



FOCUS INDUSTRIAL RESOURCES LIMITED

**27th Annual Report
2011-2012**



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COMPANY INFORMATION



BOARD COMMITTEES

Audit Committees

Mr. S.K Dash, Chairman
Mr. Pradeep Kumar Jindal
Ms. Madhvi Bhatnagar

Shareholding Grievance Committees

Mr. Ashok Kumar Gupta, Chairman
Mr. S. K Dash
Mr. Ashok Kumar Gupta

Remuneration Committees

Ms. Madhvi Bhatnagar, Chairman
Mr. S.K Dash
Mr. Ashok Kumar Gupta

Stock exchanges

Delhi Stock Exchange Limited
Calcutta Stock Exchange Limited

BOARD OF DIRECTORS

Executive Director

Mr. Pradeep Kumar Jindal
(Managing Director)

Non Executive Directors

Mr. S.K Dash
Ms. Madhvi Bhatnagar
Mr. Ashok Kumar Gupta

COMPANY SECRETARY

Ms Nishtha Handa

SOLICITORS & ADVOCATES

Rajeev Goel & Associates

AUDITORS

M.M. Goyal & Co
(Chartered Accountants)
208, Allied House, 2, Old Rohtak Road,
Inder Lok, Delhi-110035

BANKERS

ICICI, Bank Model Town-III
Delhi-110009

REGISTERED OFFICE & CORPORATE OFFICE

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

REGISTRARS & TRANSFER AGENTS

Beetal Financial &
Computer Services (P) Ltd
Beetal House, 3rd Floor, 99
Near Dada Harsukh Das
Mandir, New Delhi-110006

WEBSITE

www.focuslimited.in



DIRECTORS' PROFILE

MR. PRADEEP KUMAR JINDAL **Managing Director**

Mr. Pradeep Kumar Jindal, 54 years, is the Promoter & Managing Director of FIRL Since 2006. As the Managing Director, he heads the organization and provides strategic direction and guidance to all the activities of the organization and had also practiced as Income Tax Practitioner for over 10 years.

Mr. Pradeep Kumar Jindal holds a degree of Masters in Business Administration (MBA) and a graduate in Commerce from Agra.

He joined the Company in 2001 as a Director on the Board. He is a member of the Audit Committee constituted by the Company.

MR. SANTANU KUMAR DASH **Director**

Mr. Santanu Kumar Dash, 49 years, holds a degree of Bachelor in Commerce and has over two decades of work experience in the Non-Banking Finance Company and is also working as Income Tax Practitioner for over 12 years. He is also the Chairman of the Audit Committee and Member of the Shareholders Grievance Committee & Remuneration Committee. He joined the Board on July 29, 2002 as Director.

MS. MADHVI BHATNAGAR **Director**

Ms. Madhvi Bhatnagar, 43 years, holds a degree of Bachelor in Commerce and has over two decades of work experience in the Non-Banking Finance Company. She has experience of more than 10 years in the field of Finance. She is also the member of the Audit Committee, Shareholders Grievance Committee & Remuneration Committee. She joined the Board on July 29, 2002 as Director.

MR. ASHOK KUMAR GUPTA **Director**

Mr. Ashok Kumar Gupta, 60 years, holds a degree of Bachelor in Commerce & Law and he has a diversified experience as an Engineer & Contractor. 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. He joined the Board on April 16, 2011 as Director.

MS. NISHTHA HANDA **Company Secretary**

Ms. Nishtha Handa, aged 24 years, heads the legal, compliance and company secretarial function of the Company. She is a member of The Institute Of Company Secretary Of India and a Bachelor in commerce. She holds a degree in Law also. Her expertise lies in secretarial and legal function.



CODE OF CONDUCT

PHILOSOPHY

Pursuant to the amendment in Clause 49 of the Listing Agreement (Ref. SEBI Circular No. SEBI/CFD/DIL/CG/1/2004/12/10 dated 29.10.2004) the requirement of code of conduct for board of directors & senior management personnel (hereinafter called the CODE) is being issued. This Code shall be applicable to all the Directors and Senior Management Personnel (as may be decided from time to time) of Focus Industrial Resources Limited (hereinafter referred to as "the Company")

All Directors and Senior Management Personnel must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the company and its shareholders /stakeholders.

With a view to maintain the high standards that the company requires the CODE should be observed in all the activities of the Company. The Company Secretary has been appointed as Compliance Officer of the Company for the purpose of monitoring and coordinating implementation of this code.



INTERPRETATION

The Board will handle all questions or interpretation falling under or relating to this Code. The Board may authorize any of its committee /person for this. This will have the authority to waive compliance with this Code of business conduct for any Director, officer or

employee of the Company. The person seeking waiver of this Code shall make full disclosure of the particular circumstances to the Board or the designated person/committee.

HONESTY & INTEGRITY

All Directors and Senior Management Personnel shall conduct their activities, on behalf of the company and on their personal behalf, with honesty, integrity and fairness. They shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. They shall act in the best interests of the Company and fulfill their fiduciary obligations.

CONFLICT OF INTEREST

Directors on the Board of the Company and Senior Management Personnel shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company.

Conflict of interest occurs when there is interference of personal interest with the interest of the organization. There by, officers of the company shall not engage in any business, relationship, activity involves or appears to involve such conflict.

Officers as well their facilities should not invest in a Company, customer, supplier, developer, competitors and should refrain from investment that compromise their responsibility towards the Company.

Related party transaction should in all possibilities be avoided (Relative as defined under Companies Act) Even if it is necessary to

enter in such transaction, it must be fully disclosed to the Board or to the CEO of the Company.

COMPLIANCE

Officers are requested to comply with all applicable laws, rules & regulations, both in letter and in spirit. The members of the core management of the Company shall initiate all actions deemed necessary for proper dissemination of relevant information to the Board of Directors, Auditors, other. Statutory Auditors as required by all applicable laws, rules and regulations.

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.

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.

CONFIDENTIALITY OF INFORMATION

Any information concerning the Company's business, its customers, suppliers etc. which is not in public domain to which the director has access or possess such information, must be considered confidential held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No director shall provide any information either formally or informally to the press or any other publicity media, unless specially authorized.

GIFTS & DONATIONS

No officer of the Company shall receive/offer, directly or indirectly, any gifts, donations, remuneration hospitality, illegal payments and comparable benefits which are intended or perceived to be intended to obtain business (or uncompetitive) favours or decisions of conduct of business nominal gifts of commemorative nature for special events may be accepted.

PROTECTION OF ASSETS

Officers must protect the Company's Assets and should Endeavour not to exploit them for their own personal gains.

Alongside, officers may also not exploit for their own personal gains any opportunities discovered through use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors.

VIOLATION OF THE CODE

Part of an Officer's job and of his or her ethical responsibility is to help enforce this Code. Officers should be alert to possible violations and report this to the Company Secretary. Officers must cooperate in any



internal or external investigations of possible violations. Reprisal, threat, retribution or retaliation against any person who has, in good faith, reported a violation or a suspected violation of law, this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

Actual violations of laws, this Code, or other Company policies or procedures, should be promptly reported to the Company Secretary. The Company will take appropriate action against any Officer whose actions are found to violate the Code or any other policy of the Company. Disciplinary actions may include immediate termination of employment 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.

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.

INSIDER TRADING

Any Director or Senior Management Personnel of the Company shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the company, not in public domain and therefore constitutes insider information. They will comply with insider trading guidelines as issued by SEBI and prevention of Insider Trading Code as issued by the Company, from time to time.

COMPANY FUNDS

Every Directors/Senior Management Personnel is personally responsible for all Company funds over which he or she exercises control. Company's representatives should not be allowed to exercise control over Company's funds. Company's funds must be used only for Company's business purposes. Directors and Senior Management Personnel must not use the Company's funds for any personal purposes.

PERIODIC REVIEW

Once in every year or upon revision of this Code, every Director/Senior Management Personnel must acknowledge and execute an understanding of the Code and an agreement to comply. New Directors/Senior Management Personnel will sign such a deed at the time when their Directorship/ Employment begins.

ALIGNMENT ON POLITICAL MATTERS

The Board members/senior management personnel shall be committed to and support a functioning democratic constitution and system with a transparent and fair electoral system in India. They shall not support, directly or indirectly, any specific political party or candidate for political office, without appropriate approvals. The Company shall not offer or give any company's funds or property as donations, directly or indirectly, to any specific political party, candidate or campaign if it is violating any law.

WAIVER & AMENDMENTS OF THE CODE

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this code is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Company's board of directors and promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.

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.

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 dictates 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.

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 moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third parties.

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.

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 reputation of the Company.



NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of Focus Industrial Resources Limited will be held on Tuesday, 18th September, 2012 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 the Audited Balance Sheet as at 31st March, 2012 and Profit & Loss Account for the year ended on that date along with report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Ms. Madhvi Bhatnagar, who retires by rotation, and being eligible offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in connection there with 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.”

By order of the Board of Directors

Registered office:

104, Mukand House,
Commercial Complex,
Azadpur, New Delhi- 110033

Date: August 24, 2012

**Sd/-
(NISHTHA HANDA)
Company Secretary**

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE, AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing a proxy in order to be valid and effective should be lodged/ deposited with the company at its registered office at least 48 hours before the commencement of the meeting.

2. None of the Directors of the company is in any way related to each other.
3. The Register of Members and Share Transfer Books of Company will remain closed from 17th September, 2012 to 18th September 2012 (both days inclusive) for the purpose of Annual General Meeting.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorising their representatives to attend and vote on their behalf at the meeting.
5. Members are requested to:-
 - (a) Note that copies of annual report will not be distributed at the Annual General Meeting.

- (b) Deliver duly completed and signed attendance slip at the entrance of the meeting venue as entry to the auditorium will be strictly on the basis of the entry slip available at the counters at the venue to be exchanged with the attendance slip.
 - (c) Quote their Folio/client ID and DP ID Nos. in all correspondence.
 - (d) Note that due to strict security reasons brief cases, eatables and other belongings are not allowed inside the auditorium.
 - (e) Note that no gifts/coupons will be distributed at the Annual General Meeting.
6. The attendance slip and proxy form for the member of the company have been enclosed with the notice.
 7. Members are requested to quote their Registered Folio No., client ID and DP ID numbers for facilitating identification for attendance at the meeting.
 8. Members are requested to send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of shares or any other shares related matter and/or change in address and bank account, to Company's Registrars.
 9. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to write to Beetal Financial and Computer Services Private Limited, Registrar & Share Transfer Agent of the Company for the prescribed form. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
 10. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Company Secretary of the Company at the Registered office of the Company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
 11. All documents referred to in the accompanying notice and Statutory Registers are open for inspection at the registered office of the Company on all working days (barring Saturday and Sunday) between 10.00 a.m. to 12.30 p.m. prior to the Annual General Meeting.
 12. The entire Annual Report is also available on the Company's website www.focuslimited.in.
 13. Members are requested to intimate to the Company the changes, if any in their registered address along with pin code number.
 14. (1) The equity shares of the company are listed at the Delhi Stock Exchange Limited. 3/1, Asaf Ali Road, New Delhi-110 002 & Calcutta Stock Exchange, 7, Lyons Range, Kolkata-700001.
(2) Annual Listing fees for the year 2012-13 has been paid to the Delhi Stock Exchange Limited & Calcutta Stock Exchange.
 15. 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.

GREEN INITIATIVE IN CORPORATE GOVERNANCE

The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars 17/2011 dated 21/04/2011 clarified that it would be compliance to Section 53 of the Companies Act, 1956, stating that service of notice/documents including annual report can be sent by e-mail to its members. To support this green initiative of the Government, members who have not registered their e-mail addresses, so far, are requested to register their email id in the records of their Depository Participant or intimate their e-mail ID to the Company/Registrar and Transfer Agent or send it through email at beetalrta@gmail.com.



DIRECTORS' REPORT

To
The Shareholders

Your Directors have great pleasure in presenting the 27th Annual Report of the Company along with the Audited Accounts of the Company for the year ended 31st March 2012.

FINANCIAL PERFORMANCE

PARTICULARS	2011-2012	2010-2011
Total Income	1,26,09,052.00	48,67,251.00
Profit/(Loss) Before Depreciation & Taxes	52,31,629.00	21,55,331.00
Less: Depreciation	2,33,967.00	79,299.00
Current Tax	11,65,487.00	6,28,284.00
Income tax Previous Year	NIL	29,829.00
Add/(Less): Deferred Tax Assets/(Liability)	(31,375.00)	(6,176.00)
Profit/(Loss) after Tax	38,00,80.00	14,11,743.00
Profit/(Loss) brought forward from previous year	15,54,088.00	4,24,694.00
Transfer to reserve funds	7,60,160.00	(2,82,349.00)
Balance Carried Forward to the Balance Sheet	45,94,728.00	15,54,088.00

Your Company's income has marginally increased from Rs. 48.67 Lacs approx. to Rs. 126.09 Lacs approx. for the period under review. Similarly PBT has increased by 144.58% to Rs. 54.66 Lacs for the period under review from Rs. 22.35 Lacs of previous financial year. Your company has registered a Net Profit of Rs. 38 Lacs approx. for the year under review against the Net profit Rs. 14 Lacs approx. of the previous year.

DIVIDEND

The Board does not recommend dividend for the year under review with a view to consolidate and improve the future performance of your company.

CHANGES IN CAPITAL STRUCTURE

The authorized Capital of Company was increased from Rs. 5, 10, 00,000 to Rs. 12,50,00,000 w.e.f. 18th July, 2011 The paid up capital was increased 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

LISTED ON CALCUTTA STOCK EXCHANGE

The company is in a process of expanding of business and has been listed on Calcutta Stock Exchange with effect from 6th March, 2012.

RISK AND CONCERNS

As an NBFC, your Company is subjected to both external risk and internal risk. External risk due to interest rate fluctuation, slowdown in economic growth rate, political instability, market volatility, decline in foreign exchange reserves, etc. Internal risk is associated with your Company's business which includes deployment of funds in specific projects, diversification into other business operations, retention of talented personnel, managing effective growth rate, volatility in interest rate, NPAs in portfolio, changes in compliance norms and regulations, contingent liabilities and other legal proceedings. Your Company recognizes the importance of risk management and has invested in people, process and technologies to effectively mitigate the above risks.

THE RBI NORMS AND ACCOUNTING STANDARDS

To comply with RBI directions, your Company has closed its accounts for the full year ending March 2012, and your Company continues to comply with the directives issued as well as the norms prescribed by Reserve Bank of India for NBFCs.

LIQUIDITY

We continue to be a debt free and maintain sufficient cash to meet our strategic objectives, we clearly understand that the liquidity in the balance sheet has to balance between earning adequate returns and need to cover the financial risks and business risks.

INFORMATION AS PER SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956

Your Company is a Non-Banking Finance Company and is not engaged in manufacturing activity of any kind. The disclosure of information relating to conservation of energy and technology absorption is therefore not applicable to your company. There were no foreign exchange earnings or outgo for your Company during the year.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to section 217 (2A) of the Companies (Amendment) Act 2000, the Directors confirm that;

- In the preparation of Annual Accounts for the year ended 31st March 2012, all the applicable accounting standards have been followed along with proper explanation relating to material departures.

- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2012 and of the Profit or Loss of the company for the year under review.
- 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 irregularities.
- The Directors have prepared the Annual Accounts for the current financial year on going concern' basis.

DIRECTORS

Ms. Madhvi Bhatnagar Director retire by rotation and being eligible and offer herself for re-appointment. The Board recommends her re-appointment as Director subject to approval of the shareholders at the ensuing Annual General Meeting of the Company.

CORPORATE GOVERNANCE

Your Company provides considerable importance to good Corporate Governance and complying with the Code of Corporate Governance introduced by SEBI. A detailed report on Corporate Governance together with a certificate from the Statutory Auditors in compliance of Clause 49 of the Listing Agreement has been annexed as part of the Annual Report., Management Discussion and Analysis Report highlighting the performance of the company is attached forming part of the Directors' Report.

PERSONNEL

Your Company does not have any employee drawing salary in excess of the amount stipulated under Section 217 (2A) of the Companies Act, 1956.

FIXED DEPOSITS

The Company has neither accepted nor renewed any fixed deposits during the year. There are no unclaimed deposits, unclaimed / unpaid interest due to the deposit holders or to be deposited to the Investor Education and Protection Fund as on March 31, 2012.

CORPORATE SUSTAINABILITY

Your Company's aspirations of sustaining and enhancing its long term growth plans are well balanced by its conscious commitments to society and in its principles of conducting business in a fully compliant manner. Your Company partakes in letter and spirit its intention of being a responsible corporate citizen and is committed to contribute positively in all activities pertaining to environmental protection, energy conservation and societal commitments while at the same time continuing to protect and enhance all stakeholders' interests.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EARNINGS/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.

PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, the names and other particulars of the employees are set out in the Annexure to the Directors' Report. However, having regard to the provisions of Section 219(1)(b)(iv) of the said Act, the Annual Report excluding the aforesaid information is being sent to all the Members of the Company and others entitled thereto. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.

AUDITORS

M/s M.M Goyal & Co., Chartered Accountants, retires at the ensuing Annual General Meeting and are being eligible for re-appointment. Necessary resolutions are placed before the Shareholders for their approval.

ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation and gratitude to the bankers of the company and various Government agencies for their support, assistance and co-operation and look forward for their continued support.

For and on behalf of the Board of Directors

Place : New Delhi
Dated : 24.08.2012

Sd/-
(Pradeep Kumar Jindal)
Managing Director



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERVIEW

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, guidelines issued by the Securities and Exchange Board of India (SEBI) and the Generally Accepted Accounting Principles (GAAP) in India. Our Management accepts responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Non Banking Financial Companies (NBFCs) have become an integral part India's financial system. In recent times, NBFC's have emerged as lenders to both companies and individuals. When it comes to lending, NBFCs are generally regarded to be complementary to banks and are often able to offer better services and products to their customers.

In spite of strong competition faced by the NBFCs, the inner strength of NBFCs viz local knowledge, credit appraisal skill, well trained collection machinery, close monitoring of borrowers and personalized attention to each client, are catering to the needs of small and medium enterprises in the rural and semi urban areas. NBFC's are playing significant role in financing the road transport and infrastructure and have reached the gross root level through Micro finance.

OPPORTUNITIES & THREATS, RISKS & CONCERNS, PERFORMANCE AND OUTLOOK

The company by garnering resources has been able to liquidate the liabilities including debt owed to bank thus paving a way to become a 'Debt Free Company'.

RISKS AND CONCERNS

In today's complex business environment, almost every business decisions require executives and managers to balance risks and rewards. Effective risk management is therefore critical to any organizational success. Globalization, with increasing integration of market, newer and more complex products and transactions and an increasing stringent regulatory framework has exposed organization to a newer risk. As a result, today's operating environment demands a rigorous and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success.

Increased competition and market volatility has enhanced the importance of risk management in share trading business. The sustainability of the business is derived from the following:

1. Identification of the diverse risk faced by the company.
2. The evaluation of appropriate systems and processes to measure and monitor them.
3. Risk management through appropriate mitigation strategies within the policy framework.
4. Monitoring the progress of the implementation of such strategies and subjecting to periodical and audit review.
5. Reporting risk mitigations result to the appropriate managerial level

There is a risk of laws from inadequate or failed systems, processes or procedures. These may be attributed to human failure or technical problems given the increased use of technology and staff turnover.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

As part of the efforts to valued the effectiveness of the internal control systems, your company's internal audit department review all the control measures on periodic basis and improvements, wherever appropriate. The internal audit department is manned by highly qualified and experience personnel and reports directly to the audit committee of the board. The audit committee regularly reviews the audit finding as well as the and information security assurance service is also provided by independent external professionals. Based on their recommendations, the company has implemented a number of measures both in operational and counting related areas apart from security related measures.

FULFILLMENT OF RBI NORMS AND STANDARDS

The company has fulfilled RBI norms and complied with it.

CAUTIONARY STATEMENT

This report describing the company's activities, projections about future estimates, assumptions regards to global economic conditions, government policies, etc may contain forward looking statement based on the information available with the company. Forward looking statements are based on certain assumptions and expectations of future events. These statements are subject to certain risks and uncertainties. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The actual results may be different from those expressed or implied since the company's operations are affected by the many external and internal factors, which are beyond the control of the management. Hence the company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

Company follows all mandatory accounting standards.

HUMAN RESOURCES

Your Company always regards human resources as its most valuable asset and continuously evolves policies and process to attract and retain its substantial pool of managerial resources through friendly work environment that encourages initiatives by individuals and recognizes their performance.

DISCLAIMER

Certain Statements in the Management Discussion and Analysis describing the company's views about the industry, expectations, objectives, etc may be understood 'forward looking statement' within the meaning of applicable laws and regulations. Factors like changes in Government regulations, tax laws and other factors such as industrial relations and economic developments etc. may further influence the company's operations or performance. Actual results may differ substantially or materially from those expressed or implied.

For and on behalf of the Board of Directors

Place : New Delhi
Dated : 24.08.2012

Sd/-
(Pradeep Kumar Jindal)
Managing Director



REPORT ON CORPORATE GOVERNANCE

Your Company has always endeavored to implement and maintain high standards of Corporate Governance norms and has been practicing the principles of good Corporate Governance.

Corporate Governance principles as practiced by the Company rests upon the foundation of transparency, adequate disclosures, absolute compliance with the laws, fairness, professionalism, accountability and ultimately the target of maximizing the shareholders value besides catering to the interests of the creditors, employees, the environment and the society at large.

Your Company is committed to conduct its business in a manner, which will ensure sustainable, capital efficient and long-term growth and in order to achieve this the Company has built up a strong foundation for making Corporate Governance a way of life by having an independent board with experts of eminence and integrity, forming a core team of top level executives with proper delegation of executive powers, inducting competent professionals across the organization and putting in place best systems, process and technology.

Your Company's philosophy of Corporate Governance embodies the dual goals of protecting the interests of all stakeholders while respecting the duty of the board and senior management to oversee the affairs of a company and promote long-term growth and profitability. The corporate structure, business and disclosure practices of the company have been aligned to its Corporate Governance Philosophy.

A report in line with the requirements of the Listing Agreement is given below as a part of the Director's Report along with the Certificate issued by a practicing company secretary regarding compliance with the provisions of Corporate Governance.

1. BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

Company's Corporate Governance initiative is based on two core principles. These are:

- (i) Management must have the executive freedom to drive the enterprise forward without undue restraints; and
- (ii) This freedom of management should be exercised within a framework of effective accountability.

Our corporate structure, conduct of business and disclosure practices has been aligned to our Corporate Governance Philosophy.

2. BOARD OF DIRECTORS

The Board of Directors of FIRL provide leadership and strategic guidance, objective judgment independent of management and exercises control over the Company, while remaining at all times accountable to the stakeholders.

COMPOSITION

The composition of the Board of Directors of the Company is in conformity with the requirements of clause 49 of the listing agreement.

As on March 31, 2012 the Company's Board comprised of four (4) Directors out of which one (1) is whole time functional director including the Managing Director and three (3) Independent Directors.

During the year 2011-12, the Company appointed one Independent director viz. Ashok Kumar Gupta w.e.f. April 16, 2011. Brief profile of the Directors is set out in the Annual Report.

The composition of Board of Directors as on March 31, 2012 is as follows:

Whole Time Directors		
1.	Mr. Pradeep Kumar Jindal	Managing Director
Independent Directors		
2.	Mr. S. K. Dash	Independent Director
3.	Ms. Madhvi Bhatnagar	Independent Director
4.	Mr. Ashok Kumar Gupta	Independent Director

NUMBER OF BOARD MEETINGS

During the year under review, the Board met **13** times on the following dates:

(i)	April 16, 2011
(ii)	May 10, 2011
(iii)	May 13, 2011
(iv)	June 22, 2011
(v)	July 5, 2011
(vi)	July 22, 2011
(vii)	August 3, 2011
(viii)	August 13, 2011
(ix)	August 16, 2011
(x)	September 9, 2011
(xi)	October 15, 2011
(xii)	February 2, 2012
(xiii)	March 30, 2012

The maximum time gap between two board meetings shall not be less than four months.

ANNUAL GENERAL MEETING

The Last Annual General Meeting of the Company was held on September 30, 2011. Directors' attendance at the Board Meetings during the year and also at the last Annual General Meeting, number of directorships in other companies and Membership/Chairmanship in other committees etc. are as follows:

Name & Designation	Board Meetings		No. of Directorship in other companies as on 31.03.2012*	Membership in the committees of other companies as on 31.03.2012**		Attendance at the last AGM held on September 30, 2011
	Held during the tenure	Attended		As Member	As Chairman	
Mr. S. K. Dash Independent Director	13	13	--	Nil	Nil	Present
Ms. Madhvi Bhatnagar Independent Director	13	13	--	Nil	Nil	Present
Mr. Ashok Kumar Gupta Independent Director	13	13	1	Nil	Nil	Present

* Does not include Directorship in Private Companies, Section 25 Companies and Foreign Companies.

** Does not include Chairmanship/Membership in Board Committees other than Audit Committee and Shareholders' Grievance Committee.

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees, across all the companies in which he is a Director.

None of the Directors of the Company are in any way related to each other.

INFORMATION PLACED BEFORE THE BOARD OF DIRECTORS

Detailed Agenda Notes with necessary information were circulated in advance to the Board.

During the year, all the relevant information as mentioned in Clause 49 of the Listing Agreement and Guidelines on Corporate was placed before the Board for its consideration. The information regularly supplied to the Board specifically includes interalia:

- Annual operating plans, budgets and any updates therein.
- Capital budgets and any updates therein.
- Quarterly results for the Company and its operating divisions or business segments.
- Minutes of meetings of Audit Committee and other Committees of the board.
- Information on recruitment/remuneration of senior officers just below the Board level.
- Material show cause, demand, prosecution notices and penalty notices, if any.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any.
- Any material default in financial obligations to and by the Company or substantial non-payment for services provided by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, if any.
- Details of any joint venture or collaboration agreement etc, if any.
- Transactions involving substantial payment towards goodwill, brand equity or intellectual property.
- Significant labour problems and their proposed solutions, if any. Any significant development in human resources/ industrial relations front like signing of wage agreement, implementation of voluntary retirement scheme etc, if any.
- Sale of material nature, of investments, subsidiaries, assets which is not in the normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory nature or listing requirements and shareholders service.
- Other materially important information.



COMPLIANCE WITH APPLICABLE LAWS

The company has a robust system in place for monitoring of various statutory and procedural compliances. The Board periodically reviews the status of Statutory, Policy & Procedural compliances to ensure proper compliance of all laws applicable to the company.

3. (a) CODE OF CONDUCT

Code of Conduct for Board Members and Senior Management Personnel is a comprehensive code applicable to all Directors and Members of Senior Management of the Company. It is in alignment with Company's vision and values to achieve the Mission & Objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company. A copy of the Code has been placed on the website of the Company i.e. www.focuslimited.in.

Based on the affirmation received from Board Members and Senior Management Personnel, declaration regarding compliance of Code of Conduct made by the Managing Director is given below:

DECLARATION

All the members of the Board and Senior Management Personnel have affirmed compliance of the Code of Conduct for the financial year ended March 31, 2012.

(b) CODE FOR PREVENTION OF INSIDER TRADING

In pursuance of Securities and Exchange Board of India (Insider Trading) Regulations, 1992 as amended from time to time, the Company has formulated a comprehensive Code for Prevention of Insider Trading to preserve the confidentiality and to prevent misuse of un-published price sensitive information. Every director, officer and designated employees of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the company and not to misuse his or her position or information regarding the Company to gain personal benefit or to provide benefit to any third party. The code lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the Company and the consequences of non-compliance. The Company Secretary has been appointed as Compliance Officer and is responsible for ensuring adherence of the 'Code for Prevention of Insider Trading'.

4. COMMITTEES OF THE BOARD OF DIRECTORS

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. The Board of Directors and its committees meet at regular intervals.

All decisions pertaining to the constitution of Board Committees, appointment(s) of members and fixation of terms of reference of the committees is taken by the Board of Directors.

As on March 31, 2012 the Board had following Committees:

- (i) Audit Committee
- (ii) Remuneration Committee
- (iii) Shareholders'/Investors' Grievance Committee

AUDIT COMMITTEE

The role and terms of reference of Audit Committee is in line with the requirements of Section 292A of the Companies Act, 1956 as well as Clause 49 of the Listing Agreement.

The terms of reference of the Audit Committee includes the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it is considered necessary.
- Oversight of the company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and creditable.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Reviewing with management the annual financial statement before submission to the Board, focusing primarily on :-
 1. Any change in accounting policy and practices.
 2. Major accounting entries based on exercise of judgment by the management.
 3. Qualification in draft audit report.
 4. Significant adjustment arising out of audit.
 5. Compliance with accounting standard.
 6. Compliance with Stock Exchange and Legal requirement concerning financial statement.
 7. Any related party transaction i.e. transaction of the Company of material nature, with promoters or the management, their subsidiary or relatives etc. that may have potential conflict with the interest of the company at large.

8. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - Reviewing with management, external and internal auditor, the adequacy of internal control system and suggestion for implementation for the same.
 - Reviewing the adequacy of internal audit function including the structure of internal audit department, staffing and seniority of the officials heading the departments, reporting structure coverage and frequency of internal audit.
 - Discussion with internal auditor and significant finding and follow up thereon.
 - Reviewing the findings of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matters to the Board.
 - Discussion with statutory auditor before the audit commences, and nature of scope of audit as well as post audit discussion to ascertain any area of concern.
 - Reviewing the company's financial and risk management policy.
 - To look into the reasons for substantial default in the payment to the depositors, debenture holders, shareholders and creditors.
 - It shall have discussion with auditors periodically about internal control system, the scope of audit including the observation of the auditors & review the quarterly, half yearly & annual financial statement before submission to the Board, it shall ensure compliance of internal control system.
 - Approval of payment to statutory auditors for any other services rendered by statutory auditors.
 - Reviewing the Management discussion and analysis of financial condition and results of operations.
 - Formulation of whistle blower policy and recommending the same to Board for approval and review the functioning of the whistle blower mechanism and also to protect the whistle blowers.
 - Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

As on March 31, 2012, the Audit Committee comprised of the following members:

- | | |
|-----------------------------|-------------------|
| 1. Mr. S. K. Dash | Member & Chairman |
| 2. Mr. Pradeep Kumar Jindal | Member |
| 3. Ms. Madhvi Bhatnagar | Member |

During the financial year 2011-12, Four (4) meetings of the Audit Committee were held i.e. (i) May 10, 2011 (ii) July 05, 2011 (iii) October 15, 2011 (iv) February 6, 2012

The details of the meetings attended by members during the year 2011-12 are as follows:

Name of Members	Designation	No. of Meetings	
		Held during the tenure	Attendance
Mr. S. K. Dash	Chairman	4	4
Mr. Pradeep Kumar Jindal	Member	4	4
Ms. Madhvi Bhatnagar	Member	4	4

The Director (Finance), head of internal audit and a Representative of the statutory auditor(s) are invited to the Audit Committee Meetings for interacting with the members of the committee. Senior functional executives are also invited as and when required to provide necessary inputs to the committee.

The Minutes of the Audit committee Meetings were noted by the Board of Directors of the Company at the subsequent Board Meetings. The Chairman of the Audit Committee was present at the Annual General Meeting held on September 30, 2011.

The Company Secretary of the Company acts as the Secretary to the Committee.

The Chairman of the Audit Committee possesses accounting and financial management expertise and all other members of the committee are financially literate.

The Company Secretary of the Company acts as the Secretary to the Committee.



REMUNERATION COMMITTEE

Our Company being a Public Undertaking, the appointment of Directors and fixation of their remuneration are decided by Board as per the Articles of Association of the Company. However, as per the provisions of the Listing Agreement, the company had constituted a Remuneration Committee headed by an Independent Director.

The Remuneration Committee was constituted on November 1, 2010, comprising of three independent directors. The terms of reference of the Remuneration Committee include inter alia deciding the quantum of annual bonus/variable pay and policy for its distribution, formulation of ESOP scheme, pension scheme etc. within the prescribed limits across the whole time directors, executives and non unionized supervisors.

As on March 31, 2012, the Remuneration Committee comprised of the following members:

1. Ms. Madhvi Bhatnagar	Member & Chairman
2. Mr. S. K. Dash	Member

During the financial year 2011-12, Four (4) meetings of the Remuneration Committee were held i.e. (i) May 10, 2011 (ii) July 05, 2011 (iii) October 15, 2011 (iv) February 6, 2012

The details of the meetings attended by members during the year 2011-12 are as follows:

Name of Members	Designation	No. of Meetings	
		Held during the tenure	Attendance
Ms. Madhvi Bhatnagar	Chairman	4	4
Mr. S. K. Dash	Member	4	4

REMUNERATION POLICY

REMUNERATION OF WHOLE TIME DIRECTORS

As already stated above, our Company being a Public Company, the appointment of Directors and payment of their remuneration are decided by Board as per the Articles of Association of the Company. The remuneration paid to whole time directors including the Managing Director was as per the terms and conditions of their appointment.

Details of remuneration of Whole Time Directors of the company during the year 2011-12 are given below:

Name of the Director	Salary	Bonus	Total
Mr. Pradeep Kumar Jindal	12,00,000	--	12,00,000

REMUNERATION OF INDEPENDENT DIRECTORS

The Independent Directors do not have any material pecuniary relationship or transactions with the Company. However, Independent Directors were paid only the sitting fees at a rate fixed by the Board within the limits as prescribed under the Companies Act, 1956 for attending the meetings of the Board/Committees of Directors.

SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE

The Company has set up a Shareholders'/Investors' Grievance Committee of Directors to look into the redressal of the complaints of investors such as delay in transfer of shares, non-receipt of annual reports/dividend/notices etc. The Committee oversees performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services.

Ms. Madhvi Bhatnagar, Independent Director is the chairman of the committee.

The Company Secretary of the company acts as the Secretary to the committee and is also the Compliance Officer of the company.

As on March 31, 2012 the Shareholders'/Investors' Grievance Committee comprised of the following members:

Ms. Madhvi Bhatnagar	Chairman of the Committee
Mr. S. K. Dash	Member

5. GENERAL BODY MEETING

The details of the last three Annual General Meetings of the company are as under:

AGM	Date	Day	Time	Location	Special Resolution
24th	September 14, 2009	Monday	11:00 A.M.	At the Registered office	No Special resolution was Passed.
25th	September 25, 2010	Thursday	11:30 A.M.	At the Registered office	No Special resolution was Passed.
26th	September 30, 2011	Friday	12:30 P.M.	At the Registered office	No Special resolution was Passed.

No special resolution was put through postal ballot during the financial year 2011-12 and none of the business is proposed to be conducted in the ensuing Annual General Meeting through Postal Ballot.

6. DISCLOSURES

(1) The company has not entered into any transaction of material nature with its promoters, the directors or the management, their relatives or its subsidiaries, that may have any potential conflict with the interest of the Company.

(2) The company has complied with all the requirements of the listing agreement with the stock exchanges as well as regulations and guidelines issued by SEBI. Hence neither any penalty nor any stricture has been imposed by SEBI, Stock Exchanges or any other statutory authority on any matter related to capital market during the last three year.

(3) The Company has not adopted any separate "Whistle Blower policy".

(4) The Company has fully complied with all the mandatory requirements prescribed under Clause 49 of the Listing Agreement and has adopted all suggested items to be included in the Report on Corporate Governance.

(5) The company has laid down the procedures to inform the Board about the risk assessment and minimization. The Board of Directors of the company periodically reviews these procedures to ensure that risks are managed through a properly defined framework.

(6) In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) and Companies (Accounting Standards) Rules, 2006 to the extent applicable.

7. MEANS OF COMMUNICATION

The company recognizes communication as a key element of the overall Corporate Governance framework and therefore emphasizes continuous, efficient and relevant communication to all external constituencies. The Company communicates with its shareholders through its annual report, general meeting, newspapers and disclosures through website. Quarterly/ annual financial results are published in one English and Hindi Newspapers in Financial Express and Haribhoomi respectively. The same are also available on the website of the Company, viz. www.focuslimited.in and have also been submitted to stock exchanges.

All important information pertaining to the Company is also mentioned in the Annual Report of the Company containing inter-alia audited accounts, consolidated financial statements, directors' report, auditors' report, report on corporate governance which is circulated to the members and others entitled thereto for each Financial year.

8. CEO/CFO CERTIFICATION

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

9. SHAREHOLDERS INFORMATION

i) Annual General Meeting

Date	Time	Venue
September 18, 2012	12.30 A.M.	104, Mukand House, Commercial Complex, Azadpur, Delhi - 110033

ii) Financial calendar for FY 2011-12

Particulars	Date
Mailing of Annual Reports	27.08.2012
First Quarter results	Mid of August
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

iii) Date of Book Closure

The Register of Members and Share Transfer Books of the Company will remain closed from September 17, 2012 to September 18, 2012 inclusive of both days.

iv) Payment of Dividend

No dividend is recommended for payment.

v) Listing on Stock Exchanges

FIRL shares are listed on the following stock exchanges:

Delhi Stock Exchange(DSE)	Calcutta Stock Exchange(CSE)
Scrip Code:106018	Scrip Code:10016123

The annual listing fees for the financial year 2012-13 have been paid to DSE and CSE.

• Market Price Data for the year 2011 – 2012

DSE

Month	High(Rs)	Low(Rs)	Closing(Rs)
April'11	Not Traded	--	--
May'11	Not Traded	--	--
June'11	Not Traded	--	--
July'11	Not Traded	--	--
August'11	Not Traded	--	--
September'11	Not Traded	--	--
October'11	Not Traded	--	--
November'11	Not Traded	--	--
December'11	Not Traded	--	--
January'12	Not Traded	--	--
February'12	Not Traded	--	--
March'12	Not Traded	--	--

CSE

Month	High(Rs)	Low(Rs)	Closing(Rs)
March'12	Not Traded	--	--

The Company's Share were listed on CSE on 6/3/2012.

vi) 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

10. DISTRIBUTION OF SHAREHOLDING

- Distribution of shareholding as on March 31, 2012.

Number of shares	Number of shareholders	% of shareholders	Total No. of shares	Amount	% of shares
1-5000	262	58.61	7258	72580	0.0595
5001-10000	3	0.67	1800	18000	0.0148
10001-20000	39	8.72	56230	562300	0.4611
20001-30000	9	2.01	23340	233400	0.1914
30001-40000	8	1.79	28000	280000	0.2296
40001-50000	2	0.45	8880	88800	0.0728
50001-100000	36	8.05	236700	2367000	1.9411
100001 & Above	88	19.69	11831991	118319910	97.0297
Total	447	100.00	12194199	121941990	100.0000

- Shareholding pattern as on March 31, 2012

Category	Total no. shares	% to Equity
Promoters & Person acting in concert	7146540	58.61
Public Financial Institution & Govt. Companies	Nil	Nil
Banks, Financial Institutions Mutual Funds	Nil	Nil
Non Resident Indians	Nil	Nil
Bodies Corporate	16116	0.13
Others (Public)	5031543	41.26
Total	12194199	100

11. DEMATERIALIZATION OF SHARES

Number of shares held in dematerialized as on March 31, 2012

Category	No. of shares	% of total capital issued
NSDL	11660804	95.63%
CDSL	533395	4.37%
Total	12194199	100%

12. ADDRESS FOR CORRESPONDENCE

Registered Office:

FOCUS INDUSTRIAL RESOURCES LTD.
 104, Mukand House, Commercial Complex,
 Azadpur, Delhi – 110033

Company Secretary

Ms. Nishtha Handa
 Tel: 011-32229333
 Fax: 011-27676399
 E-mail: csnishthahanda@gmail.com

NON-MANDATORY REQUIREMENTS

The status of non-mandatory requirements of Clause 49 of the Listing Agreement is as follows:

1. 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.
2. Shareholder Rights: The quarterly financial results of the Company are published in leading newspapers as mentioned under the heading "Means and Communication" of the Corporate Governance report and also displayed on the website of the Company. These results are not separately circulated to the shareholders.
3. 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 27th Annual General Meeting of the company.



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, 2012 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 : 24.08.2012



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, 2012, 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, 2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as at 31st March, 2012 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 2012; 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 : 24.08.2012

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 31.03.2012 and Profit & Loss Account for the year ended 31.03.2012, 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 : 24.08.2012



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, 2012)

- (i) (a) The Company has maintained proper records to showing full particulars including quantitative details and situation of fixed assets.
(b) The Company has a program 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) As per the information and explanation given to us during the year, the Company has not disposed off substantial part of the fixed assets that would affect the going concern.
- (ii) The Company is a service company, primarily engaged in lending and investing activities. Accordingly it does not hold any physical inventories. The paragraph 4(ii) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us the Company has neither granted nor taken any loan secured/unsecured to/from Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly provision of clause (iii)(a) to (iii)(g) of paragraph 4 of the Order are not applicable to the Company.
- (iv) 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.
- (v) (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.
- (vi) The Company has not accepted any deposits from the public hence directive issued by the Reserve Bank of India and the provisions 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.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size & nature of its business.
- (viii) According to the information and explanations given to us. The Central Government has not prescribed the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 in respect of activities carried on by the Company. Hence the provision of clause 4(viii) of the Order is not applicable to the Company.
- (ix) (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 at March 31, 2012 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.
- (x) The Company neither has accumulated losses nor has it incurred any cash losses during the current financial year and in the immediately preceding financial year.
- (xi) 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.
- (xii) 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.
- (xiii) The provisions of clause 4(xiii) 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.
- (xiv) 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.
- (xv) To the best of our information the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) 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.
- (xvii) 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.
- (xviii) 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.
- (xix) The Company has not issued any debentures during the year.
- (xx) The Company has not raised any money by public issues during the year.
- (xxi) 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: 24.08.2012



FOCUS INDUSTRIAL RESOURCES LIMITED

Balance Sheet as at 31st March, 2012

(Figures in Rupees)

	Note No.	As at 31/03/2012	As at 31/03/2011
I. EQUITY AND LIABILITIES			
A Shareholders' Funds			
(i) Share Capital	4	121,941,990.00	40,647,330.00
(ii) Reserves and Surplus	5	90,647,101.00	168,140,961.00
		212,589,091.00	208,788,291.00
B Non-Current Liabilities			
(i) Long-term Borrowings	6	25,596,702.00	785,000.00
(ii) Deferred Tax Liabilities (Net)	7	117,417.00	86,042.00
(iii) Other Long-term Liabilities		-	-
(iv) Long-term Provisions	8	681,754.00	-
		26,395,873.00	871,042.00
C Current Liabilities			
(i) Short-term Borrowings		-	-
(ii) Trade Payables		-	-
(iii) Other Current Liabilities	9	437,006.00	294,027.00
(iv) Short-term Provisions	10	359,912.00	628,284.00
		796,918.00	922,311.00
		239,781,882.00	210,581,644.00
II. ASSETS			
A Non-Current Assets			
(i) Fixed Assets			
(a) Intangible Assets		-	-
(b) Tangible Assets	11	2,878,259.00	1,268,085.00
(ii) Non-Current Investments	12	74,314,960.00	54,134,498.00
(iii) Long-term Loans and Advances	13	153,164,766.00	145,860,460.00
(iv) Other Non-Current Assets	14	56,581.00	75,442.00
		230,414,566.00	201,338,485.00
B Current Assets			
(i) Current Investments	15	3,021,882.00	563,265.00
(ii) Inventories		-	-
(iii) Trade Receivables	16	79,525.00	479,487.00
(iv) Cash and Bank Balances	17	6,207,514.00	7,399,796.00
(v) Short-term Loans and Advances		-	-
(vi) Other Current Assets	18	58,395.00	800,611.00
		9,367,316.00	9,243,159.00
		239,781,882.00	210,581,644.00

See accompanying Notes to the Financial Statements 1-32

As per our report of even date attached

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

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

Sd/-
(Pradeep Kumar Jindal)
Managing Director

Sd/-
(Madhavi Bhatnagar)
Director

Sd/-
(Nishtha Handa)
Company Secretary

Place: Delhi
Dated: 24.08.2012



FOCUS INDUSTRIAL RESOURCES LIMITED
Statement of Profit and Loss for the year ended 31st March, 2012

(Figures in Rupees)

	Note No.	Year ended 31/03/2012	Year ended 31/03/2011
I. REVENUES			
(a) Revenue from Operations	19	10,442,157.00	4,817,669.00
(b) Other Income	20	2,166,895.00	49,582.00
Total Revenues		12,609,052.00	4,867,251.00
II. EXPENSES			
(a) Purchases of Shares	21	4,150,159.00	-
(b) Changes in Inventories	22	(2,458,617.00)	-
(c) Employee Benefits Expenses	23	2,014,138.00	1,273,589.00
(d) Finance Costs	24	116,509.00	10,664.00
(e) Depreciation and Amortization	25	252,828.00	98,160.00
(f) Other Expenses	26	3,536,373.00	1,408,806.00
Total Expenses		7,611,390.00	2,791,219.00
III. Profit/ (Loss) before Exceptional and Extraordinary items and Tax		4,997,662.00	2,076,032.00
Exceptional Items		-	-
IV. Profit/ (Loss) before Extraordinary items and Tax		4,997,662.00	2,076,032.00
Extraordinary Items		-	-
V. Profit before Tax		4,997,662.00	2,076,032.00
VI. Tax Expenses:	27		
(a) Current Tax		1,165,487.00	628,284.00
(b) Deferred Tax		31,375.00	6,176.00
Profit/ (Loss) for the period from continuing Operations		3,800,800.00	1,441,572.00
Profit/ (Loss) for the period		3,800,800.00	1,441,572.00
VII. Earnings per Equity Share:	29		
Basic		0.94	1.25
Diluted		0.42	0.35

See accompanying Notes to the Financial Statements 1-32

As per our report of even date attached

For M. M. Goyal & Co.

Chartered Accountants

Firm Reg. no. 007198N

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

Sd/-
(Pradeep Kumar Jindal)
Managing Director

Sd/-
(Madhavi Bhatnagar)
Director

Sd/-
(Nishtha Handa)
Company Secretary

Place: Delhi

Dated: 24.08.2012

FOCUS INDUSTRIAL RESOURCES LIMITED
Cash Flow Statement for the year ended 31st March, 2012

(Figures in Rupees)

A. CASH FLOW FROM OPERATING ACTIVITIES	Year ended 31/03/2012	Year ended 31/03/2011
Profit before Extra Ordinary items Tax	4,997,662.0	2,076,032.00
Adjustment for :		
Depreciation and Amortization Expenses	252,828.00	98,160.00
Impairment Loss/ (Reversal) (Net)	-	-
Employee Stock Option Scheme	-	-
Provisions/ Depreciation on Standard assets and Investments	568,700.00	-
Unrealised Foreign Exchange (Gain)/ Loss (Net)	-	-
Loss/ (Gain) on Derivative transactions (Net)	-	-
Investing Activities (Net)	-	-
Operating profit before working capital changes	5,819,190.00	2,174,192.00
Changes in working Capital:		
Inventories	(2,458,617.00)	-
Trade and other Receivables	(6,577,358.00)	(49,507,087.00)
Trade and other Payables	142,979.00	(27,779,498.00)
Cash generation from Operation	(3,073,806.00)	(75,112,393.00)
Payment of Direct Taxes	(905,575.00)	(445,059.00)
Net Cash generated/ (used) - Operating Activities	(3,979,381.00)	(75,557,452.00)
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of Fixed Assets	(1,844,141.00)	(1,268,059.00)
Sale of Fixed Assets	-	844,469.00
Return of Capital from Subsidiary	-	-
Purchase of shares of Subsidiaries	-	-
Sale of shares of Subsidiaries	-	-
Purchase of Investments	(20,180,462.00)	-
Sale of Investments	-	78,598,543.00
Proceeds/ Repayment of Loans to Body Corporate (Net)	-	-
Interest Received	-	-
Dividend Received	-	-
Net Cash Generated/ (Used) - Investing Activities	(22,024,603.00)	78,174,953.00
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Shares (Net of Expenses)	-	-
Proceeds from Long-term Borrowings	24,811,702.00	-
Repayment of Long-term Borrowings	-	-
Proceeds/ Repayment of Short-term Borrowings (Net)	-	-
Finance Cost Paid	-	-
Hire Purchase Finance taken	-	785,000.00
Net Cash Generated/ (Used) - Financing Activities	24,811,702.00	785,000.00
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)	(1,192,282.00)	3,402,501.00
Add : Opening Cash and Cash Equivalents	7,399,796.00	3,997,295.00
Closing Cash and Cash Equivalents	6,207,514.00	7,399,796.00

As per our report of even date attached

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

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

Sd/-
(Pradeep Kumar Jindal)
Managing Director

Sd/-
(Madhavi Bhatnagar)
Director

Sd/-
(Nishtha Handa)
Company Secretary

Place: Delhi
Dated: 24.08.2012



FOCUS INDUSTRIAL RESOURCES LIMITED

Notes to Financial Statements as at March 31, 2012

1. Background:

Focus Industrial Resources Limited ('the Company') is registered as a Non-Banking Financial Company ('NBFC') AS defined under section 45-IA of the Reserve Bank of India Act, 1934. The company is principally engaged in lending and investing activities.

2. Significant Accounting Policies:

A. Basic of preparation of Financial statements

The accompanying financial statements are prepared and presented under the historical cost convention on the accrual basis of accounting unless otherwise stated and comply with the accounting standard prescribed by the companies (accounting Standards) Rules, 2006 and the relevant provisions of the companies Act, 1956 to the extent applicable.

The company complies in all material respects, with the prudential norms relating to income recognition asset classification and provisioning for bad and doubtful debts and other matters, specified in the directions issued by the Reserve Bank of India in terms of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions 2007 as applicable to it.

B. Use of estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

C. Revenue Recognition:

i) Interest Income:

Interest income is recognized as it accrues on a time proportion basis taking into account the amount outstanding and the rate applicable except in the case of non performing assets ('NPAs') where is recognized, upon realization.

ii) Dividend income:

Dividend income is recognized when the right to received payment is established.

iii) Income from investments:

Profit earned from sale of securities is recognized on trade date basis. The cost of securities is computed based on weighted average basis.

iv) Discount on investments:

The Difference between the acquisition cost and face value of debt instruments are recognized as interest income over the tenor of the instrument on straight line basis.

v) Loan processing fee income:

Loan processing fee income is recognized as and when it becomes due.

vi) Management fee income:

Management fee income toward support services is accounted as and when it becomes due on contractual terms with the parties.

D. Fixed assets

Fixed assets are stated at cost of acquisition less accumulated depreciation and impairment loss if any. Cost includes all expenses incidental to the acquisition of the fixed assets.

E. Depreciation:

Depreciation on straight method over the useful life of assets.

F. Impairment of Assets:

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired: if any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than the carrying amount. The carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss if at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

G. investments:

Investments are classified as long term or current based on intention of the management at the time of purchase.

Current investments are valued scrip wise at cost or fair value whichever is lower.

H. Repossessed assets:

Assets repossessed against the settlement of loans are carried in the balance sheet at outstanding loans amount or market value whichever is lower. The difference between the outstanding loan amount and the market value is charged to statement of profit and loss in the year of repossession of assets.

I. Loan origination/acquit ion cost:

All direct cost incurred for the origination is amortized over the average tenure of the loan.

J. Security of loan given:

Housing loans/loans against property granted are secured by equitable registered mortgage of property and / or undertaking to create secured loans are secured against the hypothecation of respective assets.

K. Borrowing cost:

Borrowing cost: which are directly attributable to the acquisition/ construction of fixed assets, till the time assets are ready for intended use, are capitalized as part of the cost of the assets? Other borrowing costs are recognized as expenses in the year in which they are incurred. Borrowing cost directly attributable to borrowing are expense over the tenure of the borrowing.

L. Earning Per Share:

The basic earning per shares is computed by dividing the net profit/loss attributable to the equity shareholder for the period by the weighted average number of equity shares outstanding during the reported year. Diluted earning per share reflects the potential dilution that could occur if securities or other contract to issue equity shares were exercised or converted during the year. Diluted earning per share is computed by dividing the net profit after tax by weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

In computing dilutive earning per share, only potential equity shares that are dilutive and that reduce profit/increase loss per share are included.

M. Provision for Non-performing Asset (NPA) and Doubtful Debts:

NPA includes loans and advances receivable are identified as bad/doubtful bases on the duration of the delinquency. The duration is set at appropriate levels for each product. NPA provisions are made based on the management assessment of the degree of impairment and the level of provisioning meets the NBFC prudential norms prescribed by the Reserve Bank of India.

N. Provision for standard assets:

Provisions for standard assets are made as per the reserve bank of India notification DNBS.PD.CC NO. 207/03.02.2002/2010-11 dated January 17, 2011.

O. Taxation:

i) Current Tax:

Provision for current tax made after taking into consideration benefit admissible under the provision of the income tax act, 1961. Minimum alternate tax (MAT) credit entitlement is recognized where there is convincing evidence that the same can be realized in future.

ii) Deferred Tax:

The deferred tax charge or credit and the corresponding deferred tax liability or assets are recognized using the tax rate that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future however where there is unabsorbed depreciation or carried forward loss under taxation laws. Deferred tax assets are recognized only if there is virtual certainty or realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/ virtual certain (as the case may be) to be realized.

- The financial statement for the period ended march 31, 2011 had been prepared as per the then applicable. Schedule VI to the companies act, 1956. Consequent to the notification to the Revised Schedule VI under the companies act, 1956, the financial statement for the period ended march 31, 2012 have been prepared as per Revised Schedule VI. Accordingly the previous year's figures does not impact recognition and measurement principle followed for preparation of financial statement.

FOCUS INDUSTRIAL RESOURCES LIMITED
Notes to the Financial Statements as at 31st March, 2012

		Figures in Rupees	
		As at	As at
		31/03/2012	31/03/2011
4 SHARE CAPITAL:			
A. Authorized, Issued, Subscribed and Paid-up Share Capital			
Authorized:			
12500000 (Previous year 5100000) Equity Shares of Rs. 10/- each.		125,000,000	51,000,000
		125,000,000	51,000,000
Issued:			
12194199 (Previous year 4064733) Equity Shares of Rs. 10/- each.		121,941,990	40,647,330
		121,941,990	40,647,330
Subscribed and Paid-up:			
12194199 (Previous year 4064733) Equity Shares of Rs. 10/- each fully paid-up		121,941,990	40,647,330
		121,941,990	40,647,330

B. Reconciliation of Shares outstanding at the beginning and at the end of year are given below:

	2011-12		2010-11	
	Numbers	Amount	Numbers	Amount
Equity Shares outstanding at the beginning of the year	4,064,733	40,647,330	1150000	11,500,000
Add: Bonus Shares Issued during the year	8,129,466	81,294,660	-	-
Add: Allotted due to Amalgamation	-	-	2914733	29,147,330
Equity Shares outstanding at the end of the year	12,194,199	121,941,990	4,064,733	40,647,330

(a). Detail of Equity Shares of ₹ 10/- each fully paid-up issued/ allotted during the year:

	2011-12	2010-11
i. Number of Equity Shares issued and allotted against exercise of Bonus Issue.	8,129,466	-
ii. Number of Equity Shares issued against amalgamation.	-	2,914,733
	8,129,466	2,914,733

C. Detail of shareholder holding more than 5 percent shares of the Company as on reporting date are given below:

Name of shareholder	As at 31/03/2012		As at 31/03/2011	
	Numbers of Shares held	Percentage of Holding	Numbers of Shares held	Percentage of Holding
Anand Kumar Jain	997,500	8.18	332,500	8.18
Renu Jain	997,500	8.18	332,500	8.18
S. K. Jain	1,693,440	13.89	564,480	13.89

D. Detail of shares allotted without payment being received in cash during five years immediately preceding the Balance Sheet date are given below:

	Year ended				
	31/03/2012	31/03/2011	31/03/2010	31/03/2009	31/03/2008
Equity Shares:					
Fully paid up pursuant to contract without payment being received in cash (a)					
Fully paid up by way of bonus shares	8,129,466	-	-	-	-
Fully paid up by way of Amalgamation	-	2914733	-	-	-

		Figures in Rupees	
		As at	As at
		31/03/2012	31/03/2011
5 RESERVES AND SURPLUS:			
Reserves and Surplus consist of the following:			
Special Reserve u/s 45-IC of RBI Act, 1934		1,153,047	392,887
Securities Premium Account		81,294,660	162,589,320
General Reserve		3,604,666	3,604,666
		86,052,373	166,586,873
Surplus i.e. balance in Statement of Profit and Loss - (b)		4,594,728	1,554,088
		90,647,101	168,140,961

(a) Additions and deductions since the last Balance Sheet under each head of Reserve are as under:

		Figures in Rupees			
		As at			As at
		31/03/2011	Additions	Deductions	31/03/2012
Capital Reserve		-	-	-	-
Special Reserve u/s 45-IC of RBI Act 1934		392,887	760,160	-	1,153,047
Securities Premium Account		162,589,320	-	81,294,660	81,294,660
Profit & Loss A/C		1,554,088	3,800,800	760,160	4,594,728
General Reserve		3,604,666	-	-	3,604,666
		168,140,961	4,560,960	82,054,820	90,647,101

(b) Allocations and appropriations in Surplus i.e. balance in Statement of Profit and Loss are as under:

	Figures in Rupees	
	As at 31/03/2012	As at 31/03/2011
Opening Balance	1,554,088	424,694
Add: Profit for the period	3,800,800	1,441,572
	<u>5,354,888</u>	<u>1,866,266</u>
Less: Tax adjustment related to Previous Years	-	29,829
Less: Transfer to Special Reserve u/s 45-IC of RBI Act 1934	760,160	282,349
Closing Balance	<u>4,594,728</u>	<u>1,554,088</u>

6. LONG TERM BORROWINGS:

	Figures in Rupees	
	As at 31/03/2012	As at 31/03/2011
Secured:		
Term Loans:		
From Banks	1,612,466	785,000
Note:- Motor Car Financed by Bank under Hire Purchase		
	<u>1,612,466</u>	<u>785,000</u>
Unsecured:		
Inter Corporate Deposits:		
From Others	23,984,236	-
	<u>23,984,236</u>	<u>-</u>
	<u>25,596,702</u>	<u>785,000</u>

(a) Other Loans and Advances mainly include inter Corporate Deposits from two body Corporates.

(b) Nature of security for secured borrowings are Motor Cars Financed by ICICI Bank.

7. DEFERRED TAX LIABILITIES (NET):

Major components of Deferred Tax arising on account of temporary timing differences are given below:

Deferred Tax Liabilities :

	Figures in Rupees	
	As at 31/03/2012	As at 31/03/2011
Opening Balance	86,042	79,866
Depreciation Expenses	31,375	6,176
Deferred Tax Liability (Net)	<u>117,417</u>	<u>86,042</u>

8 LONG-TERM PROVISIONS:

Long-term Provisions consist of the following:

	Figures in Rupees	
	As at 31/03/2012	As at 31/03/2011
Provision for Standard Assets	382,912	-
Provision for Depreciation on Investment	185,788	-
Other Provisions	113,054	-
	<u>681,754</u>	<u>-</u>

9 OTHER CURRENT LIABILITIES:

Other Current Liabilities consist of the following:

	Figures in Rupees	
	As at 31/03/2012	As at 31/03/2011
Statutory dues Payables	-	24,500
Other Liabilities	437,006	269,527
	<u>437,006</u>	<u>294,027</u>

10 SHORT-TERM PROVISIONS:

Short-term Provisions consist of the following:

	Figures in Rupees	
	As at 31/03/2012	As at 31/03/2011
Proposed Dividends (including Dividend Distribution Tax)	-	-
Provision for Current Tax (Net of Advance Tax)	359,912	628,284
	<u>359,912</u>	<u>628,284</u>

FOCUS INDUSTRIAL RESOURCES LIMITED

Notes to the Financial Statements As at 31st March, 2012

11 : FIXED ASSETS

(Figures in Rupees)

S. NO.	PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		AS AT 01.04.2011	ADDITIONS DURING THE YEAR	DEDUCTIONS/ ADJUSTMENTS	AS AT 31.03.2012	UPTO 31.03.2011	FOR THE YEAR	DEDUCTIONS/ ADJUSTMENTS	UPTO 31.03.2012	AS AT 31.03.2012	AS AT 31.03.2011
1	COMPUTER	473,084	83,850	0	556,934	422,403	56,598	0	479,001	77,933	50,681
2	MOTOR CAR	1,027,215	1,760,291	0	2,787,506	1,871	167,263	0	169,134	2,618,372	1,025,344
3	PHOTOCOPIER	57,000	0	0	57,000	11,589	2,708	0	14,297	42,703	45,411
4	AIR CONDITION	64,000	0	0	64,000	2,787	3,040	0	5,827	58,173	61,213
5	SECURITY SYSTEM	91,744	0	0	91,744	6,308	4,358	0	10,666	81,078	85,436
TOTAL		1,713,043	1,844,141	0	3,557,184	444,958	233,967	0	678,925	2,878,259	1,268,085
Previous Year		1,917,693	1,268,059	1,472,709	1,713,043	993,899	79,299	628,240	444,958	1,268,085	923,794

FOCUS INDUSTRIAL RESOURCES LIMITED

Notes to the Balance Sheet as at 31.03.2012

12 NON CURRENT INVESTMENTS AS AT 31.03.2012

(Long Term unless otherwise stated)

(Figures in Rupees)

As at 31.03.2012	As at 31.03.2011	As at 31.03.2012	As at 31.03.2011
(Number of Shares)			
		QUOTED (Non Trade Investments)	
-	3092	-	281,498.00
		UNQUOTED (Non Trade Investments)	
-	62500	-	12,500,000.00
-	36930	-	3,693,000.00
-	90000	-	9,000,000.00
-	5000	-	500,000.00
-	1000	-	500,000.00
-	1000	-	1,000,000.00
-	5000	-	500,000.00
-	306200	-	9,160,000.00
41180	30000	15,680,000.00	4,500,000.00
250	3500	500,000.00	2,500,000.00
2400	20000	1,200,000.00	10,000,000.00
14230	-	14,230,000.00	-
41000	-	28,700,000.00	-
3000	-	3,000,000.00	-
10000	-	1,000,000.00	-
37800	-	8,505,000.00	-
6818	-	1,499,960.00	-
156678	564222	74,314,960.00	54,134,498.00
TOTAL			
Aggregate amount of Unquoted Investments		74,314,960.00	53,853,000.00
Aggregate amount of Quoted Investments		-	281,498.00
Aggregate market value of Quoted Investments		-	-
Aggregate provision for diminution in value of Investments		185,788.00	-

		Figures in Rupees	
		As at	As at
		31/03/2012	31/03/2011
13 LONG-TERM LOANS AND ADVANCES:			
Long-term Loans and Advances consist of the following:			
Inter corporate loans, advances and deposits:			
Secured, Considered Good		-	-
Unsecured, Considered Good		52,218,589	59,217,891
Other loans and advances :			
Secured, Considered Good		-	-
Unsecured, Considered Good		100,946,177	86,642,569
		<u>153,164,766</u>	<u>145,860,460</u>

		Figures in Rupees	
		As at	As at
		31/03/2012	31/03/2011
14 OTHER NON-CURRENT ASSETS:			
Other non-current Assets consist of the following:			
Unamortized Expenses			
		56,581	75,442
		<u>56,581</u>	<u>75,442</u>

		Figures in Rupees	
		As at	As at
		31/03/2012	31/03/2011
15 CURRENT INVESTMENTS:			
A. Current Investments consist of the following:			
Current Investments:			
Investments in Equity Instruments			
		3,021,882	563,265
		<u>3,021,882</u>	<u>563,265</u>

		Amount in Rupees	
		As at	As at
		31/03/2012	31/03/2011
B.	Aggregate amount and of quoted and unquoted investments and aggregate market value of quoted investments are given below:		
	Aggregate amount of Unquoted Investments	-	-
	Aggregate amount of Quoted Investments	3,021,882	563,265
		<u>3,021,882</u>	<u>563,265</u>

C. Disclosure with regard to investments in bodies corporate are given below:

(a). Current Investments	Face value per Unit	As at 31/03/2012		As at 31/03/2011	
		Numbers	Rupees	Numbers	Rupees
Ajmera Realty & Infra India Ltd		30	3,506	30	3,506
Asrtya Micro Wave Products Ltd		1650	47,300	1,100	47,300
Capital Hotels Ltd		-	-	2,000	10,187
Goldvees Ltd		22	56,566	-	-
IFCI Ltd		53000	2,389,574	-	-
Indian Seamless Ltd		2500	52,800	2,500	52,800
Ispat Industries Ltd		300	3,900	300	3,900
Ispat Industries Preference Ltd		200	697	200	697
Lanco Global Ltd		1000	33,133	3,000	99,400
Lloyds Engineering Ltd		4100	196,885	-	-
Petronet LNG Ltd		20	1,406	20	1,406
Shre Precot Mills Ltd		140	20,598	70	20,598
Spentex Industries Ltd		2000	9,117	1,000	9,117
Tata Tele Ltd		4800	206,400	4,800	206,400
Vip Industries Ltd		-	-	3,092	107,954
		<u>69762</u>	<u>3,021,882</u>	<u>18,112</u>	<u>563,265</u>

D. Current Investments are stated at lower of cost and fair Market Value.

		Figures in Rupees	
		As at	As at
		31/03/2012	31/03/2011
16 TRADE RECEIVABLE:			
Trade Receivables consist of the following:			
Outstanding for a period exceeding six months (from the due date):			
Unsecured, Considered Good		-	479,487
Outstanding for a period less than six months :			
Unsecured, Considered Good		79,525	-
		<u>79,525</u>	<u>479,487</u>

		Figures in Rupees	
		As at	As at
		31/03/2012	31/03/2011
17 CASH AND BANK BALANCES:			
Cash and Bank Balances consist of the following:			
Cash and Cash Equivalents:			
Balance with Banks:			
Current Accounts		1,782,816	5,768,961
Cheques and drafts on hand		-	-
Cash on hand		4,424,698	1,630,835
		<u>6,207,514</u>	<u>7,399,796</u>



		Figures in Rupees	
		As at	As at
		31/03/2012	31/03/2011
18 OTHER CURRENT ASSETS:			
Other Current Assets consist of the following:			
Security Deposit		50,000	50,000
Tax Deducted at Source 10-11		-	750,611
Other Receivables		8,395	-
		58,395	800,611
		Figures in Rupees	
		Year ended	Year ended
		31/03/2012	31/03/2011
19 REVENUE FROM OPERATIONS:			
Revenue from Operations consist of the following:			
Sale of shares		1,694,071	-
Interest		8,685,554	3,995,499
Dividend		62,532	22,170
Commission		-	800,000
Net Revenue from Operations		10,442,157	4,817,669
		Figures in Rupees	
		Year ended	Year ended
		31/03/2012	31/03/2011
20 OTHER INCOME:			
Other Income consist of the following:			
Interest Income:			
On Others		58,449	49,582
Gain/ (Loss) on sale of Investments (Net):			
On Long-term Investments		2,108,446	-
		2,166,895	49,582
(a) Interest Income is gross of tax deducted at source amounting Rs. 805575/- (Previous year Rs. 415230/-)			
(b) Dividend Income on investments include Rs. 62532/- (Previous year Rs. 22170/-) received.			
		Figures in Rupees	
		Year ended	Year ended
		31/03/2012	31/03/2011
21 PURCHASE OF SHARES:			
Name of Scripts	No. of shares		
Goldbees Ltd	22	56,566	-
GTL Ltd	4000	502,536	-
GTL Infrastructure Ltd	8000	138,560	-
IFCI Ltd	53000	2,389,575	-
Lloyds Engineering Ltd.	4100	196,885	-
SEL Manufacturing Co. Ltd	10000	172,488	-
Suzlon Ltd	13000	693,550	-
		4,150,159	-
		Figures in Rupees	
		Year ended	Year ended
		31/03/2012	31/03/2011
22 CHANGES IN INVENTORIES:			
Changes in Inventories consist of the following:			
Opening Inventories:			
Stock of shares		563,265	563,265
Less: Closing Inventories:			
Stock of shares		3,021,882	563,265
		(2,458,617)	-
		Figures in Rupees	
		Year ended	Year ended
		31/03/2012	31/03/2011
23 EMPLOYEE BENEFIT EXPENSES:			
Employee Benefits Expenses consist of the following:			
Salaries and Wages		1,517,748	1,098,789
Medical		68,140	-
Bonus		123,500	-
Employee Welfare		304,750	174,800
		2,014,138	1,273,589
		Figures in Rupees	
		Year ended	Year ended
		31/03/2012	31/03/2011
24 FINANCE COSTS:			
Finance Costs consist of the following:			
Interest Expenses		106,266	-
Bank charges		10,243	10,664
		116,509	10,664

	Figures in Rupees	
	Year ended	Year ended
	31/03/2012	31/03/2011
25 DEPRECIATION AND AMORTIZATION EXPENSES:		
Depreciation	233,967	79,299
Amortization of Amalgamation Expenses	18,861	18,861
	252,828	98,160

	Figures in Rupees	
	Year ended	Year ended
	31/03/2012	31/03/2011
26 OTHER EXPENSES:		
Other Expenses consist of the following:		
Advertisement Expenses	31,460	85,717
Repair & Maintnances	217,661	220,900
Listing & Connectivity Charges	154,077	116,359
Rates and Taxes	10,524	308
Rent	120,000	174,000
Travelling & Conveyance	702,915	143,335
Auditors' Remuneration - (a)	26,500	23,500
A.G.M. Expenses	23,040	18,675
R.O.C. Fee	503,000	-
Provision Standard Loans, & Investments	568,700	-
Books & Brokerage	64,836	22,327
Postage & Telephone	290,926	108,553
Printing & Stationary	135,551	41,415
Petrol	137,537	-
(Gain)/ Loss on F & O	267,594	28,018
Legal & Professional Charges	59,635	23,250
Entertainment Expenses	170,468	91,724
Electricity	48,350	65,365
Commission Paid	-	245,000
Miscellaneous Expenses	3,599	360
	3,536,373	1,408,806
(a). Details of Auditors' Remuneration are as follows:		
Statutory Auditors:		
Audit Fees	23,500	23,500
Tax Audit Fees	3,000	-
	26,500	23,500

	Figures in Rupees	
	Year ended	Year ended
	31/03/2012	31/03/2011
27 TAX EXPENSES:		
Current Tax:		
Current Tax for the year	1,165,487	628,284
	1,165,487	628,284
Deferred Tax:		
Deferred Tax for the year	31,375	6,176
	31,375	6,176

28 SEGMENT REPORTING:
(a) As per 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 & the geographical is in india.

	Figures in Rupees	
	Year ended	Year ended
	31/03/2012	31/03/2011
29 EARNING PER SHARE (EPS):		
Profit/ (Loss) for the period (Rupees)	3,800,800	1,441,572
Weighted average number of shares used in the calculation of EPS:	(No. of Shares)	
Weighted average number of Basic Equity Shares outstanding	4,064,733	1,150,000
Shares issued for no consideration in respect of Bonus Shares	8,129,466	-
Shares issued for no consideration in respect of Amalgamation	-	2,914,733
Weighted average number of Diluted Equity Shares outstanding	9,145,649	4,064,733
Face value of per share	10	10
Basic EPS	0.94	1.25
Diluted EPS	0.42	0.35

30 Information related to Micro, Small and Medium Enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006 (MSME Development Act). There is no due to small scale industrial undertaking which are required to be disclosed as per schedule VI to the Comapnies Act, 1956.

31 RELATED PARTY DISCLOSURES:

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

a) Names of related parties and description of relationship:

Key Management Personnel

Sh. P. K. Jindal Chairman cum Managing Director

Ms. Nishtha Handa Company Secretary

b) Related party transactions:

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



FOCUS INDUSTRIAL RESOURCES LIMITED

NOTE : 32

Disclosure of details as required by para 13 of Non- Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

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	2,55,96,702	NIL

Assets Side:

Outstanding	Amount
(2) Break-up of Loans and Advances [other than those includes in (4) below] :	
(a) Secured	---
(b) Unsecured	15,31,64,766
(3) Break-up of leased Assets and stock on hire and hypothecation Loans counting towards EL/HP activities	NIL
(4) Break-up of Investments: Current Investments:	30,21,882
Long Term investments:	
1. Quoted	NIL
2. Unquoted:	
i) Shares:	7,43,14,960
(a) Equity	

(5) Borrower group-wise classification of loans and advances:

Category provisions	Amount		
	Secured	Unsecured	Total
1. Related parties	---	---	---
2. Other than related parties	---	15,31,64,766	15,31,64,766
(6) 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	7,73,36,842
Total	7,73,36,842

(1) 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

As per our report of even date attached

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

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

Sd/-
(Pradeep Kumar Jindal)
Managing Director

Sd/-
(Madhavi Bhatnagar)
Director

Sd/-
(Nishtha Handa)
Company Secretary

Place: New Delhi
Dated: 24.08.2012



Focus Industrial Resources Limited

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

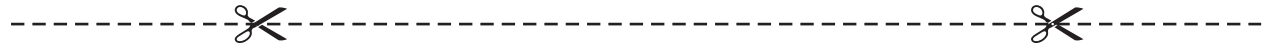
Form of Proxy

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 Seventh Annual General Meeting of the Company to be held on Tuesday , the 18th day of September, 2011 at 12.30 p.m.----- and at any Adjournment thereof.

Signed this _____ day of _____ 2012
 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.

Affix
Revenue
Stamp &
Signature



Focus Industrial Resources Limited

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

Attendance slip

I hereby record my presence at the Twenty Seventh 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.



Focus Industrial Resources Limited

Regd. Off. : 104, Mukand House, Commercial Complex, Azadpur, Delhi 110033
Website : www.focuslimited.in