

29<sup>th</sup> August, 2024

To,  
**BSE Limited**  
Phiroze Jeejeebhoy towers,  
Dalal Street,  
Mumbai-400 001, Maharashtra

**Scrip ID/ Code:** FOCUS/543312

**Sub** : Annual Report together with the Notice of 17<sup>th</sup> Annual General Meeting of the Company for the financial year 2023-2024 in Compliance under Regulation 30 & 34 of SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A of Part -A of Schedule -III & Regulation 34 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, we attach herewith the Annual report for the Financial Year 2023-2024 of the Company together with the Notice of 17<sup>th</sup> Annual General Meeting, scheduled to be held on Monday, 23<sup>rd</sup> September, 2024 at 03:00 PM. at the Registered office of the Company.

The Annual Report together with the Notice is also available on the website of the Company [www.focusbsl.com](http://www.focusbsl.com).

We request you to kindly acknowledge this and update in your records.

Thanking You,

Yours faithfully,

**For FOCUS BUSINESS SOLUTION LIMITED**

**Dinal Kansadwala**  
**Company Secretary & Compliance Officer**  
**ACS No: 65092**

**Encl:** As above



**Focus Business Solution Limited.**

CIN : L74140GJ2006PLC049345

Registered Office : 702 -703, Rajhans Complex, Nr, Nirmal Hospital, Ring Road, Surat - 395002. Tel.: +261 4002823

Web : [www.focusbsl.com](http://www.focusbsl.com) | [focusbsl2006@gmail.com](mailto:focusbsl2006@gmail.com)



Provide Solutions for all Industries



17<sup>TH</sup>

ANNUAL REPORT

2023-2024

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## CORPORATE INFORMATION

Name of the Company	FOCUS BUSINESS SOLUTION LIMITED
CIN	L74140GJ2006PLC049345
Financial year	2023-24
Telephone No.	0261-4002823
Email id	Focusbsl2006@gmail.com
Website	www.focusbsl.com
Registered office	703 Rajhans Complex, NR. Kadiwala School, Ring Road Surat-395002

## BOARD OF DIRECTORS

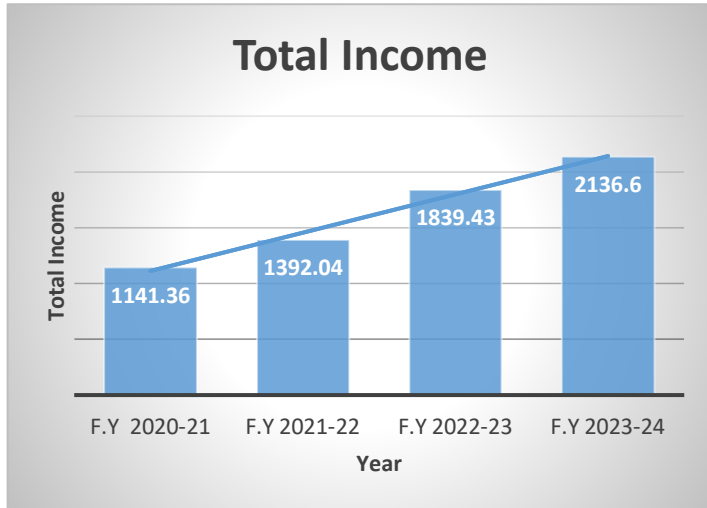
SR. NO	NAME OF THE DIRECTOR	DESIGNATION
1.	Mr. Mohamedamin Mohammad Nathani	Whole Time Director
2.	Mr. Mohamedyaseen Muhammadbhai Nathani	Managing Director & Chairman
3.	Ms. Saba Banu Bawani	Woman-Non-Executive Independent Director
4.	Mr. Pareshkumar Arjanbhai Patel	Non-Executive Independent Director
5.	Mr. Tushar Mohanlal Mistry	Non-Executive Independent Director

Chief Financial Officer	Mr. Mohammed Ilyas Shaikh
Company Secretary and Compliance Officer	Ms. Dinal Alpeshkumar Kansadwala
Statutory auditor	M/s Kansariwala & Chevli , Chartered Accountants
Internal auditor	M/s Jariwala & Associates , Chartered Accountants
Secretarial auditor	M/s D P Master & Associates Practicing Company Secretary
Registrar and share Transfer agent	Purva Sharegistry (India)Private Limited 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai – 400011, Tel: 022 2301 2518 / 8261, Email: support@purvashare.com Website: <a href="http://www.purvashare.com">www.purvashare.com</a>
Banker	ICICI Bank Ltd. Shree Shyam Chambers, Ring Road. STATE BANK OF INDIA Maan Darwaja, Ring Road
Listing Details	BSE Limited: SME Platform W.e.f (13th July, 2021)

## Financials Performance

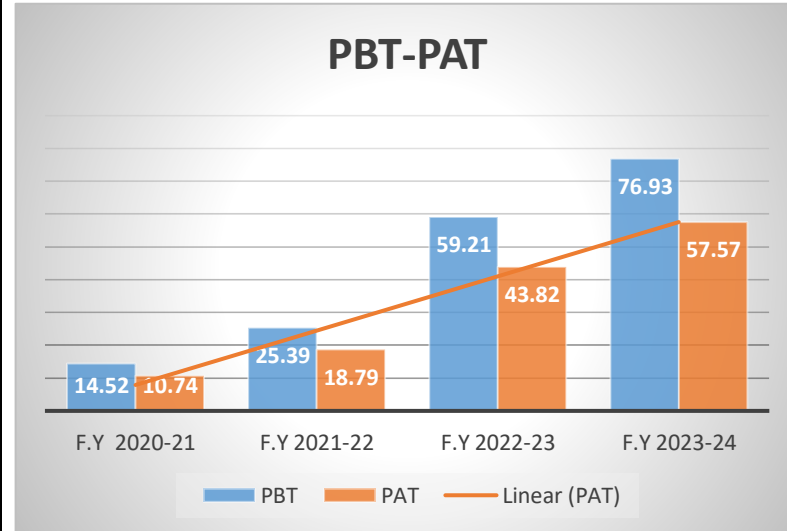
### Total Income (In Lakhs)

Year	F.Y 2020-21	F.Y 2021-22	F.Y 2022-23	F.Y 2023-24
<b>Total Income</b>	<b>1141.36</b>	<b>1392.04</b>	<b>1839.43</b>	<b>2136.60</b>



### Profit before Tax & Profit after Tax (In Lakhs)

Year	F.Y 2020-21	F.Y 2021-22	F.Y 2022-23	F.Y 2023-24
<b>PBT</b>	<b>14.52</b>	<b>25.39</b>	<b>59.21</b>	<b>76.93</b>
<b>PAT</b>	<b>10.74</b>	<b>18.79</b>	<b>43.82</b>	<b>57.57</b>



## NOTICE OF

### 17<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 17<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S FOCUS BUSINESS SOLUTION LIMITED WILL BE HELD ON **MONDAY, AT 23<sup>rd</sup> SEPTEMBER, 2024, AT 03:00 P.M.** AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT **703, RAJHANS COMPLEX, NR. KADIWALA SCHOOL, RING ROAD, SURAT-395002** TO TRANSACT THE FOLLOWING BUSINESS:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2024 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as an **Ordinary Resolution**:
2. To appoint a Director in place of **Mr. Mohamedyaseen Muhammadbhai Nathani (DIN: 02759578)** who retires by rotation and being eligible offered himself for re-appointment, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

#### SPECIAL BUSINESS:

3. **RE-APPOINTMENT OF MR. PARESHKUMAR ARJANBHAI PATEL (DIN: 08712881) AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM.**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

“**RESOLVED** that pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and the Articles of Association of the Company, as well as based on recommendation of the Nomination and Remuneration Committee, **Mr. Pareshkumar Arjanbhai Patel (DIN: 08712881)**, who was appointed as an Independent Director of the Company at Extra Ordinary General Meeting of the Company for a period of five years, i.e., **from February 28, 2020 to February 27, 2025**, (both days inclusive) and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., **from February 28, 2025 to February 27, 2030 (both days inclusive)**.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof ) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

#### 4. RE-APPOINTMENT OF Ms. SABA BANU BAWANI (DIN: 08712681) AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM.

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as **Special Resolution**:

**“RESOLVED that** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and the Articles of Association of the Company, as well as based on recommendation of the Nomination and Remuneration Committee, **Ms. Saba Banu Bawani (DIN: 08712681)**, who was appointed as an Independent Director of the Company at Extra Ordinary General Meeting of the Company for a period of five years, i.e., **from February 28, 2020 to February 27, 2025**, (both days inclusive) and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., **from February 28, 2025 to February 27, 2030 (both days inclusive)**.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof ) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

#### 5. RE-APPOINTMENT OF Mr. TUSHAR MOHANLAL MISTRY (DIN: 08713671) AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM.

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as **Special Resolution**:

**“RESOLVED that** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and the Articles of Association of the Company, as well as based on recommendation of the Nomination and Remuneration Committee, **Mr. Tushar Mohanlal Mistry (Din: 08713671)**, who was appointed as an Independent Director of the Company at Extra Ordinary General Meeting of the Company for a period of five years, i.e., **from February 28, 2020 to February 27, 2025**, (both days inclusive) and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., **from February 28, 2025 to February 27, 2030 (both days inclusive)**.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof ) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**6. APPROVAL FOR AVAILING LOAN(S) CONVERTIBLE INTO EQUITY SHARES:**

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and subject to all such approvals, permissions or sanctions as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board in respect of the financial assistance, including unsecured loans, to be availed from Financial Institutions/Banks/any Bodies Corporate/Directors (hereinafter collectively referred to as the “Lenders”) from time to time aggregating to a sum not exceeding **Rs. 1,00,00,000/- (Rupees One Crore Only)** (“Facilities”) in one or more tranches, such that in the event of request by the Company for restructuring the facilities under the lending arrangements as may be executed between the Lenders and the Company or upon exercise of an option provided/agreed under the lending arrangements, Lenders, may be able to convert the outstanding facilities or part thereof, into equity shares in the Company upon such terms and conditions as may be stipulated in the Loan agreement providing inter-alia the provision of such conversion as hereinbefore mentioned and subject to applicable laws.

**RESOLVED FURTHER THAT** either up on the acceptance of the option provided by the Company to the Lenders to convert Facilities into equity shares of the Company or on receipt of notice from the Lenders exercising the option of conversion of Facilities into equity shares in terms of the lending arrangements, for the conversion of Facilities (or part thereof), the Board be and is hereby authorised to do all such acts, deeds and things as the Board may think necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

**RESOLVED FURTHER THAT** the equity shares to be allotted and issued to such Lenders, either pursuant to the request forwarded by the Company for conversion of the existing Facilities (either in full or in part) or upon the right of conversion exercised by the Lenders, shall rank pari passu in all respects with the then existing equity shares in the Company and be listed on the stock exchange(s) where the existing shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things, execute all such documents, instruments and writings and give such directions as may be deemed necessary or expedient, to give effect to this resolution.”

**By the order of the Board of Directors  
FOR FOCUS BUSINESS SOLUTION LIMITED**

Sd/-

**Mr. Mohamedyaseen Muhammadbhai Nathani  
Managing Director & Chairman  
DIN: 02759578**

**Date : 22<sup>nd</sup> August, 2024**

**Place : Surat**

**Registered office: 703 Rajhans Complex,**

**Nr. Kadiwala School,**

**Ring Road Surat-395002**



NOTES:THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

1. The Annual General Meeting will be held at the said venue by strictly adhering to the Social Distancing Norms and other Safety Protocols including face masks, hand sanitization, Infrared Thermometer etc. as per the latest guidelines/advisories/SOP's issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

*Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.*

3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the details relating to the special business to be transacted at the Annual General Meeting, is also annexed to this notice.
5. Pursuant to the provision of Section 91 of the Companies Act, 2013, the Company has fixed **Monday, September 16, 2024 as the Record Date (i.e cutoff date)** for taking records of the Members of the Company for the purpose of 17<sup>th</sup> Annual General Meeting.
6. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 AM to 3:00 PM up to the date of conclusion of AGM.
7. Members/Proxies should bring the attendance slip duly filled in and signed for attending the AGM. Duplicate attendance slip will not be provided at the hall.
8. As per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the brief profile of the Directors including those proposed to be re-appointed is annexed to this Notice.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DEMAT account.
10. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company, ten days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.

11. Members can inspect the register of Director and Key Managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the AGM at the venue.
12. All transfer deeds, requests for change of address, bank particulars/mandates/ECS mandates, PAN in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
13. Members are requested to bring their copy of Annual Report to the AGM. Members/ Proxies should bring the attendance slip duly filled in and signed for attending the AGM.
14. In case of the joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant (s).
16. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail IDs with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. Further in consonance with the MCA Circulars and the SEBI Circular dated May 12, 2020, The Notice of AGM and the Annual Report for the Financial Year 2023-2024 is being sent only through electronic mode to all the Shareholders. The Notice of AGM and the copies of audited financial statements, Board's Report, Auditor's Report etc. will also be displayed on Company's website [www.focusbsl.com](http://www.focusbsl.com) and on the website of Bombay Stock Exchange (BSE) [www.bseindia.com](http://www.bseindia.com). As per the green initiative taken by Ministry of Corporate Affairs, all the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.
17. **E- VOTING PROCESS:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in pursuance to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 your Company is pleased to provide members facility to exercise their right to vote at the 17<sup>th</sup> Annual General Meeting by electronic means and business may be transacted through e-voting services provided by Purva Sharegistry (India) Private Limited.

It is hereby clarified that it is not mandatory for a member to vote using the E-voting facility and a member may avail of the facility at his/her discretions, subject to compliance with the instruction for E-Voting given below. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company may order a poll on his own motion in terms of Section 109 of the Companies Act, 2013 for the businesses specified in the accompanying notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

The Company has approached Purva Sharegistry (India) Private Limited for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://evoting.purvashare.com/> or <http://www.focusbsl.com> .

The remote e- voting facility will be available during the following voting period:

Commencement of remote e- voting	Thursday, September 19, 2024 at 10:00 A.M
End of remote e- voting	Sunday, September 22, 2024 at 5.00 P.M

During this period shareholders of the Company, holding shares as on **the cut-off date i.e. Monday, September 16, 2024** may cast their vote electronically. The remote e-voting module shall be disabled by Purva Sharegistry (India) Private Limited for voting thereafter. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company **as the cut-off date i.e. Monday, September 16, 2024**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares **as of the cut-off date i.e. Monday, September 16, 2024**, may obtain the login ID and password by sending a request at [evoting@purvashare.com](mailto:evoting@purvashare.com). The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository.</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> </ol>

	<ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact toll free no. 1800 22 55 33

**Step 2 : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

**(i) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1. The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
2. Click on “Shareholder/Member” module.
3. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example if folio number is 001\*\*\* and EVENT is 8 then user ID is 8001\*\*\*
4. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

5. If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVENT NO. For **Focus Business Solution Limited** on which you choose to vote.
- (v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (vi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (vii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

**(ix) Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [focusbsl2006@gmail.com](mailto:focusbsl2006@gmail.com), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

**Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Shareregistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-35220056.

ANNEXURE TO NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE "ACT")**

The following Statement sets out all material facts relating to the Ordinary/Special Business mentioned in the Notice:

**ITEM NO. 3: RE-APPOINTMENT OF MR. PARESHKUMAR ARJANBHAI PATEL (DIN: 08712881) AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM.**

The following Statement sets out the material facts relating to the Special Business item no. 3 as mentioned in the Notice:

**Mr. Pareshkumar Arjanbhai Patel (DIN: 08712881)** is currently an Independent Director of the Company and Chairman of Stakeholders Relationship Committee.

**Mr. Pareshkumar Arjanbhai Patel** was appointed as an Independent Director of the Company by the Members at the Extra Ordinary General Meeting of the Company held on July 25, 2020 for a period of five (5) consecutive years commencing from **February 28, 2020 to February 27, 2025**, and is eligible for re-appointment for a second term on the Board of the Company.

The NRC, taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation has recommended to the Board that **Mr. Pareshkumar Arjanbhai Patel's** qualifications and the rich experience of over the years in the above mentioned areas meets the skills and capabilities required for the role of Independent Director of the Company and his continued association would be of immense benefit to the Company.

Based on the recommendation of the NRC, the Board of Directors at its Meeting held on August 22, 2024, has proposed the re-appointment of **Mr. Pareshkumar Arjanbhai Patel** as an Independent Director of the Company for a second term commencing from **February 28, 2025 to February 27, 2030 (both days inclusive)**, not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Pareshkumar Arjan Bhai Patel holds a Bachelor of Commerce degree in Business Management and Information Systems from Gujarat University, earned in 2000. With professional expertise in information technology and management, Mr. Patel has established a significant presence in the IT industry. Since March 2006, he has been self-employed, serving as the head of Hardware & Technology Services at Falcon Computech. His extensive experience and knowledge in the field make him a valuable asset to Focus Business Solution Limited as an independent director.

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from **Mr. Pareshkumar Arjanbhai Patel** confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority regarding appointment of Directors by the listed companies.

Further **Mr. Pareshkumar Arjanbhai Patel** has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

**Mr. Pareshkumar Arjanbhai Patel** has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent



Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). **Mr. Pareshkumar Arjanbhai Patel** has completed online proficiency self-assessment test conducted by IICA.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of **Mr. Pareshkumar Arjanbhai Patel** as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 3 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except of **Mr. Pareshkumar Arjanbhai Patel** is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations is annexed to this Notice.

#### **ITEM NO. 4 RE-APPOINTMENT OF Ms. SABA BANU BAWANI (DIN: 08712681) AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM.**

The following Statement sets out the material facts relating to the Special Business item no. 4 as mentioned in the Notice:

**Ms. Saba Banu Bawani (DIN: 08712681)** is currently an Independent Director of the Company and Member of Audit, Nomination and Remuneration and Stakeholders Relationship Committee.

**Ms. Saba Banu Bawani (DIN: 08712681)** was appointed as an Independent Director of the Company by the Members at the Extra Ordinary General Meeting of the Company held on July 25, 2020 for a period of five (5) consecutive years commencing from **February 28, 2020 to February 27, 2025**, and is eligible for re-appointment for a second term on the Board of the Company.

The NRC, taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation has recommended to the Board that **Ms. Saba Banu Bawani (DIN: 08712681)**'s qualifications and the rich experience of over years in the above mentioned areas meets the skills and capabilities required for the role of Independent Director of the Company and her continued association would be of immense benefit to the Company.

Based on the recommendation of the NRC, the Board of Directors at its Meeting held on August 22, 2024, has proposed the re-appointment of **Ms. Saba Banu Bawani (DIN: 08712681)** as an Independent Director of the Company for a second term commencing from **February 28, 2025 to February 27, 2030 (both days inclusive)**, not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Ms. Saba Banu Bawani is a B.S.C graduate from Gujarat University, where she specialized in Agriculture (Agronomy), Forestry, and Veterinary Science, completing her degree in 2020. With professional expertise in academics and agriculture, Ms. Bawani has been imparting knowledge as a high school teacher since March 2019. Her dual experience in education and agriculture brings a unique perspective to her role as an independent director at Focus Business Solution Limited, where she contributes to the company's strategic vision and growth.

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from **Ms. Saba Banu Bawani (DIN: 08712681)** confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). She has also confirmed that she is not debarred from holding

the office of Director by virtue of any SEBI Order or any such authority regarding appointment of Directors by the listed companies.

Further **Ms. Saba Banu Bawani (DIN: 08712681)** has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of **Ms. Saba Banu Bawani** as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 4 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except of **Ms. Saba Banu Bawani** is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations is annexed to this Notice.

#### **ITEM NO. 5: RE-APPOINTMENT OF MR. TUSHAR MOHANLAL MISTRY (DIN: 08713671) AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM.**

The following Statement sets out the material facts relating to the Special Business item no. 5 as mentioned in the Notice:

**Mr. Tushar Mohanlal Mistry (DIN: 08713671)** is currently an Independent Director of the Company and Chairman of Audit Committee and Nomination and Remuneration Committee meeting.

**Mr. Tushar Mohanlal Mistry (DIN: 08713671)** was appointed as an Independent Director of the Company by the Members at the Extra Ordinary General Meeting of the Company held on July 25, 2020 for a period of five (5) consecutive years commencing from **February 28, 2020 to February 27, 2025**, and is eligible for re-appointment for a second term on the Board of the Company.

The NRC, taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation has recommended to the Board that **Mr. Tushar Mohanlal Mistry's** qualifications and the rich experience of over years in the above mentioned areas meets the skills and capabilities required for the role of Independent Director of the Company and his continued association would be of immense benefit to the Company.

Based on the recommendation of the NRC, the Board of Directors at its Meeting held on August 22, 2024, has proposed the re-appointment of **Mr. Tushar Mohanlal Mistry (DIN: 08713671)** as an Independent Director of the Company for a second term commencing from **February 28, 2025 to February 27, 2030 (both days inclusive)**, not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Tushar Mohanlal Mistry completed his H.S.C. from Gujarat in 1994, majoring in Information Technology. With professional expertise in IT and marketing management within the industrial sector, Mr. Mistry has been self-employed as a Design Computer Operator at Samana Times since January 2017, working in the newspaper and advertisement industry. His extensive experience in both information technology and marketing management makes him a valuable addition to the board of Focus Business Solution Limited as an independent director, where he leverages his skills to support the company's objectives.

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from **Mr. Tushar Mohanlal Mistry** confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority regarding appointment of Directors by the listed companies.

Further **Mr. Tushar Mohanlal Mistry (DIN: 08713671)** has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

**Mr. Tushar Mohanlal Mistry (DIN: 08713671)** has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). **Mr. Tushar Mohanlal Mistry (DIN: 08713671)** has completed online proficiency self-assessment test conducted by IICA.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of **Mr. Tushar Mohanlal Mistry** as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except of **Mr. Tushar Mohanlal Mistry** is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations is annexed to this Notice.

#### **ITEM NO. 6: APPROVAL FOR AVAILING LOAN(S) CONVERTIBLE INTO EQUITY SHARES.**

The following Statement sets out the material facts relating to the Special Business item no. 6 as mentioned in the Notice:

Pursuant to Section 62(3) of the Companies Act, 2013, to enable the Company to raise loans to be converted into equity shares of the Company, the Company is required to pass Special Resolution prior to the raising of such loans.

With a view to expansion of Business and meet its working capital requirements of the Company, Management of the Company desires to raise loans from the various types of lenders to be converted into equity shares of the Company. The Board of Directors in their meeting held on 22.08.2024 accorded approval for conversion of any loan that the Company may borrow from Various Lenders via Loan Agreement executed/ to be executed by the Company upto amount of Rs. 1,00,00,000/ (Indian Rupees One Crore only) in one or more tranches, and such loan can be converted into the Equity Shares of the Company at a later date, at the option of the Lenders, upon such terms and conditions as may be deemed appropriate by the Board and as stipulated in the Loan Agreement at a price will be decided at the time of conversion. This would provide an enabling option to the Various Lenders, to convert the whole or any part of such outstanding loans into fully paid up Equity Shares of the Company.

Accordingly, the Board recommends the resolution as set forth in the item no. 6 of the Notice, for the consideration and approval of the Members of the Company as Special Resolution, to enable the Company to raise loans from Various types of Lenders, the whole or part of their respective outstanding loans into the fully paid Equity Shares of the Company, at their option, upon such terms and conditions as may be deemed appropriate by the Board and/or as stipulated in the Loan Agreement.

**By the order of the Board of Directors  
FOR FOCUS BUSINESS SOLUTION LIMITED  
Sd/-**

**Mr. Mohamedyaseen Muhammadbhai Nathani  
Managing Director & Chairman  
DIN: 02759578**

**Date: 22<sup>nd</sup> August, 2024**

**Place : Surat**

**Registered office: 703 Rajhans Complex,  
Nr. Kadiwala School,  
Ring Road Surat-395002**

**ANNEXURE I: DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS**

As required under regulation 36(3) of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards;

Name of Director	Mr. Mohamedyaseen Muhammadbhai Nathani	Mr. Pareshkumar Arjanbhai Patel	Mr. Tushar Mohanlal Mistry	Ms. Saba Banu Bawani
DIN	02759578	08712881	08713671	08712681
Designation	Chairman & Managing Director	Independent Director	Independent Director	Independent Director
Date of birth	14/07/1977	16/03/1979	23/10/1976	22/02/2000
Date of first appointment	Since Incorporation	February 2, 2020	February 2, 2020	February 2, 2020
Nationality	Indian	Indian	Indian	Indian
Qualification	B. Com	B.Com in Business Management and Information Systems	H.S.C	B.S.C
Brief Resume	<p>Mr. Mohamedyaseen Muhammadbhai Nathani, aged 45 years, is the Promoter and Managing Director of our Company. He holds Bachelor degree in Commerce. He is on Board of Company since incorporation i.e. 10th November, 2006. He has an experience of more than 20 years in business management. He looks after of routine operational activities of our Company. With his multifunctional experience, he guides company in growth strategies and lighting the company in increasing its scale in leaps and bounds. He is responsible for the overall operations of the Company.</p>	<p>Mr. Pareshlumar Arjan Bhai Patel holds a Bachelor of Commerce degree in Business Management and Information Systems from Gujarat University, earned in 2000. With professional expertise in information technology and management, Mr. Patel has established a significant presence in the IT industry. Since March 2006, he has been self-employed, serving as the head of Hardware &amp; Technology Services at Falcon Computech. His extensive experience and knowledge in the field make him a valuable asset to Focus Business Solution Limited as an independent director.</p>	<p>Mr. Tushar Mohanlal Mistry completed his H.S.C. from Gujarat in 1994, majoring in Information Technology. With professional expertise in IT and marketing management within the industrial sector, Mr. Mistry has been self-employed as a Design Computer Operator at Samana Times since January 2017, working in the newspaper and advertisement industry. His extensive experience in both information technology and marketing management makes him a valuable addition to the board of Focus Business Solution Limited as an independent director, where he leverages his skills to support the company's objectives.</p>	<p>Ms. Saba Banu Bawani is a B.S.C graduate from Gujarat University, where she specialized in Agriculture (Agronomy), Forestry, and Veterinary Science, completing her degree in 2020. With professional expertise in academics and agriculture, Ms. Bawani has been imparting knowledge as a high school teacher since March 2019. Her dual experience in education and agriculture brings a unique perspective to her role as an independent director at Focus Business Solution Limited, where she contributes to the company's strategic vision and growth.</p>

Expertise in specific functional areas	More than 22 Years in in the field of collection services business	More than 10 years' experience in the field of Hardware and Software consultancy service	More than 8 years' experience in information technology and marketing management	More than 4 years' experience in academics and agriculture
skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Strong leadership, strategic vision, and industry expertise, all met by the candidate's proven experience.	Strategic oversight and governance, well-supported by the candidate's experience.	Governance and strategic insight, aligned with the candidate's proven background	Expert governance and oversight, matched by the candidate's solid experience.
disclosure of relationships between directors inter-se	Other Executive director is related to Mr. Mohamedyaseen Nathani	Mr. Pareshkumar Arjanbhai is not related to any of the Directors of the Company.	Mr. Tushar Mohanlal Mistry is not related to any of the Directors of the Company.	Ms. Saba Banu Bawani is not related to any of the Directors of the Company.
Directorship held in other public Companies	NIL	NIL	NIL	NIL
Membership/Chairmanship of committees of other listed companies	NIL	NIL	NIL	NIL
Number of shares held in the Company	22,53,000 equity shares	NIL	NIL	NIL
shareholding of non-executive directors	NIL	NIL	NIL	NIL

**By the order of the Board of Directors  
FOR FOCUS BUSINESS SOLUTION LIMITED  
Sd/-**

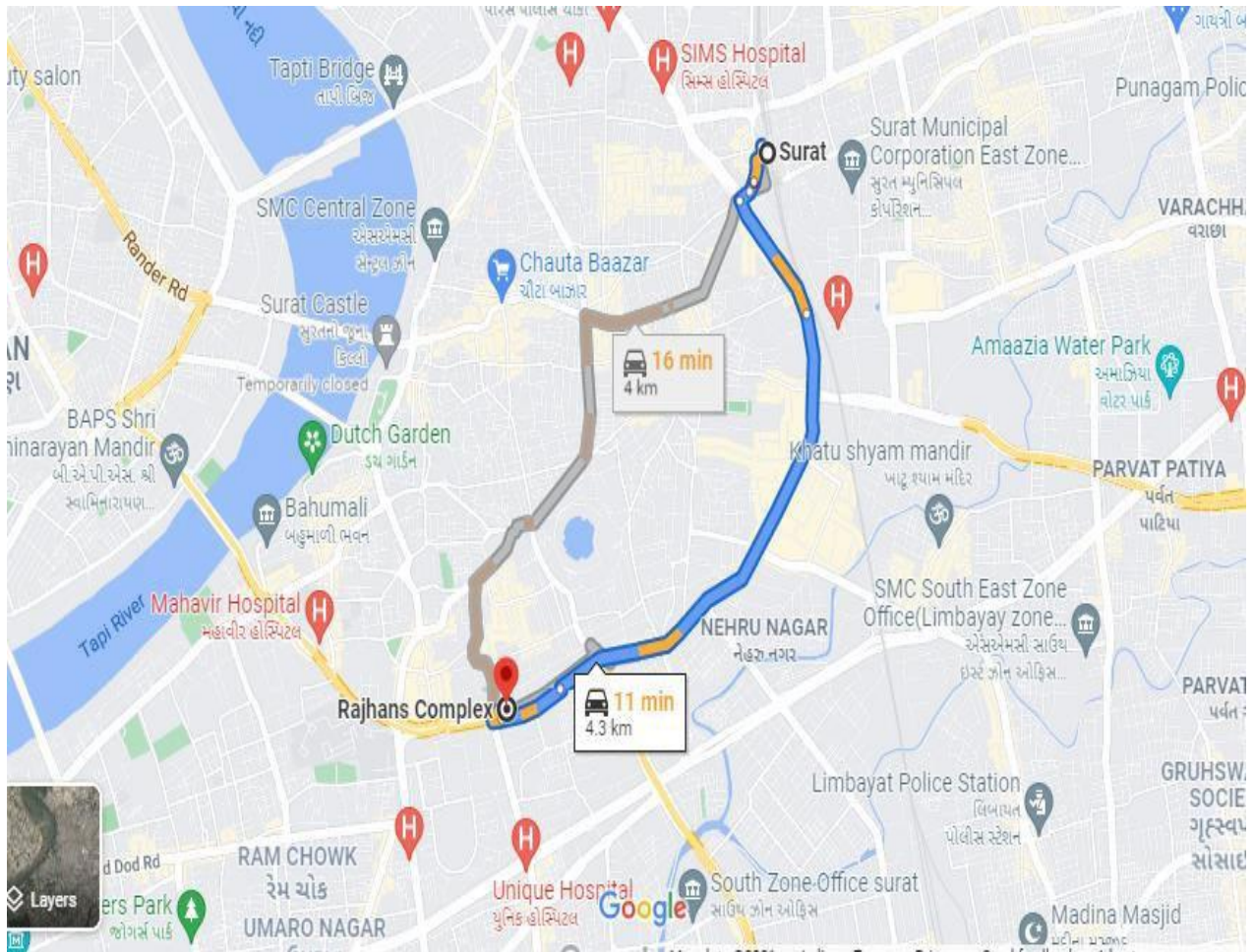
**Mr. Mohamedyaseen Muhammadbhai Nathani  
Managing Director & Chairman  
DIN: 02759578**

**Date: 22<sup>nd</sup> August, 2024**

**Place : Surat**

**Registered office: 703 Rajhans Complex,  
Nr. Kadiwala School,  
Ring Road Surat-395002**

**ROUTE MAP (VENUE OF ANNUAL GENERAL MEETING):**



**DIRECTORS' REPORT**

To  
The Members,  
Focus Business Solution Limited

The Board of Directors has pleasure in presenting herewith their 17<sup>th</sup> Annual Report together with the Audited Accounts of your Company for the year ended 31<sup>st</sup> March 2024.

**FINANCIAL PERFORMANCE**

- a) The Company's financial performance during the year ended 31st March 2024 compared to the previous financial year is summarized below:

Particulars	For the Financial Year Ended 31st March, 2024 (In lakhs)	For the Financial Year Ended 31st March, 2023 (In lakhs)
Revenue from operations	2134.67	1836.47
Other Income	1.63	2.96
(less) Total Expense	2059.37	1780.22
Profit Before Depreciation and finance cost	123.42	105.54
Depreciation	46.64	45.37
Finance Cost	0.39	0.96
Profit/(Loss) before Tax	76.39	59.21
Income Tax Expense	20.72	17.57
Deferred tax	(1.36)	(2.18)
Profit/ (Loss) After Tax	57.57	43.82

**PRIMARY BUSINESS & OPERATION OF THE COMPANY**

The Company is engaged in the business of debt collection services for Banks, NBFC and financial institutions. Company entered into the agreements with India’s leading Banks, Financial Institutions and Non-Banking Financial companies to act as authorised recovery/collection agents on behalf of them. The Company’s strategically is based on aging of delinquent account with emphasis of traditional methods such as tele-calling and field visits.

The Company achieved the Revenue from Operations of 2134.67 Lakhs during the financial year ended on 31st March, 2024 as against Rs. 1836.47 Lakhs achieved during the previous year ended on 31st March, 2023.

During the year Company incurred Net Profit of Rs. 57.57 Lakhs during the financial year ended on 31st March, 2024 as against Net Profit of Rs. 43.82 Lakhs during the previous year ended on 31st March, 2023.

**TRANSFER TO RESERVES:**

The Company has not transfer any amount to the General Reserve Account during the financial year ended 31st March, 2024.



**SUBSIDIARIES AND ASSOCIATE COMPANIES:**

The Company does not have any subsidiary or joint venture or Associate Company.

**SHARE CAPITAL****Authorized Share Capital**

The authorized share capital of the company is increased from Rs. 2,30,00,000 divided into 23,00,000 equity shares of Rs. 10 each to Rs.7,50,00,000 divided into 75,00,000 equity shares of Rs. 10 each wide Annual general meeting held on dated 29<sup>th</sup> July, 2023.

**Paid-up Share Capital**

The paid up share capital of the Company is increased from Rs. 2,22,20,000 divided into 22,22,000 Equity shares of Rs. 10 each to Rs. 4,59,96,000 divided into 45,99,600 Equity shares of Rs. 10 each.

- **BONUS ISSUE**

The Company, following the approval of shareholders granted on July 29, 2023, has issued 17,76,000 (Seventeen Lakh Seventy-Six Thousand) bonus equity shares of Rs. 10 each. These shares were duly allotted during the Board meeting held on August 24, 2023.

- **EMPLOYEES STOCK OPTION PLAN:**

Company has implemented Focus Business Solution Limited- Employees stock Option Scheme 2023 (“FBSL ESOS 2023”) upon the approval of shareholders on July 29, 2023. The FBSL ESOS 2023 Scheme is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014 (‘SBEB Regulations’).

- **PREFERENTIAL ISSUE OF EQUITY SHARES**

The Company, following the approval of shareholders granted on March 23, 2024, has issued 6,00,000 (Six Lakhs) equity shares of face value Rs.10/- each, at an issue price of of Rs. 33.60/- (Rupees Thirty-Three and Sixty paise only) including premium of Rs.23.60/-(Rupees Twenty-Three and Sixty paise only) per Equity Share, aggregating to Rs.2,01,60,000/- (Rupees Two Crore One Lakh Sixty Thousands Only) for cash consideration on a preferential basis. These shares were duly allotted during the Board meeting held on April 2, 2024 upon the receipt of in principle approval from BSE vide letter dated April 1, 2024.

**LISTING FEES**

The Company has paid Listing Fees for the Financial Year 2023-24 to the Stock Exchange, where its Equity Shares are listed.

**DIVIDEND**

The Board of Directors of your Company, after considering holistically the relevant circumstances, has decided not to declare dividend and to retain the profits generated during the financial year for the future growth and stability of the Company.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

- A. Conservation of energy and technology absorption:** Conservation of energy continues to receive increased emphasis and steps are being taken to reduce the consumption of energy at all levels. The Company has taken steps to conserve energy in its office use, consequent to which energy consumption had been minimized. No additional Proposals/ Investments were made to conserve energy. Since the Company has not carried on industrial activities, disclosure regarding impact of measures on cost of production of goods, total energy consumption, etc, is not applicable. Therefore provision of section 134(m) is not applicable to the company.
- B. Foreign Exchange Earnings and Outgo:** There were no foreign exchange earnings and outgoing for the year ended as on 31st March, 2024.

**DIRECTORS****a) Appointment/Cessation:****Re appointment of independent directors:**

The Board of Directors has proposed the re-appointment of the following Independent Directors for their second term, effective from February 28, 2025, to February 27, 2030 (both days inclusive), at the ensuing Annual General Meeting (AGM):

1. Mr. Pareshkumar Arjanbhai Patel
2. Mr. Tushar Mohanlal Mistry
3. Ms. Saba Banu Bawani

**b) Retires by rotation**

In accordance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company Mr. Mohamedyaseen Muhammadbhai Nathani (DIN: 02759578), Managing Director, retires by rotation at the ensuing Annual General Meeting ('AGM') and being eligible, offers himself for re-appointment.

**c) Key managerial personal**

The following persons were designated as Key Managerial Personnel as on 31.03.2024:

1. Mr. Mohamedyaseen Muhammadbhai Nathani - Managing Director & Chairman
2. Mr. Mohamedamin Mohammad Nathani - Whole Time Director
3. Mr. Mohammed Ilyas Shaikh – Chief Financial Officer
4. Ms. Dinal Kansadwala - Company Secretary & Compliance officer

The company has complied with the requirements of having Key managerial Personnel as per provisions of section 203 of the companies Act, 2013.

**d) Declaration given by the Independent Directors**

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereinafter referred to as 'Listing Regulations'. In the opinion of the Board, they fulfil the conditions of independence as specified in the Act and the Listing Regulations and are independent of the management. Further, the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

**e) Directors' Responsibility Statement:**

Pursuant to sub-section (5) of Section 134 of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained / received from the operating Management, your Directors make the following statement and confirm that

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis;
- e. the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

During the year under review, the Company has not developed the policy on Corporate Social Responsibility as the Company does not fall under the prescribed classes of Companies mentioned under section 135(1) of the Companies Act, 2013.

**DISCLOSURE ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace.

The Company has not received any complaint on sexual harassment in FY 2023-24.

**GOVERNANCE/SECRETARIAL****Corporate Governance Report**

Since the Company has listed its securities on SME platform of BSE Limited during the year under review, the provisions of Corporate Governance as specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to the Company for the financial year ended 31st March, 2024.

**BUSINESS RESPONSIBILITY REPORT**

Business Responsibility report is not applicable to the Company for the financial year ended 31st March, 2024.

**BOARD MEETINGS**

The Board of Directors (herein after called as “the Board”) met for Ten times during the Year under review:

Sr. No.	Date of Meeting	Board strength	No. Of Directors Present
1	01.05.2023	05	04
2	23.05.2023	05	05
3	05.07.2023	05	05
4	24.08.2023	05	05
5	15.09.2023	05	04
6	04.11.2023	05	05
7	11.11.2023	05	05
8	06.01.2024	05	05
9	23.01.2024	05	04
10	22.02.2024	05	05

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

**COMMITTEES OF BOARD:**

During the year under review, your Directors have constituted wherever required, the following committees of the Board in accordance with the requirements of the Companies Act, 2013. The composition, terms of reference and other details of all the Board level committees have been elaborated in the report.

**I. Audit Committee:**

The Committee was constituted on 22<sup>nd</sup> July, 2020 and it consists of 3 (Three) Non-Executive Independent Directors, all three directors are Independent Directors. The Chairman of the Committee is an Independent Director. The Composition of the Committee and Attendance of the members are as under:

Sr No.	Name of the Members	Designation	Number of Meeting entitled	Number of meeting attended
1.	Mr. Tushar Mohanlal Mistry	Chairman (Independent Director)	5	5
2.	Mr. Pareshkumar Arjanbhai Patel	Member (Independent Director)	5	5
3.	Ms. Saba Banu Bawani	Member (Independent Director)	5	5

During the year, 5 meetings of the Audit Committee were held during the financial year 2023-24 on following dates:

23.05.2023, 05.07.2023, 24.08.2023, 04.11.2023 and 22.02.2024

Requisite quorum was present during the meetings.

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management’s financial reporting process, to ensure accurate and timely disclosures, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the management, the Statutory Auditors, Internal Auditor, the Cost Auditor, the Secretarial Auditor and notes the processes and safeguards employed by each of them.

The Composition and the Terms of Reference of the Audit Committee is as mentioned in the provisions of Section 177 of the Companies Act, 2013 as amended from time to time.

**II. Nomination and Remuneration Committee:**

The Committee was constituted on 22<sup>nd</sup> July, 2020 and it consists of 3 (three) non-executive Directors, all three directors are Independent Directors. The Chairman of the Committee is an Independent Director. The Composition of the Committee and Attendance of the members are as under is as under:

Sr No.	Name of the Members	Designation	Number of Meeting entitled	Number of meeting attended
1	Mr. Tushar Mohanlal Mistry	Chairman (Independent Director)	6	6
2	Mr. Pareshkumar Arjanbhai Patel	Member (Independent Director)	6	6
3	Ms. Saba Banu Bawani	Member (Independent Director)	6	6

During the year, 6 meetings of the Nomination and Remuneration Committee were held during the financial year 2023-24 on following dates:

29.06.2023, 24.08.2023, 26.10.2023, 11.11.2023, 06.01.2024 and 22.02.2024

Requisite quorum was present during all the meetings.

The primary objective of the Nomination and Remuneration Committee (“NRC”) is to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down including

remuneration payable to the senior management, recommend to the Board their appointment and carry out evaluation of every director’s performance.

The Composition and the Terms of Reference of the nomination & Remuneration Committee is as mentioned in the provisions of Section 178 of the Companies Act, 2013 as amended from time to time.

**III. Stakeholders’ Relationship Committee:**

The Committee was constituted on 22nd July, 2020 and it consists of 3 (three) Directors, all three directors are Independent Directors. The Chairman of the Committee is an Independent Director; The Composition of the Committee and Attendance of the members are as under is as under:

Sr. No.	Name of the Members	Designation	Number of Meeting entitled	Number of meeting attended
1	Mr. Pareshkumar Arjanbhai Patel	Chairman (Independent Director)	04	04
2.	Ms. Saba Banu Bawani	Member (Independent Director)	04	04
3	Mr. Tushar Mohanlal Mistry	Member (Independent Director)	04	04

During the Financial year, 4 (Four) meeting of the Stakeholder Relationship Committee were held on following dates:

23.05.2023, 05.07.2023, 26.10.2023 and 06.01.2024

The Committee looks into the grievances of the Shareholders related to transfer of shares, payment of dividend and non-receipt of annual report and recommends measure for expeditious and effective investor service.

The Composition and the Terms of Reference of the Stakeholder Relationship Committee is as mentioned in the provisions of Section 178 of the Companies Act, 2013 as amended from time to time.

The Company has duly appointed Registrar and Share Transfer Agent (R&T Agent) for servicing the shareholders holding shares in physical or dematerialized form. All requests for dematerialization of shares are likewise processed and confirmations thereof are communicated to the investors within the prescribed time. There were no complaints received during the year ended 31st March 2024.

During the year, one independent directors meeting held on 22.02.2024.

**PRESENCE/ATTENDANCE OF DIRECTORS IN THE MEETINGS**

Sr. No.	Name of Director	Board Meeting			Committee Meeting			AGM
		No of Meeting held	No of Meeting attended	%	No of Meeting held	No of Meeting attended	%	
1.	Mr. Mohamed Amin Mohammad Nathani	10	10	100	0	0	0	Yes
2.	Mr. Mohamedyaseen Muhammadbhai Nathani	10	10	100	0	0	0	Yes
3.	Ms. Saba Banu Bawani	10	10	100	16	16	100	Yes
4.	Mr. Pareshkumar Arjanbhai Patel	10	10	100	16	16	100	Yes
5.	Mr. Tushar Mohanlal Mistry	10	07	70	16	16	100	Yes

**CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The company has entered into transactions with related parties in accordance with the provisions of the Companies Act, 2013 read with rules and the particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC-2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended as “Annexure – I”.

**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

The details of the Investments and Loans covered under the provisions of Section 186 of the Act are given in the notes to the financial statements.

**DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND THE COMPANY’S OPERATION IN FUTURE:**

There were no significant and material orders passed by the Regulators /Courts that would impact the going concern status of the Company and its future operations.

**EXTRACT OF ANNUAL RETURN:**

As required pursuant to section 92(3) of the Companies Act, 2013 read with Section 134(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, the copy of Annual Return is available on the website of the company i.e. [www.focusbsl.com](http://www.focusbsl.com)

**PARTICULARS OF EMPLOYEES & MANAGERIAL REMUNERATION:**

Details Pertaining to Remuneration as Required under Section 197(12) Of the Companies Act, 2013 Read with Rule 5(1), 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as Annexure-III.

## AUDITORS AND AUDITORS' REPORT:

### **Statutory Auditors & their Report**

The Company's Statutory Auditors, M/s. Kansariwala & Chevli, Chartered Accountants (firms' registration no:123689W) were appointed as Statutory Auditors of the Company for a period of Five year at the 14<sup>th</sup> Annual General Meeting held on September 28, 2021 and his remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. Further, the notes to accounts referred to in the Auditor's Report are self-explanatory.

### **Secretarial Auditor & their Report**

Pursuant to the requirements of Section 204(1) of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s D P Master and Associates, Company Secretary in Practice to conduct the secretarial audit for the financial year 2023-24. The Secretarial Audit Report as received from Mr. Dhaval Master, Company Secretary in Practice is appended as Annexure-II to this Report.

### **Internal Auditor**

The Company has appointed M/s Jariwala & Associates, Chartered Accountants of the Company as Internal Auditor of the Company for conducting Internal Audit of Company for the period of 5 years from the Financial Year 2020-2021 to 2024-25, according to the Section 138 of the Companies Act, 2013 and read with the Rule 13 of The Companies (Accounts) Rules, 2014.

### **Cost Auditor**

The Company is not required to appoint Cost Auditor and maintain a cost records during the year under review.

## DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 73(1) of the Companies Act, 2013 and the Rules made thereunder.

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion & Analysis forms part of the Annual Report and is annexed as Annexure IV.

## THE DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has identified and documented all key internal financial controls, which impact the financial statements. The financial controls are tested for operating effectiveness through ongoing monitoring and review process of the management and independently by the Internal Auditors. In our view the Internal Financial Controls, affecting the financial statements are adequate and are operating effectively.



**MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

During the year, there were no material changes which affects the financial position of the Company.

**DETAILS OF APPLICATION UNDER THE IBC 2016, DURING THE YEAR ALONG WITH THEIR STATUS:**

During the year under review, there were no applications made or proceedings pending in the name of the company under the Insolvency Bankruptcy Code, 2016.

**DEATAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON THE ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANK AND FINANCIAL INSTITUTIONS:**

During under the review, there has been no one time settlement of Loans taken from Banks and Financial Institutions.

**INVESTOR EDUCATION AND PROTECTION FUND**

During the year under review, there were no amounts, required to be transferred to the Investor Education and Protection Fund.

**PROHIBITION OF INSIDER TRADING**

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading. Investor Grievance Redressal During the financial year under review, there were no pending complaints or share transfer cases as on 31st March 2024.

**UTILISATION OF PREFERENTIAL ISSUE PROCEEDS**

The Company, following the approval of shareholders granted on March 23, 2024, has issued 6,00,000 (Six Lakhs) equity shares of face value Rs.10/- each, at an issue price of Rs. 33.60/- (Rupees Thirty-Three and Sixty paisa only) including premium of Rs.23.60/-(Rupees Twenty-Three and Sixty paisa only) per Equity Share, aggregating to Rs.2,01,60,000/- (Rupees Two Crore One Lakh Sixty Thousands Only) for cash consideration on a preferential basis. These shares were duly allotted during the Board meeting held on April 2, 2024 upon the receipt of in principle approval from BSE vide letter dated April 1, 2024.

The total proceeds from preferential issue received dated on 02.04.2024 amounting Rs.2,01,60,000/- (Rupees Two Crore One Lakh Sixty Thousands Only) was utilized till date are as follows.

<b><u>Objects</u></b>	<b><u>Fund Utilization (In Rs.)</u></b>	<b><u>Funds Utilized till date</u></b>
Towards Expansion of Business in other states and to meet their working capital requirements arising out of Expansion of business	Rs. 2,01,60,000/-(Rupees Two Crore One Lakh Sixty Thousands only),	Rs. 94,00,000 (Rupees Ninety Four Lakhs Only)

## INVESTOR EDUCATION AND PROTECTION FUND

During the year under review, there were no amounts, required to be transferred to the Investor Education and Protection Fund.

## HUMAN RESOURCE DEVELOPMENT

The Company is pleased to report that during the year under reporting, the industrial relations were cordial.

## RISK MANAGEMENT

During the financial year under review, the company has identified and evaluated elements of business risk. Consequently, a Business Risk Management framework is in place. The Risk management framework defines the risk management approach of the company and includes periodic review of such risks and also documentation, mitigation controls, and reporting mechanism of such risks. The framework has different risk models which help in identifying risks trend, exposure, and potential impact analysis at a company level as also separately for business.

## EMPLOYEE STOCK OPTIONS:

The Company grants share-based benefits to eligible employees with a view to attracting and retaining the best talent, encouraging employees to align individual performances with Company objectives, and promoting increased participation by them in the growth of the Company.

- **Focus Business Solution Limited- Employee Stock Option Scheme 2023 ("FBSL-ESOS 2023"):**

On July 29, 2023, pursuant to approval by the shareholders, the Board has been authorized to introduce, offer, issue and provide share-based incentives to eligible employees of the Company under FBSL ESOS 2023 plan. The maximum number of shares to be granted under the FBSL ESOS 2023 Plan shall not exceed 2,22,200 equity shares. Nomination and Remuneration Committee at its meeting held on November 11, 2023 approved the first grant of 26,400 options to eligible employees under FBSL ESOS 2023 at an exercise price of Rs. 10/- per option convertible into the equity shares of face value of Rs. 10/- each of the Company and shall vest within a period of one year from the date of the grant and shall be exercisable within one year of vesting.

## POLICIES ADOPTED BY THE COMPANY

Your company has adopted various policies for the smooth working of the company which are as follows:

- **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on 31st March, 2024, the Board consists of 5 Members, 2 is Executive Director and 3 of who are Non-Executive Independent Directors.

The Board periodically evaluates the need for change in its composition and size. The Policy of the Company on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of director and other matters provided under Section 178(3) of the Companies Act, 2013, adopted by the Board can be viewed on our website i.e [www.focusbsl.com](http://www.focusbsl.com). We affirm that the remuneration paid to the director is as per the terms laid out in the said policy.

- **INSIDER TRADING:**

There are many information's that are important and price sensitive and required to be kept confidential on the part of the company, if the information is disclosed this will harm the image of the company, in the definition of the insider it will include all the persons connected with the company including all employees. The policy relating to this is available on the website of the company.

This policy is applicable to all employees and KMP's of the company to not to disclose the confidential information of the company which affects the performance of the company, policy related to this available at the website of the Company i.e [www.focusbsl.com](http://www.focusbsl.com).

- **RELATED PARTY TRANSACTIONS:**

The Objective of the Policy is to set out:

- (a) The materiality thresholds for related party transactions; and
- (b) The manner of dealing with the transactions between the Company and its related parties based on the Act, your company adopted this policy for dealing with parties in a transparent manner available at the website of the Company i.e [www.focusbsl.com](http://www.focusbsl.com).

- **RISK ASSESSMENT AND MANAGEMENT:**

Risk is the part of the every one's life, while running any business there are many kind of risk is involved to minimis the business risk and all the factors that will negativity effects the organization every company tries to follows a certain procedure for the forecasting of the risk and its management policy relating to this is available in the website of the Company i.e [www.focusbsl.com](http://www.focusbsl.com).

- **WHISTLE BLOWER AND VIGIL MECHANISM:**

While running the big organization there are certain good and bad things may be happened in order to control the fraud, misconduct and malpractices this procedure is adopted by the Company and reporting of this procedure is done under the vigil mechanism, by adopting this kind of system company can control the unethical acts and practices policy relating to this is available at the website [www.focusbsl.com](http://www.focusbsl.com).

### **SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)**

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and such systems are adequate and operating effectively.

The Company complies with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

**OTHERS****Registrar and Transfer Agent:**

The Company had appointed Purva Sharegistry (India) Pvt. Ltd as the Registrar and Transfer Agent (RTA). The Company's RTA have adequate infrastructure to process investor grievances with regards to transfers, transmission and other such matters.

**Statutory Compliances**

The Company has complied with all the statutory requirements. The Company ensures compliance of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and various statutory authorities on quarterly/half yearly basis.

**Secretarial Standards**

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board and General Meetings of the Company.

**CAUTIONARY STATEMENT**

Statement in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute "forward looking statements " within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual Results might differ.

**ACKNOWLEDGEMENTS**

Your Directors would like to express their sincere appreciation for the commitment, dedication and hard work done by the employees of the Company and the positive co-operation extended by Banks, Government Authorities, Customers and various other stakeholders. Your Directors also wish to place on record their deep gratitude towards the shareholders for their continued support and confidence.

**For and on behalf of the Board  
Focus Business Solution Limited**

**Sd/-  
Mr. Mohamedyaseen Muhammadbhai Nathani  
Managing Director & Chairman  
DIN: 02759578**

**Sd/-  
Mr. Mohamedamin Mohammad Nathani  
Whole Time Director  
DIN:02759560**

**Date: 22<sup>nd</sup> August, 2024  
Place: Surat**

**ANNEXURE I**  
**FORM NO. AOC-2**

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third provision thereto:

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

All contracts/arrangements/transactions entered into by the Company with related parties during the year ended March 31, 2024 were at arm's length basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

Sr. No	Name of Related Party	Nature of Contract / Arrangement / Transactions	Duration of the contracts /arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date of Approval by the Board, if any.
1.	Mr. Mohamed amin Mohammad Nathani	Rent paid	As Per Agreement	Transaction entered between the parties at arm length basis	01.05.2023
2.	Mr. Mohamedyaseen Muhammadbhai Nathani	Rent paid	As Per Agreement	Transaction entered between the parties at arm length basis	01.05.2023
3.	Mr. Sajid Nathani	Salary	Ongoing	Transaction entered between the parties at arm length basis	01.05.2023
4.	Mr. Aslam Nathani	Salary	Ongoing	Transaction entered between the parties at arm length basis	01.05.2023
5.	Nathani Software Pvt. Ltd.	Purchase	Ongoing	Transaction entered between the parties at arm length basis	01.05.2023

Annexure-II**Form MR - 3****Secretarial Audit Report****for the Financial Year Ended 31st March, 2024**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members  
**Focus Business Solution Limited**  
(CIN: L74140GJ2006PLC049345)  
703, Rajhans Complex, Ring Road,  
Surat 395002, Gujarat

I/~~We~~ have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Focus Business Solution Limited** (hereinafter called the “company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/~~our~~ verification of the **Focus Business Solution Limited**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2024** reasonably complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, e-forms and returns filed and other records maintained by Focus Business Solution Limited (“the Company”) for the financial year ended on **31st March, 2024** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under to the extent of Regulation 55A;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **[Not Applicable as the Company has not issued and listed any debt securities during the financial year under review];**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **[Not Applicable as there was no reportable event during the period under review];**
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **[Not Applicable as there was no reportable event during the period under review]**
- (vi) Other Laws Specifically Applicable to the Company:
- I. Income Tax Act, 1961
  - II. Goods & Service Tax, 2017 and other indirect tax if any,

I/We have also examined compliance with the applicable clauses of:

- (i) The Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) The Listing Agreement entered by the Company with the Bombay Stock Exchange Limited (BSE).

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc subject to the following observation.

- During the financial year, the company has filed form Mgt-14 and form MR-1 for the re-appointment of Managing Director and Whole-Time Director beyond 30 days and 60 days respectively with the registrar.

I further report that, based on the information provided by the company, its officers and authorized representative during the conduct of the audit, and on the review of reports by CS/CFO and Statutory Auditor of the company, in my opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws.

I further report that, the compliance of applicable financial laws including direct and Indirect Tax laws by the company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

#### **I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. There were no changes in the board of directors during the review period.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

During the period under review, decisions were carried out with unanimous approval of the Board and no dissenting views were observed, while reviewing the minutes.

I further report that there are generally adequate systems and processes in the company commensurate with its size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, circulars, notifications, directions, and guidelines.

I further report that during the audit period, the Company has undertaken event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

- I. During the period under review, the company has Increased its Authorised Capital from Rs. 230 Lacs to Rs. 750 Lacs with the approval of shareholders in the annual general meeting i.e. 29<sup>th</sup> July, 2023.
- II. During the period under review, the company has allotted bonus shares of 17,77,600 with the approval of shareholders in the annual general meeting and exchange approval i.e. 29<sup>th</sup> July, 2023.
- III. During the period under review, the company has approved ESOS Scheme 2023 with the approval of shareholders in the annual general meeting and exchange approval i.e. 29<sup>th</sup> July, 2023 and granted 26,400 equity options vide 1<sup>st</sup> stock option i.e 11<sup>th</sup> November, 2023.
- IV. During the period under review, the company has re-appointed Managing Director and Whole-Time Director for the term of five years with the approval of shareholders in the general meeting i.e. 23<sup>rd</sup> March, 2024.
- V. During the period under review, the company has issued 6,00,000 Equity shares on Preferential basis with the approval of shareholders in the general meeting and exchange approval i.e. 23<sup>rd</sup> March, 2024.

**For D P Master & Associates**

Company Secretaries

Sd/-

**(Dhaval P Master)**

Proprietor

Surat, August 22, 2024

**UDIN:** A034204F001021894

**ACS - 34204, COP – 13653**

**Peer Review Certificate No.1845/2022**

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.



**ANNEXURE-A**

To,  
The Members  
**Focus Business Solution Limited**  
CIN: L74140GJ2006PLC049345  
703, Rajhans Complex, Ring Road,  
Surat 395002, Gujarat

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For D P Master& Associates**

Company Secretaries

Sd/-

**(Dhaval P Master)**

Surat, August 22, 2024

Proprietor

**UDIN: A034204F001021894**

**ACS - 34204, COP – 13653**

**Peer Review Certificate No.1845/2022**

**Annexure-III**

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

**1. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

**a. The ratio of remuneration of each director to the median remuneration of employees for the financial year:**

Sr. No.	Name of Director	Designation	Ratio of Remuneration of each Director/to median remuneration of employees
1.	Mr. Mohamed Amin Mohammad Nathani	Whole time Director	4.59 :1
2.	Mr. Mohamedyaseen Muhammadbhai Nathani	Managing Director	4.59 :1

**b. The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

Sr. No.	Name of Director & KMPs	Designation	Nature of Payment	Percentage Increase in the Remuneration (%) in F.Y. 2023-24
1.	Mr. Mohamedyaseen Muhammadbhai Nathani	Managing Director	Remuneration	No change
2.	Mr. Mohamed Amin Mohammad Nathani	Whole time director	Remuneration	No change
3.	Mr. Mohammed Ilyas Shaikh	CFO	Remuneration	No change
4.	Dinal Kansadwala	CS	Remuneration	10%

**c. The percentage increase in the median remuneration of employees in the financial year:** There is 8.75% change in the median remuneration of employees during the financial year 2023-24 as compared to previous financial year 2022-23.

As on 31st March 2024, there were a total of 64 employees on the payroll of the Company.

- d. **Average percentile increase/decrease already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

There is 14% change in the average salaries of the employees other than the managerial personnel during the financial year 2023-24.

**2. Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

None of the employee of the Company was in receipt of the remuneration (throughout the financial year or part thereof) as per Rule 5(2) of the Companies (Appointment of Managerial Personnel) 2014.

The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company are as per the Remuneration Policy of the Company.

**For and on behalf of the Board  
Focus Business Solution Limited**

**Date: 22<sup>nd</sup> August, 2024**

**Place: Surat**

**Sd/-  
Mr. Mohamedyaseen Muhammadbhai  
Nathani  
Managing Director & Chairman  
DIN: 02759578**

**Sd/-  
Mr. Mohamedamin Mohammad  
Nathani  
Whole Time Director  
DIN:02759560**

## ANNEXURE-IV

### MANAGEMENT DISCUSSION & ANALYSIS REPORT

Your Directors take pleasure in presenting the Management Discussion and Analysis Report for the year ended March 31, 2024.

#### STRUCTURE OF THE INDUSTRY, DEVELOPMENTS AND SWOT ANALYSIS:

##### OVERVIEW:

Focus Business Solution Limited, a publicly listed company on the SME BSE exchange since July 13, 2021, was originally incorporated as "Focus Business Solution Private Limited" on November 10, 2006, in Gujarat. Under the continued leadership of its founders, Mr. Mohamedamin Mohammad Nathani and Mr. Mohamedyaseen Muhammadbhai Nathani, the company has established itself as a specialist in debt collection services. We partner with leading banks, NBFCs, and financial institutions across India, employing strategically timed actions such as tele-calling and field visits to recover overdue payments. Our services also include tracing borrowers who have relocated.

We are working on month on month basis as per following data:

Monthly Cases	Approximately 2-2.5 lakhs received from different Banks and NBFCs covering products such as Personal Loan, Business Loan, Vehicle Loan, Loan against properties, two wheeler loan, equipment loan, SME loans, Gold loan
Monthly Pool size	More than 1700-1800 Crores

We are strictly bound by code of conduct issued by banks and financial institutions in accordance with RBI guidelines of Fair Practices code.

We utilize a robust electronic Retail Collection Administrative Programme (RCAP) via myrcap.in, an intelligent debt recovery solution that enhances Promise-to-Pay (PTP) rates efficiently. By automating daily operational tasks, our collection agents can focus on critical issues, improving productivity. Our scalable and sophisticated technology infrastructure supports seamless client servicing, from pickup to recovery, with all offices equipped with modern amenities such as computers, IP cameras, internet, diallers, smart CRM, and mobile applications.

To further strengthen our services, we employ digital tools like the "fTouch" mobile application for tracking manpower, task allocation, and managing defaulters' responses. We also use diallers for tele-calling and payment reminders. These digital solutions are provided by Nathani Software Pvt Ltd, under an agreement dated April 1, 2019, with RCAP, "fTouch," and RCAP registered as trademarks and copyrights of Nathani Software Pvt Ltd, a group company.

BRANCH NETWORK OF THE COMPANY



We have staff strength of around 1285 covering all branches which included 64 staff on our payroll and 1221 staff hired on contractual basis and each of our staff is fully trained and all types of **assignment** like recovery, collection, field investigation and other allied services.

THE GLOBAL ECONOMY:

In 2023-24, the global economy experienced moderate growth, with global GDP expanding by an estimated 2.8%. This period was characterized by a mix of recovery and challenges. Advanced economies grew by around 1.5%, as inflationary pressures and tighter monetary policies, including interest rate hikes, led to slower economic expansion.

Emerging markets fared slightly better, with an average growth rate of 4%, though they faced challenges like currency volatility and rising external debt, exacerbated by a strong US dollar. Global trade volumes increased by approximately 3%, driven by resilient demand, particularly in the technology sector, despite ongoing supply chain disruptions. However, high energy prices and geopolitical tensions, especially in Europe and Asia, added strain to the economic environment. As businesses and policymakers look ahead, the focus remains on managing these challenges to sustain growth and stability in the global economy.

THE GLOBAL OUTLOOK:

In 2023-24, the global economy is projected to grow by 2.8%, with advanced economies expanding at a slower pace of 1.5% due to inflationary pressures and tighter monetary policies. Emerging markets are expected to grow by 4%, despite challenges like high inflation and external debt. Global trade is forecasted to rise by 3%, driven by resilient demand, though risks from geopolitical tensions and energy costs remain significant.

INDIAN ECONOMY AT GLANCE:

The Indian economy has shown resilience amidst global challenges, continuing to be a key player in the global economic landscape. In recent years, India has emerged as one of the fastest-growing major economies, driven by robust domestic demand, policy reforms, and a young workforce. As of the latest reports, the Indian economy is expected to

grow at around 6-6.5% in the current fiscal year, bolstered by a recovery in private consumption, increased government spending on infrastructure, and the easing of global supply chain disruptions.

Globally, the economic outlook remains mixed. While advanced economies are grappling with slowing growth due to high inflation, geopolitical tensions, and tightening monetary policies, emerging markets like India are positioned to maintain steady growth. The International Monetary Fund (IMF) forecasts global GDP growth to moderate at around 2.8-3% in 2024, reflecting challenges such as slower-than-expected recovery in major economies like the United States and the Eurozone.

The debt collection industry, both globally and in India, is evolving with regulatory changes and digital advancements. In India, growth is driven by efforts to resolve non-performing assets (NPAs) and the adoption of technology in collection practices. The outlook remains positive as the financial sector strengthens and the economy expands.

## **DEBT COLLECTION INDUSTRY 2024:**

### **Industry Overview and Financial Growth:**

In the 2023-24 period, India's debt collection industry experienced significant financial growth, driven by technological advancements and regulatory changes. With non-performing assets (NPAs) reaching approximately ₹10 lakh crore by early 2024, the demand for efficient debt recovery processes increased, benefiting collection agencies significantly.

### **Market Dynamics and Future Outlook:**

The Debt Collection Agencies Market is set for continuous growth, fueled by evolving economic dynamics, regulatory shifts, and technological advancements. As businesses expand globally, the demand for debt collection services capable of navigating legal and cultural differences is becoming increasingly critical. The future success of the market will depend on adapting to these changing conditions while upholding ethical and legal standards in debt collection practices.

### **Shift in Debt Collection Techniques:**

Historically, the debt collection sector relied heavily on a phone-first approach, which often resulted in a negative customer experience. However, the shift towards digital collection techniques has successfully engaged customers by fostering a more supportive and collaborative relationship between lenders and borrowers. Recognizing the diverse preferences of debtors, call centers are increasingly adopting digital communication channels such as email, SMS, and chat, supplementing traditional voice calls. This omni-channel approach enhances debtor engagement, offering flexibility and convenience, and improving communication success rates.

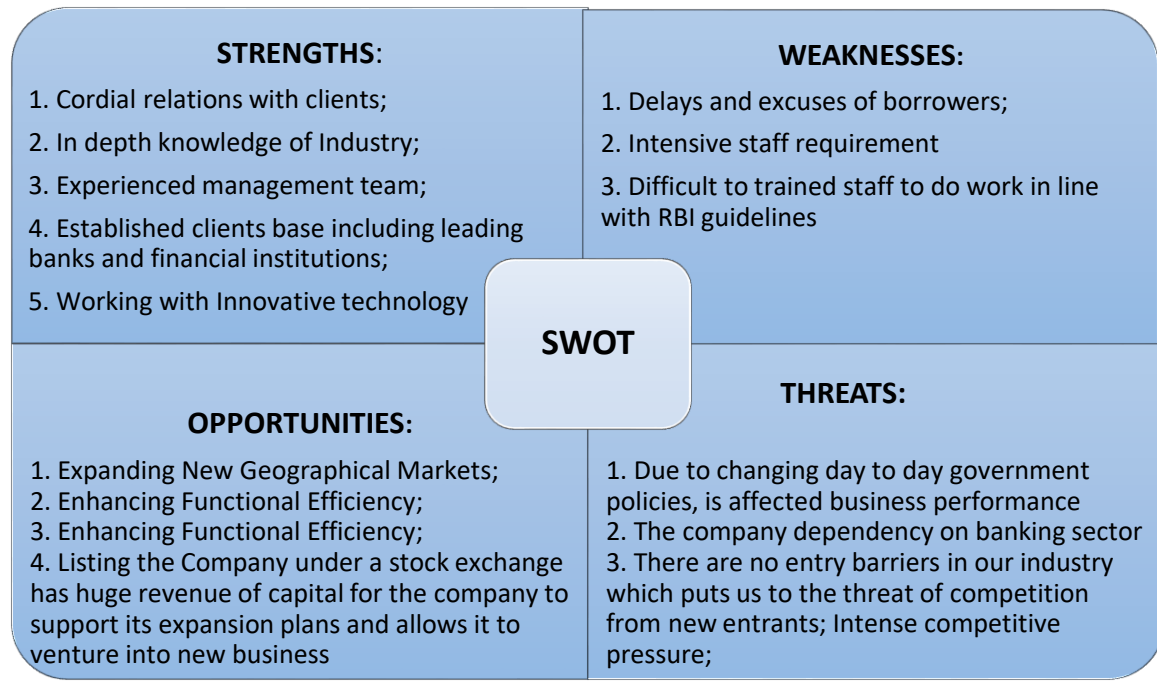
### **Technological Evolution & its Impact:**

Debt collection companies increased their investment in technology by around 20% year-on-year, focusing on AI, machine learning, and automation to enhance operational efficiency. The collaboration between debt collection agencies and fintech companies led to a notable 25% revenue increase for agencies that successfully integrated new digital platforms.

The technology revolution continues to influence the debt collection industry, leading to improved recovery rates for non-performing loans. Agencies have reported recovery rates of up to 30% for unsecured loans and 60% for secured loans, attributed to better data analytics and customer-centric approaches.

In conclusion, the debt collection industry has undergone significant evolution, driven by advancements in technology. As the industry continues to adapt to these changes, it is well-positioned for sustained growth, contributing positively to the financial sector's overall stability and efficiency.

## SWOT



### SEGMENT-WISE OR PRODUCTS-WISE PERFORMANCE:

During the year 2023-24, following are the segment wise performance of the Company.

<b>Revenue from trading business</b>	Rs. 2136.30 Lakhs
<b>Net Profit after Tax from trading business</b>	Rs. 57.57 lakhs

### INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has adequate internal control systems including suitable monitoring procedures commensurate with its size and the nature of the business. The Internal Auditors and Company’s Internal Audit Department conduct regular audits to ensure adequacy of internal control system, adherence to management instruction and compliance with laws and regulations of the country as well as to suggest improvements. The statutory auditors while conducting the statutory audit, review and evaluate the internal controls and their observations are discussed with the Audit committee of the Board.

### DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the period 2023-24, the movement in the Total Income and net profit after tax are as follows:

Particular	FY 2023-24	FY 2022-23
<b>Total Income</b>	Rs. 2136.30 Lakhs	Rs. 1839.43 Lakhs
<b>Net Profit after Tax</b>	Rs. 57.57 lakhs	Rs. 43.82 lakhs

## HUMAN RESOURCES

One of the key pillars of the Company's business is its people. The Company considers human resources as one of the vital and important factors for sustained growth, business success and creating value for Stakeholders. Company has maintained cordial and harmonious relations with all Employees.

The total numbers of Employees on pay roll were 64 as on 31st March, 2024.

## CAUTIONARY STATEMENT

Certain statements made in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, predictions and expectations may be forward looking statements, within the meaning of applicable securities law and regulations and actual results may differ materially from those expressed or implied. Significant factors that make differences to Company's operations include competition, change in Government policies and regulations, tax regimes and economic development within India. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statement, on the basis of any subsequent development, information or events or otherwise.

**For and on behalf of the Board  
Focus Business Solution Limited**

Sd/-

**Mr. Mohamedyaseen Muhammadbhai Nathani  
Managing Director & Chairman  
DIN: 02759578**

**Date: 22<sup>nd</sup> August, 2024  
Place: Surat**



## DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

I, Mohamedyaseen Muhammadbhai Nathani, Chairman & Managing Director of the Company hereby declare that, Members of the Board and Senior Management Personnel have confirmed their compliance with the Code of Conduct for the year ended March 31, 2024.

Sd/-  
**Mr. Mohamedyaseen Muhammadbhai Nathani**  
Chairman & Managing Director

## INDEPENDENT AUDITOR'S REPORT

UDIN : 24032429BKBFLZ2128

To the Members of

**FOCUS BUSINESS SOLUTION LIMITED**

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **FOCUS BUSINESS SOLUTION LIMITED** ("the Company"), which comprise the Balance Sheet as at **March 31, 2024** and the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit/loss Statement, changes in equity and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the rules made thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the "Annual Report", but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position and financial performance and cash flows of the Company in accordance with the accounting

principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with standards on Auditing, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India, in exercise of powers conferred by sub-section 11 of section 143 of the Act, and on the basis of such checks of books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "**Annexure-A**" attached hereto our comments on the matters specified in the paragraphs 3 and 4 of the said Order.
2. Further to our comments in Annexure A, as required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The balance sheet, the statement of profit and loss dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act
  - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and
  - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations, which would impact its financial position;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts, which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. a. The Management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b. The Management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to accounts, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) & (b) above contain any material misstatement.
- v. No dividend was proposed by the company for the previous year.

**For KANSARIWALA & CHEVLI**  
Chartered Accountants  
Firm Registration No. 0123689W

**(H. B. Kansariwala)**  
**Partner**

**Place: SURAT**  
**Date: 30/05/2024**

Membership No. 032429  
Peer Review No. 011854

## ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to Para 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of **FOCUS BUSINESS SOLUTION LIMITED** for the year ended **31<sup>st</sup> March, 2024**)

On the basis of the information and explanation given to us during the course of our audit, we report that:

**1. In respect of its Property Plant and Equipment and Intangible Assets:**

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and investment property.

The Company has maintained proper records showing full particulars of intangible assets.

- (b) The Company has a regular program of physical verification of its property, plant and equipment under which the assets are physically verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.

- (c) As per our verification of records of company and books of accounts of company, all immovable property documents in the name of company, hence other details in tabular formats in relation to title of documents held in the name of other person, is not required to be given.

- (d) The Company has not revalued its Property, Plant and Equipment or intangible assets during the year.

- (e) In terms of Information and explanation sought by us, and given by the company and books of accounts and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that there has not been any proceeding against the company or no proceeding pending in relation to holding of Benami property by the company. Hence no disclosure requirement in the financial statements in relation to same.

**2. In respect of its inventories:**

- (a) Not Applicable, since no trading or manufacturing activities carried on by the company.  
 (b) The company has not been sanctioned any working capital limit in excess of five crore rupees in aggregate at any points of time during the year and hence reporting under clause (ii)(b) of the Order is not require.

- 3.** The company has not granted any loans, secured or unsecured to companies, firms or other parties. Therefore, the provisions of sub clauses (a) to (f) of clause 3(iii) are not applicable to the company.

- 4.** (a) In our opinion and according to the information and explanations given to us, the Company has not given any loans directly or indirectly to directors covered under section 185 of the Companies Act, 2013.

(b) In our opinion and according to the information and explanation given to us, the company has not given guarantee or has provided security in connection with loan, to any person or other body corporate as covered under section 186 of the Companies Act, 2013 and has not acquired any security of any other body corporate.

5. In our opinion and according to the information and explanation given to us, the company has not accepted any deposits in contravention of Directives issued by Reserve Bank of India and provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under, wherever applicable.
6. The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
7. (a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, , duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.  
  
(b) According to the information and explanations given to us, there are no statutory dues referred to in sub clause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
8. According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
9. (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.  
  
(b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.  
  
(c) In our opinion and according to the information and explanations given to us, the Company has not raised any funds by way of term loans during the year or in any previous year. Accordingly, reporting under clause 3(ix) (c) of the Order is not applicable to the Company.  
  
(d) In our opinion and according to the information and explanations given to us, the Company has not raised any funds on short term basis during the year or in any previous year. Accordingly, reporting under clause 3(ix) (d) of the Order is not applicable to the Company.  
  
(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.  
  
(f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiary.
10. (a) In our opinion and according to the information and explanations given to us, money raised by way of initial public offer were applied for the purposes for which these were obtained.  
  
(b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

- 11.** (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- 12.** The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- 13.** In our opinion and according to the information and explanations given to us, all transactions entered into by the Company, with the related parties are in compliance with sections 177 and section 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements etc., as required under Accounting Standard (AS) 18, Related Party Disclosures specified in Companies (Accounting Standards) Rules, 2021 as prescribed under section 133 of the Act.
- 14.** (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- 15.** According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- 16.** (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Therefore, the provisions of clause 3(16)(b) of the Order are not applicable to the Company;
- (c) The company is not engaged in any non-banking financial or housing finance activities. Accordingly, the requirements to report on clause 3(16)(c) of the order is not applicable to the company.
- (d) There is no group /core investment company. Accordingly, the requirement to report on clause 3(16) of the order is not applicable to the company.
- 17.** The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.
- 18.** There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- 19.** On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of the balance



sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. According to the information and explanations given to us, the Company does not fulfill the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.
21. The reporting under clause 3(xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For KANSARIWALA & CHEVLI**  
Chartered Accountants  
Firm Registration No. 123689W

**Place: SURAT**  
**Date: 30/05/2024**

**(H. B. Kansariwala)**  
**Partner**  
Membership No. 032429  
Peer Review No. 011854

## ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT'

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting **FOCUS BUSINESS SOLUTION LIMITED** ("the Company") as of **March 31, 2024** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **31 March, 2024** based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For KANSARIWALA & CHEVLI**  
Chartered Accountants  
Firm Registration No. 123689W

**Place: SURAT**  
**Date: 30/05/2024**

**(H. B. Kansariwala)**  
**Partner**  
Membership No. 032429  
Peer Review No. 011854

FOCUS BUSINESS SOLUTION LIMITED (CIN: L74140GJ2006PLC049345) Balance Sheet as at March 31, 2024			
Rs. In lakhs			
Particulars	Note	Figures for the Year as at 31.03.2024	Figures for the Year as at 31.03.2023
<b>EQUITYANDLIABILITIES</b>			
Share Capital	c.1	399.96	222.20
Reserves and Surplus	c.2	58.72	178.91
<b>Total Shareholder's Funds</b>		<b>458.68</b>	<b>401.11</b>
<b>Share application money pending allotment</b>		<b>0.00</b>	<b>0.00</b>
<b>Non-current liabilities</b>			
Long-term borrowings	c.3	102.30	7.53
Deferred tax liabilities		0.00	0.00
Other long-term liabilities		0.00	0.00
Long-term provisions		0.00	0.00
<b>Total non-current Liabilities</b>		<b>102.30</b>	<b>7.53</b>
<b>Current liabilities</b>			
Short-term borrowings		0.00	0.00
Trade payables	c.4	2.46	48.15
Total outstanding dues of Micro and Small Enterprise		0.00	0.00
Total outstanding dues o creditors other than Micro and Small Enterprise		0.00	0.00
Other current liabilities	c.5	2.70	3.00
Short-term provisions	c.6	99.18	54.53
<b>Total current liabilities</b>		<b>104.34</b>	<b>105.67</b>
<b>TOTAL</b>		<b>665.32</b>	<b>514.31</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment & Intangible Assets			
i)Property, Plant and Equipment	c.7	86.87	82.87
ii)Intangible assets		0.00	0.00
iii)Intangible assets under development		0.00	0.00
		<b>86.87</b>	<b>82.87</b>
Non-current investments			
Deferred tax assets	c.8	9.43	8.07
Long-term loans and advances	c.9	22.88	28.12
Other non-current assets		0.00	0.00
<b>Total non-current assets</b>		<b>119.18</b>	<b>119.06</b>
<b>Current assets</b>			
Current investments		0.00	0.00
Inventories		0.00	0.00
Trade receivables	c.10	398.50	190.41
Cash and cash equivalents	c.11	107.06	166.01
Short-term loans and advances	c.12	40.57	38.82
Other current assets		0.00	0.00
<b>Total current assets</b>		<b>546.14</b>	<b>395.24</b>
<b>TOTAL</b>		<b>665.32</b>	<b>514.31</b>
For FOCUS BUSINESS SOLUTION LIMITED			
As per our report of even date, <b>FOR KANSARIWALA &amp; CHEVLI</b> Chartered Accountants Firm Registration No: 123689W	<b>Mohamed Amin Nathani Whole Time Director DIN:02759560</b>	<b>Mohamed Yaseen Nathani Managing Director DIN:02759578</b>	
<b>(H.B. Kansariwala)</b> Partner Membership No:032429 Peer Review No:011854 <b>UDIN : 24032429BKBFLZ2128</b> <b>Place: SURAT</b> <b>Date: 30/05/2024</b>	<b>Mohammed Ilyas Shaikh CFO PAN: BAOPS4253G</b>	<b>Dinal Alpeshkumar Kansadwala Company Secretary PAN: EDSPK5668D</b>	

FOCUS BUSINESS SOLUTION LIMITED

(CIN: L74140GJ2006PLC049345)

Profit and Loss Statement for the year ended March31,2024

(Rs. In Lakh)

Particulars	Note	Figures for the Year as at 31.03.2024	Figures for the Year as At 31.03.2023
Revenue from operations	c.13	2134.67	1836.47
Other operating income	c.14	1.63	2.96
<b>Total Income</b>		<b>2136.30</b>	<b>1839.43</b>
<b>Expenses:</b>			
Cost of materials consumed		0.00	0.00
Purchases of Stock-in-Trade		0.00	0.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		0.00	0.00
Employee benefits expense	c.15	344.69	299.32
Finance costs	c.16	0.39	0.76
Depreciation and amortization expense	c.17	46.64	45.37
Other expenses	c.18	1667.65	1434.76
<b>Total expenses</b>		<b>2059.37</b>	<b>1780.22</b>
<b>Profit before exceptional, extraordinary and prior period items and tax</b>		<b>76.93</b>	<b>59.21</b>
Exceptional items		0.00	0.00
<b>Profit before extraordinary and prior period items and tax</b>		<b>76.93</b>	<b>59.21</b>
Extraordinary Items		0.00	0.00
<b>Profit before prior period items and tax</b>		<b>76.93</b>	<b>59.21</b>
Prior Period Items		0.00	0.00
Profit before tax		76.93	59.21
<b>Tax expenses:</b>			
Current tax		20.72	17.57
Deferred tax liabilities/(assets)		(1.36)	(2.18)
<b>Profit/(loss) for the period from continuing operations</b>		<b>57.57</b>	<b>43.82</b>
Profit/(loss) from discontinuing operations		0.00	0.00
Tax expense of discontinuing operations		0.00	0.00
<b>Profit/(loss) from Discontinuing operations (after tax)</b>		<b>0.00</b>	<b>0.00</b>
<b>Profit/(loss) for the period (XI+XIV)</b>		<b>57.57</b>	<b>43.82</b>
<b>Earnings per equity share:</b>			
Basic		1.44	1.97
Diluted		1.44	1.97

As per our report of even date,  
**FOR KANSARIWALA & CHEVLI**  
Chartered Accountants  
Firm Registration No: 123689W

**(H.B. Kansariwala)**  
Partner  
Membership No: 032429  
Peer Review No: 011854  
**UDIN: 24032429BKBFLZ2128**

Place: SURAT  
Date: 30/05/2024

For FOCUS BUSINESS SOLUTION LIMITED

**Mohamed Amin**  
**Nathani**  
Whole Time Director  
DIN:02759560

**Mohamed Yaseen**  
**Nathani**  
Managing Director  
DIN:02759578

**Mohammed Ilyas**  
**Shaikh**  
CFO  
PAN: BAOPS4253G

**Dinal Alpeshkumar**  
**Kansadwala**  
Company Secretary  
PAN: EDSPK5668D

FOCUS BUSINESS SOLUTION LIMITED  
(CIN: L74140GJ2006PLC049345)

Cash Flow Statement for the year ended March 31,2024

(Rs.in Lakh)

Particulars	Figures for the Year Ended 31.03.2024	Figures for the Year Ended 31.03.2023
<b>A CASH INFLOW/(OUTFLOW FROM OPERATING ACTIVITIES</b>		
<b>NET PROFIT BEFORE TAX AND EXTRA ORDINARY ITEMS</b>	<b>76.93</b>	<b>59.21</b>
Adjustments for:		
Depreciation	46.64	45.37
Interest & Finance Charges	0.39	0.76
<b>Operating Profit before Working Capital Changes</b>	<b>123.96</b>	<b>105.35</b>
<b>Adjustments for:</b>		
(Increase)/ Decrease in Debtors	(208.09)	(101.62)
(Increase)/Decrease in Short Term Loan & advances	32.90	64.26
(Increase)/Decrease in Loan & advances	5.24	5.09
Increase/(Decrease) in Other Current Liabilities	(1.32)	81.19
<b>Cash generated from operations</b>	<b>(171.28)</b>	<b>48.93</b>
Income tax paid	55.37	56.39
<b>Net Cash Inflow/(Outflow) from Operating activities</b>	<b>(102.69)</b>	<b>97.88</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(50.64)	(40.26)
Sale of Fixed Assets	0.00	0.00
Purchase of Investments	0.00	(2.18)
<b>Net Cash Inflow/(Outflow)from Investing activities</b>	<b>(50.64)</b>	<b>(42.43)</b>
<b>C CASHFLOWFROMFINANCINGACTIVITIES</b>		
Issued of Shares	0.00	0.00
Interest & Finance Charges	(0.39)	(0.76)
Proceeds/(Repayment):Long Term Borrowing	94.77	(4.85)
<b>Net Cash used in Financing activities</b>	<b>94.38</b>	<b>(5.62)</b>
<b>Net Change in Cash &amp; Cash Equivalents</b>	<b>(58.94)</b>	<b>49.83</b>
Cash and Cash equivalents as at the beginning of the period	166.01	116.18
<b>Cash and Cash equivalents as at the end of the period</b>	<b>107.06</b>	<b>166.01</b>

**NOTES:**

- Cash flow statement has been prepared under the indirect method asset out in the Accounting Standard (AS) 3.“Cash Flow Statements” issued under the Companies (Accounting Standard) Rules, 2006.
- Figures in bracket indicates cash outflow.
- Cash and cash equivalents represent cash and bank balance.

As per our report of even date,  
**FOR KANSARIWALA & CHEVLI**  
Chartered Accountants  
Firm Registration No: 123689W

**(H.B. Kansariwala)**  
Partner  
Membership No:032429  
Peer Review No:011854  
**UDIN: 24032429BKBFLZ2128**

Place: SURAT  
Date: 30/05/2024

For FOCUS BUSINESS SOLUTION LIMITED

**Mohamed Amin**  
**Nathani**  
**Whole Time Director**  
**DIN:02759560**

**Mohamed Yaseen**  
**Nathani**  
**Managing Director**  
**DIN:02759578**

**Mohammed Ilyas**  
**Shaikh**  
**CFO**  
**PAN: BAOPS4253G**

**Dinal Alpeshkumar**  
**Kansadwala**  
**Company Secretary**  
**PAN: EDSPK5668D**

FOCUS BUSINESS SOLUTION LIMITED (CIN : L74140GJ2006PLC049345)) STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024 (Rs. in Lakh)				
Particulars	Figures for the Year ended 31.03.2024		Figures for the Year ended 31.03.2023	
	No. of Share	Rs.	No. of Share	Rs.
<b>Note: C.1 - Share Capital:</b>				
<b>AUTHORISED:</b> Equity Shares of Rs.10 each	75,00,000	750.00	23,00,000	230.00
<b>ISSUED, SUBSCRIBED &amp; FULLY PAID UP:</b> Equity Shares of Rs.10 each	39,99,600	399.96	22,22,000	222.20

Particulars	Figures for the Year ended 31.03.2024		Figures for the Year ended 31.03.2023	
	No. of Share	Rs.	No. of Share	Rs.
<b>Note: C.1-A</b>				
Shares outstanding at the beginning of the year	22,22,000	222.20	22,22,000	222.20
Add : Bonus Shares issued during the year	17,77,600	177.76	-	-
Shares outstanding at the end of the year	39,99,600	399.96	22,22,000	222.20

**Note: C.1-B**  
The Company has only one class of shares i.e. equity shares. All equity shares rank pari passu and carry equal rights with Respect to voting and dividend. In the event of liquidation of the Company, the equity shareholder shall be entitled to Proportionate share of their holding in the assets remaining after distribution of all preferential amounts.

Particulars	Figures for the Year ended 31.03.2024		Figures for the Year ended 31.03.2023	
	No. of Share	% of Holding	No. of Share	% of Holding
<b>Note: C.1-C</b>				
Details of Share Holders holding more than 5% of Equity Shares of Rs.10/- each, fully paid:				
Moh. Amin Nathani	7,18,000	17.96	3,99,000	17.96
Moh. Yaseen Nathani	18,63,000	46.58	18,63,000	46.58

**Note: C.1-D**  
6,42,000/- equity shares of Rs.10/- each fully paid up issued as initial Public offer on 08.07.2021  
7,90,000/- equity shares of Rs.10/- each fully paid up issued as bonus shares in the ratio of 01:01 at par on 06.10.2021.

17,77,600/- equity shares of Rs.10/- each fully paid up issued as bonus shares in the ratio of 04:05 at par on 29.07.2023.

**Shares held by promoters at the end of the year 31st March 2024**

Sr. No.	Name of Shareholder	No. of Shares held	% of Holding	% Change during the year
1	Moh. Amin Nathani	7,18,000	17.96	-
2	Moh. Yaseen Nathani	18,63,000	46.58	-

**Shares held by promoters at the end of the year 31st March 2022**

Sr. No.	Name of Shareholder	No. of Shares held	% of Holding	% Change during the year
1	Moh. Amin Nathani	3,90,000	17.96	-
2	Moh. Yaseen Nathani	10,35,000	46.58	-

**Schedules forming part of the Financial Statements**

(Rs. in Lakh)

Note : c.2 - Reserves and Surplus:	Figures for the Year ended 31.03.2024	Figures for the Year ended 31.03.2023
<b>SHARE PREMIUM:</b>		
BALANCE AS PER LAST BALANCE SHEET	98.78	98.78
ADD : EARNED ON ISSUE OF EQUITY SHARES OF RS.10/- EACH	-	-
LESS : ISSUED OF BONUS SHARES	(98.78)	-
	0	98.78
<b>SURPLUS IN STATEMENT OF PROFIT AND LOSS ACCOUNT:</b>		
BALANCE AS PER LAST BALANCE SHEET	80.13	44.75
LESS : DIVIDEN PAID	0.00	(8.44)
LESS : ISSUED OF BONUS SHARES	(78.98)	0.00
ADD : PROFIT FOR THE REPORTING PERIOD	57.57	43.82
	58.72	80.13
	58.72	178.91



<b>Note : c.3 - Long Term Borrowings:</b>		<b>Figures for the Year ended 31.03.2024</b>	<b>Figures for the Year ended 31.03.2023</b>		
HDFC CAR LOAN		2.30	7.53		
(Secured by way of hypothecation of Car)		100.00	-		
MOHAMEDYASEEN MUHAMMADBHAI NATHANI		102.30	7.53		
<b>Note : c.4 - Trade Payable - 31.03.2024</b>		<b>Outstanding for the following periods from due date of payments</b>			
		<b>Less than 1 Yr</b>	<b>1 - 2 Year</b>	<b>2 - 3 Year</b>	<b>More than 3 Yr</b>
a)	MSME	-	-	-	-
b)	Others	2.46	-	-	-
c)	Others - retention	-	-	-	-
d)	Disputed dues - MSME	-	-	-	-
e)	Disputed dues - Others	-	-	-	-

<b>Note : c.4 – Trade Payable - 31.03.2023</b>		<b>Outstanding for the following periods from due date of payments</b>			
		<b>Less than 1 Yr</b>	<b>1 - 2 Year</b>	<b>2 - 3 Year</b>	<b>More than 3 Yr</b>
a)	MSME	-	-	-	-
b)	Others	48.15	-	-	-
c)	Others - retention	-	-	-	-
d)	Disputed dues - MSME	-	-	-	-
e)	Disputed dues - Others	-	-	-	-

<b>Note: c.5 - Other Current Liabilities:</b>		<b>Figures for the Year ended 31.03.2024</b>	<b>Figures for the Year ended 31.03.2023</b>
FOR EXPENSES:			
OTHER CURRENT LIABILITIES		2.70	3.00
		2.70	3.00

<b>Note : c.6 - Short-term Provisions:</b>	<b>Figures for the Year ended 31.03.2024</b>	<b>Figures for the Year ended 31.03.2023</b>
CGST UNCLAIMED	(0.05)	-
ELECTRICITY EXPENSES PAYABLE	1.13	0.83
ESIC PAYABLE	0.03	-
GST PAYABLE	17.01	3.52
IGST UNCLAIMED	(0.02)	-
KANSARIWALA & CHEVLI	2.70	1.35
PROFESSIONAL TAX PAYABLE	0.26	0.13
PROVIDENT FUND PAYABLE	1.47	1.47
SALARY PAYABLE	68.53	47.93
SGST UNCLAIMED	(0.05)	-
TDS ON CONTRACT PAYABLE	1.29	1.23
TDS ON GST	-	(4.20)
TDS ON PROFESSIONAL PAYABLE	0.30	0.16
TDS ON RENT PAYABLE	0.21	0.12
TDS ON SALARY PAYABLE	5.66	1.66
TELEPHONE BILL PAYABLE	0.70	0.31
	<b>99.18</b>	<b>54.53</b>

**SCHEDULE FORMING PART OF THE ACCOUNTS YEAR ENDED 31.03.2024.  
Property, Plant & Equipment**

<b>Note:c.7</b>	<b>GROSSBLOCK</b>				<b>DEPRECIATION</b>				<b>NETBLOCK</b>	
<b>Particulars</b>	<b>As at 01.04.2023</b>	<b>Addition During the year</b>	<b>Sales/Trans/ Adj.</b>	<b>TOTAL As at 31.03.2024</b>	<b>Up to 31.03.2023</b>	<b>Provided During the period</b>	<b>Sales/Trans/ Adj.</b>	<b>TOTAL As at 31.03.2024</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
AIRCONDITIONER	9.64	3.52	0.00	13.16	7.02	1.07	0.00	8.09	5.07	2.62
CC TV CAMERA	1.61	0.22	0.00	1.84	1.49	0.06	0.00	1.56	0.28	0.12
COMPUTER	165.78	42.38	0.00	208.15	119.60	34.04	0.00	153.65	54.50	46.17
FURNITURE & FIXTURES	16.41	3.60	0.00	20.01	11.23	2.12	0.00	13.35	6.66	5.18
MARUTI VITARABREZZA	11.35	0.00	0.00	11.35	8.45	0.91	0.00	9.35	1.99	2.90
MOBILE	1.59	0.92	0.00	2.50	0.86	0.59	0.00	1.45	1.05	0.73
MOTORCAR	81.57	0.00	0.00	81.57	56.49	7.83	0.00	64.32	17.25	25.08
TELEPHONEPABXSYS	0.61	0.00	0.00	0.61	0.58	0.01	0.00	0.59	0.02	0.03
TELERMACHINE	0.41	0.00	0.00	0.41	0.36	0.01	0.00	0.37	0.04	0.05
<b>Total</b>	<b>288.96</b>	<b>50.64</b>	<b>0.00</b>	<b>339.59</b>	<b>206.08</b>	<b>46.64</b>	<b>0.00</b>	<b>252.73</b>	<b>86.87</b>	<b>82.87</b>

<b>Note: c.8 - Deferred Tax:</b>	<b>Figures for the Year ended 31.03.2024</b>	<b>Figures for the Year ended 31.03.2023</b>
Break up of Deferred Tax Liabilities and Assets into major components of the respective balances are as under:		
DEFERRED TAX LIABILITIES		
DEPRECIATION	0.00	0.00
DEFERRED TAX ASSETS		
DEPRECIATION	9.43	8.07
	<b>9.43</b>	<b>8.07</b>

<b>Note : c.9 - Long Term Loans and Advances:</b>	<b>Figures for the Year ended 31.03.2024</b>	<b>Figures for the Year ended 31.03.2023</b>
AJAY N. GAVANDE	0.50	0.50
AMIBEN G. CHOKSI	0.41	0.41
BSE LTD.	1.22	1.22
JAYANT AJAY KEDAR – NAGPUR	0.30	0.30
KARTIKEY J. GARG – INDORE	0.74	0.74
LAKHUBEN MOTIBHAI PATEL	0.40	-
LAL BAHADUR SINGH - PUNE OFFICE	0.90	0.90
NAMITA D. SANKHE	-	1.00
NAVIGANT CORP. ADVISOR	5.00	-
NISHU WARSI - MUMBAI OFFICE	1.00	-
PANKAJ SINGH GUMANSINH RAJ	0.26	0.26
PRELIMINARY EXPENSES	-	0.75
PRELIMINARY EXPENSES - IPO	10.17	15.26
PREPAID INSURANCE	1.25	1.05
SABIR GAFUR SIROHA	0.45	0.45
SANDIP BIPINBHAI PATIRA	0.30	0.30
SECURITY DEPOSIT - NAVIGANT CORP.	-	5.00
	<b>22.88</b>	<b>28.12</b>

<b>Note : c.10 - Trade Receivables:</b>	<b>Figures for the Year ended 31.03.2024</b>	<b>Figures for the Year ended 31.03.2023</b>
(Unsecured) Outstanding for a period exceeding six months from the date they are due for payment.	-	-
OTHERS - CONSIDERED GOOD (Less than Six Months)	<b>398.50</b>	<b>190.41</b>
	<b>398.50</b>	<b>190.41</b>

**Trade Receivables ageing schedule as at 31st March, 2024 ( Rs. In Lakhs )**

Particulars	Less than 6 months	6 mt – 1 Yr	1 – 2 Yr	2 – 3 Yr	More than 3Yr
Trade Receivables	398.50	-	-	-	-

**Trade Receivables ageing schedule as at 31st March, 2023 ( Rs. In Lakhs )**

Particulars	Less than 6 months	6 mt – 1 Yr	1 – 2 Yr	2 – 3 Yr	More than 3Yr
Trade Receivables	190.41	-	-	-	-

<b>Note : c.11 - Cash and cash equivalents:</b>	<b>Figures for the Year ended 31.03.2024</b>	<b>Figures for the Year ended 31.03.2023</b>
Balances with Banks:		
AXIS BANK LTD.	15.75	3.55
BANK OF BARODA	0.52	93.04
HDFC BANK LTD.	9.29	16.84
ICICI BANK LTD.	1.81	11.00
ICICI BANK LTD.	-	1.00
IDFC BANK LTD.	0.17	1.17
KOTAK MAHINDRA BANK LTD.	42.17	3.40
STATE BANK OF INDIA	0.32	0.34
Investments:		
BANK OF BARODA - FIXED DEPOSIT	0.66	0.62
ICICI BANK LTD. - FIXED DEPOSIT	2.46	1.33
CASH ON HAND	33.91	9.20
	<b>107.06</b>	<b>166.01</b>

<b>Note : c.12 - Short-term loans and advances:</b>	<b>Figures for the Year ended 31.03.2024</b>	<b>Figures for the Year ended 31.03.2023</b>
Balances with Direct Tax / Indirect Tax Authorities:		
INCOME TAX REFUND (A.Y. 2023-24)	2.56	38.82
INCOME TAX REFUND (A.Y. 2024-25)	38.02	0.00
	<b>40.57</b>	<b>38.82</b>

<b>Note : c.13 - Revenue from Operation:</b>	<b>Figures for the Year ended 31.03.2024</b>	<b>Figures for the Year ended 31.03.2023</b>
DETAILS OF GROSS RECEIPTS UNDER BROAD HEADS:		
PROFESSIONAL FEES	2,134.67	1,836.47
	<b>2,134.67</b>	<b>1,836.47</b>

<b>Note : c.14 - Other Income:</b>	<b>Figures for the Year ended 31.03.2024</b>	<b>Figures for the Year ended 31.03.2023</b>
INTEREST ON FIXED DEPOSIT	0.17	0.10
INTEREST ON TDS REFUND	1.45	2.86
	<b>1.63</b>	<b>2.96</b>

<b>Note : c.15 - Employee Benefits Expenses:</b>	<b>Figures for the Year ended 31.03.2024</b>	<b>Figures for the Year ended 31.03.2023</b>
SALARIES AND WAGES		
EMPLOYE PROVIDENT FUND	9.67	8.78
ESIC	0.04	0.02
SALARY OF STAFF	311.29	266.64
STAFF WELFARE EXPENSES	23.70	23.88
	<b>344.69</b>	<b>299.32</b>

<b>Note : c.16 - Finance Cost:</b>	<b>Figures for the Year ended 31.03.2024</b>	<b>Figures for the Year ended 31.03.2023</b>
BANK LOAN INTEREST	0.39	0.76
	0.39	0.76

<b>Note : c.17 - Depreciation and Amortization Expenses:</b>	<b>Figures for the Year ended 31.03.2024</b>	<b>Figures for the Year ended 31.03.2023</b>
DEPRECIATION	46.64	45.37
	46.64	45.37

<b>Note : c.18 - Other Expenses:</b>	<b>Figures for the Year ended 31.03.2024</b>	<b>Figures for the Year ended 31.03.2023</b>
ADVERTISEMENT EXPENSES	-	0.16
AUDIT FEES	1.50	1.50
BANK CHARGES	0.16	0.20
BOARD MEETING FEES	0.19	-
CLAIM	2.03	2.57
COMPUTER EXPENSES	7.10	4.22
DIRECTOR REMUNERATION	48.00	48.00
ELECTRICITY EXPENSES	12.56	10.29
INSURANCE EXPENSES	3.43	3.22
INTEREST ON TDS PAYABLE	0.09	0.10
JOB WORK EXPENSES	1,442.45	1,248.17
LEGAL AND CONSULTING FEES	5.89	8.45
MUNICIPAL TAX	1.44	1.36
NEWSPAPERS AND PERIPHERALS	0.06	0.07
OFFICE EXPENSES	11.52	12.52
POST AND COURIER EXPENSES	0.77	1.65
PRELIMINARY EXPENSES	-	0.75
PRELIMINARY EXPENSES (IPO)	5.09	5.09
PRINTING AND STATIONERY EXPENSES	0.57	0.76
PROFESSIONAL TAX	0.02	0.02
RENT EXPENSES	43.12	34.98
REPAIR AND MAINTENANCE	4.69	7.22
ROC CHARGES	7.26	-
SEBI CHARGES	8.45	0.09
TELEPHONE EXPENSES	15.73	4.32
TENDER FEES	-	0.05
TRAVELLING EXPENSES	42.38	34.66
VEHICLE EXPENSES	3.15	4.35
	<b>1,667.65</b>	<b>1,434.76</b>

## NOTES SCHEDULE TO AND FORMING PARTS OF ACCOUNTS FOR THE YEAR ENDED ON MARCH 31, 2024:

**A. CORPORATE INFORMATION:**

**FOCUS BUSINESS SOLUTION LIMITED** is a limited company incorporated under provisions of the Companies Act, 1956. The Company is engaged in the business of recovery agent.

**B. SIGNIFICANT ACCOUNTING POLICIES:**

**(I) BASIS OF ACCOUNTING:**

The financial statements are prepared under the historical cost convention in accordance with generally accepted accounting practices.

We have conducted audit in accordance with the auditing standards generally accepted in India on a test check basis after obtaining reasonable assurance from the director that the financial statements are free from material misstatement.

All items of material nature as regards financial statements have been accounted on going concern and accrual basis.

**(II) REVENUE RECOGNITION:**

Revenue is recognized on the basis of bills raised.

**(III) FIXED ASSETS:**

The company has valued its fixed assets at historical cost less depreciation. The rates of depreciation adopted are the rates provided under the Companies Act, 2013. The written down value method has been adopted by the company.

**(IV) EMPLOYEE BENEFITS:**

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc. recognized as actual amounts due in the period in which employee renders the related services

**(V) TAXES ON INCOME:**

Current Tax is determined on the basis of tax payable to the taxation authorities in respect of taxable income for the period.

For the purpose of determining accumulated deferred tax assets in current financial year, depreciation for accounting purposes and for tax purposes are compared and the differences is charged to the revenue reserves, subject to the consideration of prudence.

**D. OTHER DISCLOSURES & INFORMATION:**

- 1 The balance of debtors, creditors, unsecured loans and Loans & Advances are subject to confirmation. However, the director has certified the respective balances.
- 2 Expenses for which supporting evidences are not found are duly certified by the directors.
- 3 Previous reporting period's figure have been regrouped / reclassified wherever necessary to correspond with the current reporting period's classifications / disclosure.
- 4 Related Party disclosure in accordance with the Accounting Standard 18 issued by the Institute of Chartered Accountants of India is as under:

Name of related parties with whom the transaction have been made	Description of Relation with party	Nature of Transaction	2023-24 (Amount) Rs.	Amount outstanding as on 31.03.2024 (Rs.)
Mohamed Amin Nathani	Director	Director's Remuneration	24,00,000	-44,799
Mohamed Yaseen Nathani	Director	Director's Remuneration	24,00,000	-73,182
Mohammed Ilyas Shaikh	Chief Financial Officer	Salary	9,62,400	-46,900
Mohamed Sajid Nathani	Brother of Director	Salary	12,00,000	12,572
Mohamed Aslam Nathani	Brother of Director	Salary	12,00,000	-84,314
Dinal Kansadwala	Company Secretary	Salary	3,96,953	24,780
Nathani Software Pvt. Ltd.	Sister Concern	Purchase	3763020	-
Mohamed Amin Nathani	Director	Rent	1,68,000	12,600
Mohamed Yaseen Nathani	Director	Rent	3,00,000	25,000

- 5 Earning per Share as required by Accounting Standard (AS – 20):

(Rs. In Lakh)

<i>Particulars</i>	<i>Current Period</i>	<i>Previous Year</i>
Profit after Taxation	57.57	43.82
Profit attributable to ordinary shareholders	57.57	43.82
Number of Equity Shares (in nos.)	39,99,600	22,22,000
Issued and subscribed	399.96	222.20
Number of Potential Equity Shares (under Employees' stock option scheme)	-	-
Total no. of shares including potential equity shares	39,99,600	22,22,000
Basic earnings per Share (Rs.)	1.44	1.97
Diluted earnings per Share (Rs.)	1.44	1.97



6 BREAK UP OF AUDITORS REMUNERATION:

<i>Particulars</i>	<i>Current Period</i>	<i>Previous Year</i>
As an Auditor	75,000	75,000
Tax Audit Fees	40,000	40,000
For Income Tax Matters	35,000	35,000
GST	27,000	27,000
<b>Total</b>	<b>1,77,000</b>	<b>1,77,000</b>

7 Transactions in foreign currency

C.I.F. Value of Imports: NIL

FOB Value of Exports: NIL

Earning in Foreign Exchange: NIL

8 Details of dues to Micro & Small Enterprises under the Micro, Small & Medium Enterprise Development Act, 2006 is as under: NIL

9 The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami Property.

10 The company is not declared as willful defaulter by any bank or financial Institution or other lender.

11 There is no Scheme of Arrangements approved by the Competent Authority in terms of Sections 230 to 237 of the Companies Act, 2013.

12 The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.)

13 The company have not traded or invested in Crypto currency or Virtual Currency during the year.

14 The company does not have any transactions with companies struck off.

15 The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

16 The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- 17 The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 18 The Company has not declared any dividend during the financial year under review.
- 19 The provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company, hence details regarding CSR activities are not provided.
- 20 The Company has no borrowings from banks or financial institutions on the basis of security of current assets.
- 21 Section 2(87) of the Companies Act, 2013 regarding number of layers of Companies is not applicable to the Company.
- 22 Disclosures of Ratios:

Sr. No.	Ratio	2023-24	2022-23	% of Variance
		Ratio	Ratio	
1.	Current Ratio (Times)	5.23	3.74	39.95
2.	Inventory Turnover Ratio (Times)	0.00	0.00	0.00
3.	Trade Receivable Turnover Ratio (Times)	5.36	9.64	-44.43
4.	Trade Payable Turnover Ratio (Times)	0.00	0.00	0.00
5.	Net Capital Turnover Ratio (Times)	0.00	0.00	0.00
6.	Debt Equity Ratio (Times)	0.22	0.02	1015.13
7.	Debt Service Coverage (Times)	0.01	0.01	-49.94
8.	Net Profit Ratio (%)	2.70%	2.39%	12.84
9.	Return on Capital Employed (%)	12.55%	10.92%	14.94
10.	Return on Equity ratio (%)	25.91%	19.72%	31.38
11.	Return on Investment (%)	14.30%	10.88%	31.43

23 These financial statements are presented in INR and all values are rounded to the nearest lakh (INR '00000), except when otherwise indicated.

**Signature to Note A to D.**

<p>As per our report of even date,  <b>For KANSARIWALA &amp; CHEVLI</b>  Chartered Accountants,  Firm Registration No. 0123689W   <b>(H. B. Kansariwala)</b>  Partner  Membership No. 032429  Peer Review No. 011854  <b>UDIN : 24032429BKBFLZ2128</b>  Surat, 30/05/2024</p>	<p><b>For FOCUS BUSINESS SOLUTION LIMITED</b>   <b>Mohamed Amin Nathani</b>  <b>Whole Time Director</b>  <b>DIN: 02759560</b></p>	<p><b>Mohamed Yaseen Nathani</b>  <b>managing Director</b>  <b>DIN: 02759578</b></p>
	<p><b>Mohammed Ilyas Shaikh (CFO)</b>  <b>PAN: BAOPS4253G</b></p>	<p><b>Dinal Alpeshkumar Kansadwala</b>  <b>Company Secretary</b>  <b>PAN: EDSPK5668D</b></p>

**ATTENDANCE SLIP****17<sup>th</sup> Annual General Meeting on Monday, 23<sup>rd</sup> September, 2024 at 03:00  
P.M**

Registered Folio No./ DP ID/Client ID	
No. of Shares	
Name and address of the Member(s)	
Joint Holder 1	
Joint Holder 2	

**Serial No. 1**

I/We hereby record my/our presence at the 17<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 23<sup>rd</sup> September, 2024 at 703 Rajhans Complex Nr. Kadiwala School, Ring Road Surat-395002, Gujarat

Member's/Proxy's name in Block Letters	Member's/Proxy's Signature

Please hand it over at the Attendance Verification Counter at the entrance of the meeting hall.

**Form No.MGT-11**  
**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	
Registered address :	
E-mail Id :	
Folio No./Client ID No:	
DP ID No:	

I/We, being the member (s) of equity shares of the Focus Business Solution Limited, hereby appoint.

1.

Name			
Address			
E-mail ID		Signature:	

2.

Name			
Address			
E-mail ID		Signature:	

3.

Name			
Address			
E-mail ID		Signature:	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17<sup>th</sup> Annual general meeting, to be held on Monday, 23<sup>rd</sup> September, 2024 at registered office situated at 703 Rajhans Complex Nr. Kadiwala School, Ring Road Surat-395002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	*For	Against
1.	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2024 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as an <b>Ordinary Resolution</b> .		
2.	To appoint a Director in place of Mr. Mohamedyaseen Muhammadbhai Nathani (DIN: 02759578) who retires by rotation and being eligible offered himself for re-appointment, in this regard, to consider and if thought fit, to pass the following resolution as an <b>Ordinary Resolution</b> .		
3.	Re-Appointment of Mr. Pareshkumar Arjanbhai Patel (Din: 08712881) as an Independent Director For The Second Term and if thought fit, to pass, with or without modification(s) the resolution <b>Special Resolution</b> :		
4.	Re-Appointment of Ms. Saba Banu Bawani (DIN: 08712681) as an Independent Director For The Second Term and if thought fit, to pass, with or without modification(s) the resolution <b>Special Resolution</b> :		
5.	Re-Appointment of Mr. Tushar Mohanlal Mistry (Din: 08713671) as an Independent Director For The Second Term and if thought fit, to pass, with or without modification(s) the resolution <b>Special Resolution</b> :		
6.	Approval For Availing Loan(S) Convertible Into Equity Shares and if thought fit, to pass, with or without modification(s) the resolution <b>Special Resolution</b> :		

Signed this \_\_\_\_ day of September, 2024

Signature of Shareholder

Signature of Proxy Holder(s)

Affix Revenue stamp here

**Notes:**

1. Please put (✓) or (x) in the box in the appropriate column against the respective resolutions. If you leave the For or Against column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she deems fit.
2. A Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013 a person can act as proxy on behalf of not more than 50 members and holding in aggregate not more than 10 % of the total share capital of the Company. Members holding more than 10% of the total share capital may appoint a single person as proxy, who shall not act as proxy for any other member.

This form of Proxy to be effective should be deposited at the registered office of the Company not later than 48 hours before the commencement of the AGM.



**FOCUS BUSINESS SOLUTION LIMITED**

**CIN: L74140GJ2006PLC049345**

**703-Rajhans Complex, Nr. Kadiwala School,**

**Ring Road, Surat-395002, Gujarat**

**Website: [www.focusbsl.com](http://www.focusbsl.com)**