



KPG & Associates

Company Secretaries

MGT 13

REPORT OF SCRUTINIZER - COMBINED

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3)(xi) & 21(2) of the Companies(Management and Administration) Rules, 2014 as amended to date]

To,

The **Chairman** of the 33rd Annual General Meeting ("AGM") of the Equity Shareholders of **FOCUS INDUSTRIAL RESOURCES LIMITED** held on Wednesday, 29th August, 2018 at Farm House No. 6, Hiranki Village, Delhi- 110036 AT 10:30 A.M.

Dear Sir,

1. I, **Prashanth Kumar Gupta**, Company Secretary in Practice and Proprietor of M/s. KPG & Associates, have been appointed as Scrutinizer by the Board of Directors of FOCUSINDUSTRIAL RESOURCES LIMITED for the purpose of scrutinizing the for the purpose of scrutinizing the process of Voting through electronic means ("e-voting") and for the purpose of the poll taken on the below mentioned resolutions to ascertain the requisite majority on e-voting and poll carried out as per the provisions of Section 108& 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the notice of the AGM of the shareholders of the Company held on Wednesday, 29th August, 2018.
2. The compliance with the provisions of the Act read with the rules made there under relating to remote e-voting and voting at AGM through ballot paper is the responsibility of management of the Company. My responsibility as a scrutinizer for the e-voting



process and poll is restricted to the making of the Scrutinizer's report of the votes cast in "favour", "invalid votes" or "against" the resolutions contained in the notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the authorized agency to provide e-voting facilities, engaged by the Company and the votes cast in "favour", "invalid votes" or "against" the resolutions contained in the notice by the shareholders as present by poll.

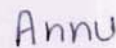
3. Further to the above, I submit my report as under:

- (i) The e-voting period remained opened from 26th August, 2018 (10:00 am) to 28th August, 2018 (5:00 pm).
- (ii) The members of the Company as on the record date / cut-off date i.e. 22nd August, 2018, were entitled to cast their vote electronically on the resolutions as mentioned in the notice of the AGM of the shareholders of the Company;
- (iii) Ballot boxes were kept sealed in presence of members and proxies present at the meeting.
- (iv) After the Conclusion of the Annual General Meeting
 - a. The votes cast through Remote E-Voting were unblocked on 29th August, 2018 at around 02.25 P.M in presence of Two witnesses namely, Ms. Aarti and Ms. Annu, who are not in the employment of the Company.

They have signed below in confirmation of the Event being unblocked in their presence:



Ms. Aarti



Ms. Annu

- b. And the Ballot boxes were opened and polling papers were removed and examined.



- c. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- (v) Thereafter the details containing *inter alia*, list of the shareholders, who voted "for", "against" the resolution were extracted from the Poll Papers and Report generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com/> and based on such reports the result of the e-voting is as under:

Item No. 1

To receive, consider and adopt the financial Statements for the financial yearended 31st March, 2018 including the audited Balance Sheet as at 31 March, 2018 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

1. Voted in favour of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	23	35,15,946	100%
Present and Voting (in person or proxy)	28	9,68,161	99.99%
Total	51	44,84,107	100%

2. Voted against the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
Present and Voting (in person or proxy)	7	110	.01%
Total	7	110	0.00%



3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
Present and Voting (in person or proxy)	1	1

Item No. 2

To appoint a Director in place of Mr. Ram Kishan Singh (DIN:07819542), Director of the Company, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

1. Voted in favour of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	23	35,15,946	100%
Present and Voting (in person or proxy)	27	9,68,061	100%
Total	50	44,84,007	100%

2. Voted against the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
Present and Voting (in person or proxy)	7	110	.00%
Total	7	110	0.00%



3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
Present and Voting (in person or proxy)	2	101

Item No. 3

To ratify the appointment of Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

1. Voted in favour of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	23	35,15,946	100%
Present and Voting (in person or proxy)	27	9,68,061	100%
Total	50	44,84,007	100%

2. Voted against the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
Present and Voting (in person or proxy)	7	110	.00%
Total	7	110	0.00%



3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
Present and Voting (in person or proxy)	2	101

Item No. 4

TO APPOINT MS. MAMTA JINDAL AS A MANAGING DIRECTOR OF THE COMPANY

1. Voted in favour of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	23	35,15,946	100%
Present and Voting (in person or proxy)	27	9,68,061	100%
Total	50	44,84,007	100%

2. Voted against the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
Present and Voting (in person or proxy)	7	110	.00%
Total	7	110	0.00%

3. Invalid votes



Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
Present and Voting (in person or proxy)	2	101

Thanking You,

For KPG& Associates

Prashanth Kumar Gupta



Prashanth Kumar Gupta

ACS- 37201

COP- 13958

Date : 31/08/2018

Place: New Delhi