

**Quarterly Compliance Report on Corporate Governance  
Under Clause 49 of Listing Agreement**

Name of the Company: Focus Industrial Resources Limited  
Quarter ending on : 30<sup>th</sup> September, 2012

	Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
I	Board of Directors	49 I		
(A)	Composition of Board	49(IA)	Yes	
(B)	Non-executive directors' compensation & disclosure	49(IB)	Yes	
(C)	Other provisions as to Board and Committees	49(IC)	Yes	The Board has reviewed periodically the status of legal compliances and steps taken to rectify instances of non-compliance.
(D)	Code of Conduct	49(ID)	Yes	The Code of Conduct applies to all Managing/ Executive Directors and employees. The codes have been posted on the website of the company.
II	Audit Committee	49 II		
(A)	Qualified & Independent Audit Committee	49(IIA)	Yes	
(B)	Meeting of Audit Committee	49(IIB)	Yes	
(C)	Powers of Audit Committee	49(IIC)	Yes	
(D)	Role of Audit Committee	49(IID)	Yes	
(E)	Review of information by Audit Committee	49(IIE)	Yes	
III	Subsidiary companies	49 III	N.A.	
IV	Disclosures	49 IV		
(A)	Basis of Related Party transactions	49 (IVA)	Yes	
(B)	Disclosure of Accounting treatment	49 (IVB)	Yes	
(C)	Board Disclosures-Risk management	49 (IVC)	Yes	
(D)	Proceeds from Public Issues, rights issues, preferential issues etc	49 (IVD)	No	
(E)	Remuneration of Directors	49 (IVE)	Yes	
(F)	Management	49 (IVF)	Yes	
(G)	Shareholders	49 (IVG)	Yes	
V	CEO/CFO Certification	49 V	Yes	
VI	Report on Corporate Governance	49 VI	Yes	Annual Corporate Governance report already forms part of Annual Report. Quarterly compliance reports are regularly submitted to Stock Exchanges.
VII	Compliance	49 VII	Yes	Auditors' 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