	1,010,220
Adjustments for :		
Trade & Other Receivables	(49,922,317)	(50,252,031)
Inventories	-	-
Trade Payables and other Liabilities	(27,151,214)	27,518,994
Cash generated from operations	(74,899,339)	(21,722,817)
Interest Paid	-	-
Direct Taxes Paid	(658,113)	
FBT Paid	-	(37,425)
Cash flow before extraordinary items	(75,557,452)	(21,760,242)
Net cash from operating activities	(75,557,452)	(21,760,242)
<u>B. CASH FLOW FROM INVESTING ACTIVITIES</u>		
Proceeds from sale of Investments	78,598,543	-
Purchase of Investment	-	(139,335,846)
Sale of Fixed Assets	844,469	-
Purchase of Fixed Assets	(1,268,059)	-
Net cash from investing activities	78,174,953	(139,335,846)
<u>C. CASH FLOW FROM FINANCING ACTIVITIES</u>		
Securities Premium Account	-	162,589,320
Profit Balance of Transferor Companies	-	171,815
Repayment of Loans	-	-
Hire Purchase Finance taken	785,000	
Net cash used in financing activities	785,000	162,761,135
Net increase/(decrease) in cash and cash equivalent (A+B+C)	3,402,501	1,665,047
Cash and Cash equivalent as at 01.04.2010	3,997,295	2,332,248
Cash and Cash equivalent as at 31.03.2011	7,399,796	3,997,295

For **M. M. GOYAL & CO.**

Chartered Accountants

Firm Reg. No. 007198N

For and on behalf of the Board

Sd/-

(M. M. GOYAL)

Partner

M. No. 86085

Sd/-

(Pradeep Kumar

Jindal)

Managing

Director

Sd/-

(Madhavi Bhatnagar)

Director

Sd/-

(Mini Bansal)

Company

Secretary

Place : Delhi

Dated : 02.09.2011

FOCUS INDUSTRIAL RESOURCES LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH , 2011

		(Figures in Rupees)	
PARTICULARS		FIGURES AS AT 31.03.2011	FIGURES AS AT 31.03.2010
SCHEDULE A : SHARE CAPITAL :			
AUTHORISED	51,00,000 Equity shares (P.Y. 51,00,000 Equity Shares) of Rs.10/- each	51,000,000.00	51,000,000.00
ISSUED	40,64,733 Equity shares (P.Y. 11,50,000 Equity Shares) of Rs.10/- each	40,647,330.00	11,500,000.00
SUBSCRIBED & PAID UP	fully paid up for cash at par.		
SHARES PENDING ALLOTMENT		---	29,147,330.00
	TOTAL	40,647,330.00	40,647,330.00
SCHEDULE B : RESERVES & SURPLUS:			
SECURITIES PREMIUM ACCOUNT		162,589,320.00	162,589,320.00
SPECIAL RESERVE	Opening Balance	110,538.00	17,328.00
U/S 45-IC OF RBI ACT, 1934	Add: Transfer from Profit & Loss Account	282,349.00	93,210.00
		392,887.00	110,538.00
GENERAL RESERVE			
	General Reserve	171,816.00	---
	Transferor Company- 1	---	81,451.44
	Transferor Company- 2	---	36,840.00
	Transferor Company- 3	---	53,524.63
	Transfer from surplus on Amalgamation	3,432,850.00	
		3,604,666.00	171,816.07
	Balance as per Profit & Loss account	1,554,088.00	424,694.14
		1,554,088.00	596,510.21
	Add: Surplus on account of Amalgamation	---	3,432,850.00
		1,554,088.00	4,029,360.21
	TOTAL	168,140,961.00	166,729,218.21

SCHEDULE C : SECURED LOAN

Hire purchase finance from ICICI Bank

As at
31.03.2011As at
31.03.2010

785,000.00

785,000.00---**SCHEDULE E : INVESTMENTS****(Long Term unless otherwise stated)**

As at 31.03.2011	As at 31.03.2010	QUOTED (Non Trade Investments) (Number of Shares)		
3579	3579	VIP Industries Ltd., of Rs. 10/- each.	281,498.00	281,498.00
UNQUOTED (Non Trade Investments)				
---	574	DKB Infrastructure (P) Ltd., of Rs. 10/- each.	---	57,400.00
---	29000	Prakash International (P) Ltd., of Rs. 1/- each.	---	2,900,000.00
---	8000	Sapna Exim (P) Ltd., of Rs. 10/- each.	---	600,000.00
---	44000	G. K. Business Centre (P) Ltd., of Rs. 10/- each.	---	4,400,000.00
---	2203000	Basil Investment & Hospitality Services Ltd., of Rs. 10/- each.	---	22,030,000.00
---	25000	Dasha Steels (P) Ltd., of Rs. 10/- each.	---	1,000,000.00
---	225000	O.P. Chains Ltd., of Rs. 10/- each.	---	13,500,000.00
---	25000	Yash Mines Marbel India (P) Ltd., of Rs. 10/- each.	---	2,500,000.00
---	8000	MRG Developers (P) Ltd., of Rs. 10/- each.	---	1,000,000.00
---	250000	Systematic Promoters (P) Ltd., of Rs. 10/- each.	---	2,500,000.00
---	62500	Tarun International Ltd. of Rs. 10/- each.	---	1,000,000.00
---	20000	Topaz Products (P) Ltd. of Rs. 10/- each.	---	2,000,000.00
---	135000	Neel Kanth Trade Link (P) Ltd of Rs. 10/- each	---	2,650,000.00
---	49000	Asian Resurfacing of Road Agency (P) Ltd., of Rs. 10/- each.	---	4,900,000.00
---	250000	Mighty Township (P) Ltd of Rs. 10/- each.	---	2,500,000.00
---	100000	Mighty Developers India Ltd., of Rs. 10/- each	---	1,000,000.00
---	6250	Brijpal Construction (P) Ltd., of Rs. 10/- each	---	1,000,000.00
---	5000	Batra Deepak And Associates (P) Ltd., of Rs. 10/- each.	---	500,000.00
---	3000	Sneh Finance (P) Ltd., of Rs. 100/- each	---	900,000.00
---	40000	Sona Commercials (P) Ltd., of Rs. 10/- each.	---	1,200,000.00
---	181723	Singh Financial Services (P) Ltd., of Rs. 10/- each.	---	858,446.00
---	5000	Garg Zevar Palace (P) Ltd., of Rs. 10/- each.	---	2,500,000.00
---	100000	Arrow Infratech (P) Ltd., of Rs. 10/- each.	---	1,000,000.00
---	5000	Rakesh Bobol & Trading Co. (P) Ltd., of Rs. 10/- each.	---	500,000.00
---	3000	Adamach Autoind India (P) Ltd., of Rs. 100/- each.	---	1,500,000.00
---	35000	Quality Steelness (P) Ltd., of Rs. 10/- each.	---	3,500,000.00
306200	205000	Sarvottam Pumps Ltd., of Rs. 10/- each.	9,160,000.00	4,100,000.00
62500	62500	Seer Finlease (P) Ltd., of Rs. 10/- each.	12,500,000.00	12,500,000.00
20000	252000	Indoauto Tech Ltd., of Rs. 10/- each.	10,000,000.00	25,200,000.00
36930	127500	B. R. Arora & Associates (P) Ltd., of Rs. 10/- each.	3,693,000.00	12,750,000.00
3500	---	Admach Auto Industries (P) Ltd of Rs. 100/- each	2500000.00	---
90000	---	Saloni Housing Development (P) Ltd. of Rs.	9,000,000.00	---
30000	---	Akik Marketing (P) Ltd	4,500,000.00	---
1000	---	Heat Flown Electricals (P) Ltd.	1,000,000.00	---
5000	---	LNG Papers (P) Ltd.	500,000.00	---
5000	---	Kay Jay Developers (P) Ltd.	500,000.00	---
1000	---	Dikshi Leafin Portfolio (P) Ltd.	500,000.00	---
			<u>54,134,498.00</u>	<u>132,827,344.00</u>

SCHEDULE F : INVENTORIES :**Shares & Securities**

(Taken as valued and certified by the Management)

In Equity Shares

		As at 31.03.2011	As at 31.03.2010
30	30 Ajmera Realty Ltd	3,506.00	3,506.00
1100	1100 Asrtya Micro Wave Ltd	47,300.00	47,300.00
2000	2000 Capital Hotels Ltd	10,187.00	10,187.00
4800	4800 Tata Tele Ltd	206,400.00	206,400.00
1000	1000 Spentex Industries Ltd.	9,117.00	9,117.00
20	20 Petronet LNG Ltd	1,406.00	1,406.00
2500	2500 Indian Seamless Ltd	52,800.00	52,800.00
300	300 Ispat Industries Ltd	3,900.00	3,900.00
200	200 Ispat Industries Pref. Ltd	697.00	697.00
3000	3000 Lanco Global Ltd	99,400.00	99,400.00
70	70 Shre Precot Mill Ltd	20,598.00	20,598.00
3092	3092 VIP Industries Ltd	107,954.00	107,954.00
		<u>563,265.00</u>	<u>563,265.00</u>

SCHEDULE G : SUNDRY DEBTORS

(Unsecured, unconfirmed but considered good)

Others	479,487.00	8,665.00
TOTAL	<u>479,487.00</u>	<u>8,665.00</u>

SCHEDULE H : CASH & BANK BALANCES :

a. Cash in hand	1,630,835.00	3,807,265.06
b. With Scheduled Bank		
i. In Current Accounts	5,768,961.00	190,029.67
TOTAL	<u>7,399,796.00</u>	<u>3,997,294.73</u>

SCHEDULE I : LOANS & ADVANCES

(Unsecured & unconfirmed but considered good unless otherwise stated)

LOANS & ADVANCES

a. Advances recoverable in cash or in kind or for value to be received	145,860,460.00	95,844,392.48
b. Advance payments against Income Tax	750,611.00	1,315,184.00
c. Security Deposits	50,000.00	50,000.00
TOTAL	<u>146,661,071.00</u>	<u>97,209,576.48</u>

SCHEDULE J : CURRENT LIABILITIES & PROVISIONS**CURRENT LIABILITIES**

a. Sundry Creditors		
i) Due to Others	---	27,500,000.00
ii) For Expenses	52,662.00	12,225.00
b. Other Liabilities	216,865.00	198,880.00
c. TDS Payable	24,500.00	
TOTAL	<u>294,027.00</u>	<u>27,711,105.00</u>

PROVISIONS

Provision for Income Tax	628,284.00	362,420.00
TOTAL	<u>628,284.00</u>	<u>362,420.00</u>

SCHEDULE K : MISCELLANEOUS EXPENDITURE

(to the extent not written off)

Amalgamation expenditure	94,303.00	---
Less: written off during the year	18,861.00	---
	<u>75,442.00</u>	<u>---</u>

FOCUS INDUSTRIAL RESOURCES LIMITED
104, MUKUND HOUSE, COMMERCIAL COMPLEX,
AZADPUR, DELHI- 110033.

SCHEDULE D : FIXED ASSETS :

(Figures in Rupees)

S. NO.	<----- G R O S S B L O C K ----->			<----- D E P R E C I A T I O N ----->			<----- N E T B L O C K ----->			
	AS AT 01.04.2010	ADDITIONS DURING THE YEAR	DEDUCTIONS/ ADJUSTMENTS	AS AT 31.03.2011	UPTO 31.03.2010	FOR THE YEAR	DEDUCTIONS/ ADJUSTMENTS	UPTO 31.03.2011	AS AT 31.03.2011	AS AT 31.03.2010
1	387,984.00	85,100.00	0.00	473,084.00	356,778.00	65,625.00	0.00	422,403.00	50,681.00	31,206.00
2	1,472,709.00	1,027,215.00	1,472,709.00	1,027,215.00	628,240.00	1,871.00	628,240.00	1,871.00	1,025,344.00	844,469.00
3	57,000.00	0.00	0.00	57,000.00	8,881.00	2,708.00	0.00	11,589.00	45,411.00	48,119.00
4	0.00	64,000.00	0.00	64,000.00	0.00	2,787.00	0.00	2,787.00	61,213.00	0.00
5	0.00	91,744.00	0.00	91,744.00	0.00	6,308.00	0.00	6,308.00	85,436.00	0.00
TOTAL	1,917,693.00	1,268,059.00	1,472,709.00	1,713,043.00	993,899.00	79,299.00	628,240.00	444,958.00	1,268,085.00	923,794.00
Previous Years Figures	1,917,693.00	0.00	0.00	1,917,693.00	788,392.00	205,507.00	0.00	993,899.00	923,794.00	1,129,301.00

FOCUS INDUSTRIAL RESOURCES LIMITED
SCHEDULES ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2011

PARTICULARS	(Figures in Rupees)	
	AS AT 31.03.2011	AS AT 13.03.2010
SCHEDULE L : OPERATING INCOME		
a. Interest on Deposits and Loan to Others	3,995,499.00	2,215,710.64
b. Profit on F&O	---	5,675.50
c. Dividend on Investments	22,170.00	14,042.50
d. Commission received	800,000.00	---
TOTAL	4,817,669.00	2,235,428.64
SCHEDULE M : OTHER INCOME		
a. Miscellaneous Income	49,582.00	9,026.00
TOTAL	49,582.00	9,026.00
SCHEDULE N : VARIATION IN STOCKS		
Closing stock of Shares	563,265.00	563,265.00
Less : Opening stock of shares	563,265.00	563,265.00
TOTAL	0.00	0.00
SCHEDULE O : PAYMENTS TO AND PROVISIONS FOR EMPLOYEES		
a. Salaries	1,098,789.00	516,000.00
b. Employees Welfare and other ammenities	174,800.00	27,246.00
TOTAL	1,273,589.00	543,246.00
SCHEDULE P : ESTABLISHMENT EXPENSES		
a. Rent	174,000.00	119,500.00
b. Rates and Taxes	308.00	396.00
c. Insurance Charges	---	18,847.00
d. Auditors Remuneration	23,500.00	20,000.00
e. Travelling & Conveyance	143,335.00	19,762.00
f. Legal & Professional Charges	23,250.00	139,760.50
g. Printing & Stationery Expenses	41,415.00	17,330.00
h. Postage and Telephones	108,553.00	96,192.73
i. Electricity Expenses	65,365.00	3,580.00
j. Computer Repairs and Maintenance	23,080.00	134,367.00
k. Office Building Repairs	183,820.00	24,977.00
l. Vehicle Running & Maintenance Expenses	---	33,337.00
m. Books & Periodicals	22,327.00	9,330.00
n. Miscellaneous Expense	360.00	---
o. Advertisement & Publicity Expenses	85,717.00	21,515.00
p. AGM Expenses	18,675.00	---
q. Listing Fees	5,515.00	---
r. Connectivity & D-mat charges	110,844.00	---
s. Entertainment	91,724.00	---
t. Air Condition Repair & Maintenance	14,000.00	---
TOTAL	1,135,788.00	658,894.23
SCHEDULE Q : FINANCIAL CHARGES		
a. Bank Charges & Commission	10,664.00	32,094.67
TOTAL	10,664.00	32,094.67

FOCUS INDUSTRIAL RESOURCES LIMITED**SCHEDULE R**

Disclosure of details required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

PARTICULARS	Amount outstanding Rupees	Amount overdue Rupees	
Liabilities Side:			
(1) Loans and advances availed by the NBFC inclusive of Interest accrued thereon but not paid:			
(a) Debentures: Secured	NIL	NIL	
Unsecured (Other than falling within the meaning of public deposits*)			
(b) Deferred Credits	NIL	NIL	
(c) Term Loans	NIL	NIL	
(d) Inter-corporate loans and borrowing	NIL	NIL	
(e) Commercial paper	NIL	NIL	
(f) Public Deposits'	NIL	NIL	
(g) Other Loans	7,85,000	NIL	
(2) Break-up of (1)(f) above (Outstanding public deposits Inclusive of interest accrued thereon but not paid):	NIL	NIL	
Assets Side:			
		Amount	
Outstanding			
(3) Break-up of Loans and Advances [other than those includes in (4) below] :			
(a) Secured		---	
(b) Unsecured		14,66,61,071	
(4) Break-up of leased Assets and stock on hire and hypothecation Loans counting towards EL/HP activities		NIL	
(5) Break-up of Investments:			
Current Investments:		5,63,265	
Long Term investments:			
1. Quoted		2,81,498	
2. Unquoted:			
i) Shares:		5,38,53,000	
(a) Equity			
(6) Borrower group-wise classification of loans and advances:			
Category provisions		Amount	
	Secured	Unsecured	Total
1. Related parties	---	---	---
2. Other than related parties	---	14,66,61,071	14,66,61,071

(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)

Category	Market value /Break-up
Book value (net	Or fair value or NAV
Of provisions)	
1. Related Parties**	
(a) Subsidiaries	NIL
(b) Companies in the same group.	
(c) Other related parties	
2. Other than related parties	5,46,97,763
Total	5,46,97,763

(8) Other Information

Particulars	
Amount	
i) Gross Non-performing assets	
(a) Related parties	NIL
(b) Other than related parties	
ii) Net Non-performing Assets	
(a) Related Parties	NIL
(b) Other than related parties	
iii) Assets acquired in satisfaction of debt	NIL

SCHEDULE - V

NOTES ATTACHED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

(1) SIGNIFICANT ACCOUNTING POLICIES

1.01 Basis of Accounting

The financial statements are prepared to comply in all material aspects with Indian Accounting Standards as notified by the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956. The Financial Statements has been prepared under historical cost conventions, on accrual basis. The Accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

1.02 ACCOUNTING POLICIES:

The Company is regulated as a Non-Banking Financial Company (NBFC) by the RBI. Accordingly, Investments are classified under two categories i.e. Current and Long Term and are valued in accordance with the RBI guidelines and Accounting Standard 13 on 'Accounting for Investments' as notified by the Companies (Accounting Standards) Rules, 2006.

a. FIXED ASSETS

- (i) All fixed assets are valued at cost less depreciation.
- (ii) If the carrying amount of fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured at the highest of the net selling price and the value in use determined by the present value of estimated future cash flow.

b. REVENUE RECONGNITION

- (i) Interest and other dues are accounted and accrual basis except in the case of non-performing assets ("NPAs") where they are recognised upon realisation, as per the income recognition and assets classification norms prescribed by the RBI.

- (ii) Income and discounted instruments is recognised over the tenure of the instrument on straight line method.
- (iii) Dividend is accounted on an accrual basis when the right to receive is established.
- (iv) Front end fees on processing of loans are recognised upfront as income.
- (v) All fees are recognised when reasonable right of recovery is established, revenue can be reliably measured and as and when they become due except commission income on guarantees, is recognised pro-rata over the residual period of the guarantee.
- (vi) Premium on interest rate deduction is accounted on accrual basis over the residual life of the loan.
- (vii) Profit on securitization is recognised over the residual life of the loan in terms of the RBI guidelines. Profit on sale of loans assets through direct assignment, without any recourse obligation, is recognised at the time of sale. Net loss arising on account of securitisation and direct assignment of loan assets is recognised at the time of sale.

c. DEPRECIATION

Depreciation is provided on straight line method at the rates specified in Schedule XIV of The Companies Act, 1956 on pro-rata basis. Land including site development is not depreciated.

d. INVESTMENTS

The Company is regulated as a Non-Banking Financial Company (NBFC) by the RBI. Accordingly, Investments are classified and valued in accordance with the RBI guidelines and Accounting Standard 13 on 'Accounting for Investments' as notified by the Companies (Accounting Standards) Rules, 2006.

e. PROVISION FOR INCOME TAX

The Income Tax liability is ascertained on the basis of assessable income in accordance with the provisions of the Income Tax Act, 1961. Provision for current income tax is made in accordance with the provisions of Income Tax Act, 1961. In accordance with Accounting Standard (AS)-22 "Accounting for Taxes on Income", Deferred Tax resulting from timing differences between book & tax profit is accounting for at the current rate of tax to the extent that the timing differences are expected to crystallize. Deferred Tax Assets are recognized only when there is virtual certainty of sufficient future profits available to realize such assets.

f. INTANGIBLE ASSETS

Intangible Assets comprising of system software as are stated at cost of acquisition, including any cost attributable for bringing the asset to its working condition, less accumulated amortization. Any technology support cost or annual maintenance cost for such software is charges annually to the Profit and Loss Account.

g. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Contingent liability if any is disclosed by way of notes on accounts. Provision is made in account in respect of those contingencies which are likely to materialize in to liabilities after the year end till the adoption of accounts by Board of Directors and which have material effect on the position stated in the balance sheet. Contingent Assets are neither recognized nor disclosed in the financial statements.

(2) NOTES TO ACCOUNTS

2.01 CONTINGENT LIABILITIES NOT PROVIDED FOR: NIL

2.02 DIRECTORS REMUNERATION NIL

2.03 AUDITORS REMUNERATION:

	Current Year	Prev. Year
(i) Audit Fees	Rs.23,500	Rs.20,000
	-----	-----
TOTAL	Rs.23,500	Rs.20,000
	-----	-----

2.04 In the opinion of the management the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business. Provisions for all known liabilities are adequate and are neither in excess nor in short of the amount reasonably necessary.

2.05 Movement of Deferred Tax Liabilities (Net) as on 31st March 2011 is as follows:

Particulars	Deferred Tax Liability/(Asset)	
	31.03.11	31.03.10
Opening Balance	79,866	1,06,840
On account of timing difference of Depreciation as per Income Tax Act 1961 and Companies Act 1956.	6,176	(26974)
Closing Balance	86,042	79866

2.06 A. RELATED PARTY DISCLOSURE:

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

a) Names of related parties and description of relationship:

Key Management Personnel

P. K. Jindal	Chairman cum Managing Director
S.K. Dash	Director
Madhvi Bhatnagar	Director

b) Related Party Transactions:

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

2.07 Earnings per share:

The calculation of Earning per Share (EPS) as disclosed in the Balance Sheet - abstract has been made in accordance with the Accounting Standard (AS) - 20 earning per Share.

	31st March, 2011	31st March, 2010
Profit after taxation and extraordinary item	14,41,572	4,66,053
Total number of equity shares outstanding	40,64,733	11,50,000
Basic earnings per share (Face value - Rs. 10/- per share)	0.35	0.41
Diluted earnings per share (Face value - Rs. 10/- per share)	0.55	0.18

2.08 Balance in various accounts included in sundry debtors, creditors and loans and advances are subject to confirmation from respective parties.

2.09 Share Capital

Paid up Share Capital

38,34,733 Equity shares of Rs. 10/- each were allotted as fully paid up for consideration other than cash to transferor companies as per scheme of Amalgamation approved by Hon'ble High Court of Delhi.

2.10 Previous year's figures have been re-grouped or re-arranged wherever necessary to make them comparable.

- 2.11** As per the company's business activities falls within single segment viz Loans & Investments the disclosure requirement of Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India is not applicable.
- 2.12** There is no dues due to small scale Industrial undertaking which are required to be disclosed as per schedule VI to the Companies Act, 1956.
- 2.13** The figures have been rounded off to the nearest rupee.
- 2.14** The Schedules A to R referred to in Balance Sheet and Profit and Loss Account form an integral part of the accounts.

As per our separate Report attached

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

For and on Behalf of the Board

Sd/- (CA. M.M.GOYAL) Partner M.No. 86085	Sd/- (Pradeep Kumar Jindal) Managing Director	Sd/- (Madhavi Bhatnagar) Director	Sd/- (Mini Bansal) Company Secretary
---	--	--	---

Place : DELHI
Dated : 02.09.2011

FOCUS INDUSTRIAL RESOURCES LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(As per Schedule (VI), part (IV) of the Companies Act 1956)

1.	Registration No.	21348	State Code	55
	Balance Sheet date	31.03.2011		

2. CAPITAL RAISED DURING THE YEAR (Amount in Rs. Thousands)

Public Issue	Nil	Right Issue	Nil
Bonus Issue	Nil	Private Placement	Nil

3. POSITION OF MOBILIZATION AND DEPLOYMENT OF FUNDS
(Amount Rs. In Thousands)

Total Liabilities	210582	Total Assets	210582
-------------------	--------	--------------	--------

SOURCES OF FUNDS

Paid up Capital	40647	Reserves & Surplus	168140
Share Pending Allotment	Nil	Unsecured Loans	Nil
Secured Loans	785	Deferred Tax Liability	86

APPLICATION OF FUNDS

Net Fixed Assets	1268	Investment	54134
Net Current Assets	154181	Misc. Expenditure	75
Accumulated Losses	Nil		

4. PERFORMANCE OF THE COMPANY (Amount in Rs. Thousands)

Turnover	4867	Total Expenditure	2791
Profit/Loss Before Tax	2076	Profit/Loss After Tax	1412
Earning per share in Rs.	0.35	Dividend Rate %	Nil

5. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY
(As per monetary terms)

Item Code No. (ITC Code)	---
Product Description:	Loans & Investments

For M.M. GOYAL & CO.
CHARTERED ACCOUNTANTS
Firm Reg. No. 007198N

For FOCUS INDUSTRIAL RESOURCES LTD.

Sd/-
(M.M. GOYAL)
PARTNER
M. No. : 86085

Sd/-
(P.K. Jindal)
MANAGING
DIRECTOR

Sd/-
(Madhavi Bhatnagar)
DIRECTOR

Sd/-
(Mini Bansal)
COMPANY
SECRETARY

Place : Delhi
Dated : 02.09.2011

Focus Industrial Resources Limited

Regd. Off: -104, Mukand House, Commercial Complex, Azadpur, Delhi-110033.

Ref. No.....

Dated.....

Dear Shareholder,

Sub: - "GO GREEN" initiative of the Ministry of Corporate Affairs, Government of India

As you are aware, you are entitled to have, free of cost copy of the Balance Sheet of the company and all other documents required under the Companies Act, 1956 (the "Act") to be attached thereto at the time of Annual General Meeting as well as upon receipt of a specific requisition from you, any time, as a member of the Company.

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliances by Companies through electronic mode and Companies are now permitted to send various notices/documents including Annual Report to its shareholders through electronic mode to their registered e-mail addresses with their Depository Participant / the Company.

This move by the Ministry should be welcomed, since it will benefit the society at large through reduction in paper consumption and contribution toward a Greener Environment. Your Company in compliance proposes to send all documents to be sent to Shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors Report, Auditors Report etc. to shareholders in electronic form in lieu of physical form.

We request shareholders to do the following:-

- 1) Shareholders holding shares of the Company in electronic form (Dematerialization mode) but didn't registered their E-mail id with their respective Depository Participant (DP), please register the same forthwith to enable the company to abide by the Green initiative by serving the above stated documents through Electronic Mode to their registered Email addresses as soon as possible.
- 2) Shareholders holding shares in Physical mode, please provide your E-mail address to the Company at their Registered Office address 104, MUKAND HOUSE, COMMERCIAL COMPLEX, AZADPUR, DELHI - 110033 as soon as possible or at Company's E-mail address info@focuslimited.in.

In addition to above, if you wish to receive the Annual Report or other future correspondences through Electronic Mode at your registered Email addresses, kindly inform us by sending an e-mail at info@focuslimited.in or by sending a consent/ confirmation letter at our registered office.

We at "Focus Industrial Resources limited" appreciating the "Green initiative" taken by MCA and trust you would help implementing the e-governance initiatives of the Government.

Yours faithfully,

For Focus Industrial Resources Limited

**Sd/-
Mini Bansal
Company Secretary**

Focus Industrial Resource Limited

Registered Office: 104, Mukand House, Commercial Complex Azadpur Delhi 110033.

Form of Proxy

I/we _____ of _____ being a Member/ members of the above named Company, hereby appoint _____ of _____ as my/our Proxy to vote for me/ us on my/ our behalf at the Twenty Sixth Annual General Meeting of the Company to be held on Friday , the 30th day of September, 2011 at 12.30 p.m.----- and at any Adjournment thereof.

Signed this _____ day of _____ 2011
Folio No./ DP ID & Client ID : _____ No. of Shares Held _____
Signature(s) of Member(s) _____



- NOTE A The Proxy need not be a member.
B The Proxy form duly signed across the revenue Stamp should reach the at the Registered Office of the company at least 48 hours before the time fixed for the meeting.

Focus Industrial Resource Limited

Registered Office: 104, Mukand House, Commercial Complex Azadpur Delhi 110033.

Attendance slip

I hereby record my presence at the Twenty Sixth Annual General Meeting of the Company at _____
Name of the Attending Member (in block letters) _____
Member's Folio No./ DP ID & Client ID _____
Name of Proxy _____
(in block letters to be filled in if the Proxy attends instead of Members)
Numbers of shares held _____

Member's/ Proxy Signature

NOTE: Shareholder/ Proxy holder wishing to attend the meeting must bring this Attendance Slip to the meeting and hand over the same at the entrance duly signed.