

**Quarterly Compliance Report on Corporate Governance
Under Clause 49 of Listing Agreement
Annexure - XI to the Listing Agreement**

Name of the Company:
Quarter ending on:

FOCUS INDUSTRIAL RESOURCES LIMITED
30th September, 2015

| | Particulars | Clause of Listing Agreement | Compliance status (Yes/No/N.A.) | Remarks |
|--------------|--|------------------------------------|--|--|
| II | Board of Directors | 49 (II) | | |
| (A) | Composition of Board | 49(IIA) | Yes | - |
| (B) | Independent Directors | 49(II B) | Yes | - |
| (C) | Non-executive directors' compensation & disclosure | 49(II C) | Yes | - |
| (D) | Other provisions as to Board and Committees | 49(II D) | Yes | The Board has reviewed periodically the status of legal compliances |
| (E) | Code of Conduct | 49(II E) | Yes | The Code of conduct applies to all Managing /Executive Directors and employees. The codes have been posted on the website of the Company |
| (F) | Whistle Blower Policy | 49(II F) | Yes | The policy have been posted on the website of the Company |
| III | Audit Committee | 49 (III) | | - |
| (A) | Qualified & Independent Audit Committee | 49(III A) | Yes | - |
| (B) | Meeting of Audit Committee | 49(III B) | Yes | - |
| (C) | Powers of Audit Committee | 49 (III C) | Yes | - |
| (D) | Role of Audit Committee | 49 (III D) | Yes | - |
| (E) | Review of information by Audit Committee | 49 (III E) | Yes | - |
| IV. | Nomination and Remuneration committee | 49 (IV) | Yes | - |
| V. | Subsidiary Companies | 49 (V) | N.A | - |
| VI. | Risk Management | 49 (VI) | Yes | - |
| VII. | Related Party Transactions | 49 (VII) | N.A | - |
| VIII. | Disclosures | 49 (VIII) | | - |
| (A) | Related Party transactions | 49 (VIII A) | N.A | - |
| (B) | Disclosure of Accounting treatment | 49 (VIII B) | Yes | - |
| (C) | Remuneration of Directors | 49 (VIII C) | Yes | - |
| (D) | Management | 49 (VIII D) | Yes | - |
| (E) | Shareholders | 49 (VIII E) | Yes | - |
| (F) | Proceeds from public issues, rights issue, preferential issues etc | 49 (VIII F) | N.A | - |
| IX | CEO/CFO Certification | 49 (IX) | Yes | - |
| X | Report on Corporate Governance | 49 (X) | Yes | Annual Corporate Governance report already forms part of Annual report. Quarterly compliance reports are regularly submitted to the stock exchanges. |
| XI | Compliance | 49 (XI) | Yes | Auditor Certificate on compliance of the conditions of corporate governance is included in the Annual Report |

For FOCUS INDUSTRIAL RESOURCES LIMITED

(Pradeep Kumar Jindal)
Managing Director
DIN: 00049715