

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: Focus Industrial Resources Limited  
 Quarter ending on: 31<sup>st</sup> December, 2011

Particulars (1)	Clause of listing Agreement (2)	Compliance status (Yes/No/N.A) (3)	Remarks (4)
I. Board of directors	49 – I		
(A) Composition of Board	49 (IA)	Y	
(B) Non – executive Directors’ Compensation & Disclosures	49 (IB)	Y	
(C) Other provisions as to Board and committees	49 (IC)	Y	
(D) Code of Conduct	49 (ID)	Y	Company have website.
II. Audit Committee	49 –II		
(A) Qualified & Independent Audit Committee	49 (II A)	Y	
(B) Meeting of Audit Committee	49 (II B)	Y	
(C) Powers of Audit Committee	49 (II C)	Y	
(D) Role of Audit Committee	49 (II D)	Y	
(E) Review of Information by Audit Committee	49 (II E)	Y	
III. Subsidiary Companies	49III	N.A.	
IV. Disclosures			
(A) Basis of related party disclosures	49 IV (A)	Y	
(B) Disclosure of Accounting treatment	49 IV (B)	Y	
(B) Board Disclosures	49 IV (C)	Y	
(C) Proceeds from initial Public offerings	49 IV (D)	N	
(D) Remuneration of Directors	49 IV (E)	Y	
(E) Management	49 IV (F)	Y	
(F) Shareholders	49 IV (G)	Y	
V. CEO/CFO Certification	49 V		
VI. Report on Corporate Governance	49 VI	Y	Will be complied in Next Annual Report
VII. Compliance	49 VII	Y	

**For Focus Industrial Resources Limited**

**( Mini Bansal )  
 Company Secretary**

**Note:**

1. The details under each head shall be provided to incorporate all the information required as per the provisions of the clause 49 of the Listing Agreement.
2. In the Column No.3, Compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the clause 49 I of the Listing Agreement. “Yes” may be indicated. Similarly, in case the company has no related party transactions, the words “N.A.” may be indicated against 49 (IV A).

In the remarks column, reasons for non-compliance may be indicated. For example. In case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the “remarks” column as – “will be complied with at the AGM”. Similarly, in respect of matters which can be complied with only where the situation arises, for example, “Report on Corporate Governance” is to be a part of Annual Report only, the words “will be complied in the next Annual Report” may be indicated.