



Provide Solutions for all Industries



18<sup>th</sup>

ANNUAL REPORT

2024-2025

## TABLE OF CONTENTS

Sr. No	Particulars	Page No.
1.	Corporate Information	3
2.	Notice of Annual General Meeting	5
3.	Board of Director's Report	27
	Annexures to the Board of Director's Report	
	Annexure I : Related Party Transaction (Form AOC-2)	41
	Annexure II : Secretarial Audit Report	42
	Annexure III :Disclosure 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	46
	Annexure IV :Management Discussion and Analysis Report	48
4.	Independent Auditors Report	54
5.	Balance Sheet	64
6.	Statement of Profit & Loss Account	65
7.	Cash Flow Statement	66
8.	Notes to Accounts	75
9.	Attendance sheet	80
10.	Proxy Form	81

## CORPORATE INFORMATION

Name of the Company	FOCUS BUSINESS SOLUTION LIMITED
CIN	L74140GJ2006PLC049345
Financial year	2024-25
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

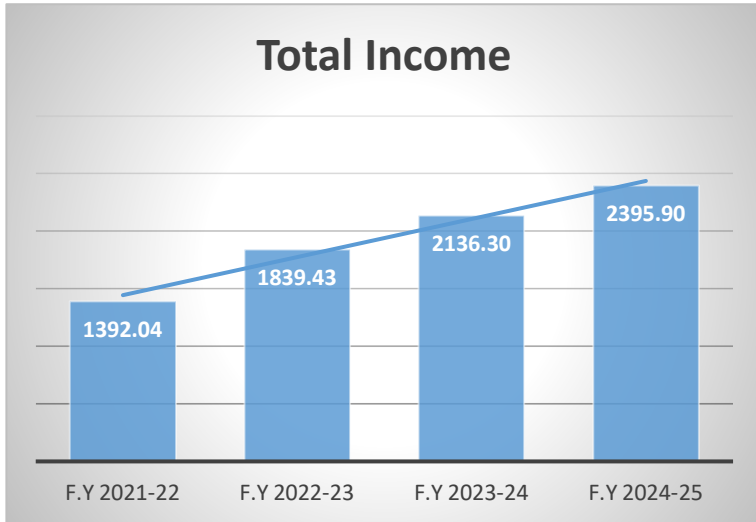
Chief Financial Officer	Mr. Mohammed Ilyas Shaikh
Company Secretary and Compliance Officer	Ms. Dinal Alpeshkumar Kansadwala
Statutory auditor	M/s Kansariwala & Chevli , Chartered Accountants
Internal auditor	M/s Jariwala & Associates , Chartered Accountants
Secretarial auditor	M/s. JDM and Associates LLP 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 2021-22	F.Y 2022-23	F.Y 2023-24	F.Y 2024-25
<b>Total Income</b>	<b>1392.04</b>	<b>1839.43</b>	<b>2136.30</b>	<b>2395.90</b>

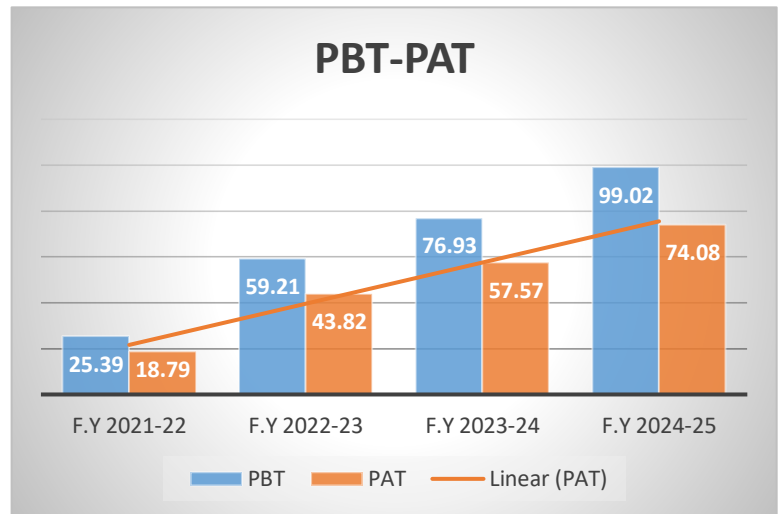
### Total Income



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

Year	F.Y 2021-22	F.Y 2022-23	F.Y 2023-24	F.Y 2024-25
<b>PBT</b>	<b>25.39</b>	<b>59.21</b>	<b>76.93</b>	<b>99.02</b>
<b>PAT</b>	<b>18.79</b>	<b>43.82</b>	<b>57.57</b>	<b>74.08</b>

### PBT-PAT



## NOTICE OF

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

NOTICE IS HEREBY GIVEN THAT THE 18<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S FOCUS BUSINESS SOLUTION LIMITED WILL BE HELD ON **MONDAY, AT 14<sup>TH</sup> JULY, 2025, AT 04:00 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, 2025 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. Mohamedamin Mohammad Nathani (DIN: 02759560)** 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. TO ISSUE BONUS SHARE**

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

**“RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”), and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Management Act, 1999 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, the enabling provisions of the Memorandum and Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of a sum not exceeding **Rs. 2,67,22,311 (Rupees Two Crore Sixty Seven Lacs Twenty Two thousand Three Hundred and eleven Only)** from and out of the Company's Free Reserves and/or the securities premium account and/or or such other account as may be considered necessary by Board of Directors of the Company (“the Board”), for the purpose of the issue of bonus equity shares of Rs. 10/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 29 (Twenty Nine) equity share of Rs. 10/- (Rupees Ten) each for every 50 (Fifty) existing equity shares of Rs. 10/- (Rupees Ten) each held by the Members and that the new bonus equity shares so issued

and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on such date as may be fixed in this regard by the Board.

**RESOLVED FURTHER THAT** the bonus shares so allotted shall subject to the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** in the case of members who hold shares or opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in physical form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company will be subject to the approval of the RBI, if applicable and as may be necessary.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board including any Committee of the Board or person authorised by the Board, be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of bonus shares, filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto.

**RESOLVED FURTHER THAT** any equity shares being fractional shares, arising out of issue shall be ignored and no allotment shall be for the fractional equity shares and accordingly the number of issuance of bonus share may be reduced.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board including any Committee of the Board or person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

#### 4. TO REVISE THE TERMS OF REMUNERATION OF MR. MOHAMEDYASEEN MUHAMMADBHAI NATHANI (DIN: 02759578) AS CHAIRMAN AND MANAGING DIRECTOR W.E.F.01 APRIL,2025

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf approval of the members be and is hereby accorded for revision of remuneration of Mr. Mohamedyaseen Muhammadbhai Nathani (Din: 02759578) as Chairman and Managing Director of the Company existing from Rs.48,00,000 p.a to Rs.60,00,000 p.a w.e.f. 01 April, 2025 to 05 January 2027 as contained in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** the Board of Director be and is hereby authorised to vary, alter and modify the terms and conditions of reappointment including as to designation and remuneration/remuneration structure of Mr. Mohamedyaseen Muhammadbhai Nathani within the limits prescribed in the explanatory statement to this resolution and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

#### 5. TO REVISE THE TERMS OF REMUNERATION OF MR. MOHAMEDAMIN MOHAMMAD NATHANI (DIN: 02759560) AS WHOLE TIME DIRECTOR W.E.F.01 APRIL,2025

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approval of the members be and is hereby accorded for revision of remuneration of Mr. Mohamedamin Mohammad Nathani (Din: 02759560) as Whole Time Director of the Company existing from Rs.48,00,000 p.a to Rs.60,00,000 p.a w.e.f. 01 April, 2025 to 05 January 2027 as contained in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to increase, alter and/or vary the remuneration and perquisites including the monetary value thereof as may be permitted or authorised in accordance with the provisions of the Companies Act, 2013, for the time being in force, provided, however, that the remuneration payable to Mr. Mohamedamin Mohammad Nathani shall be within the limits as prescribed in Schedule V of the Companies Act, 2013”.

## 6. TO APPROVE INCREASE IN BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

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

**“RESOLVED THAT** in supersession of earlier Resolution passed in this regard, pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and any approvals, consents, sanctions, permissions as may be necessary from any governmental authorities and all other appropriate statutory and regulatory authorities, and such other rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for time being in force) and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the shareholders of the Company, be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee of Directors thereof which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this Resolution), to borrow from time to time, any sum or sums of monies as it may deem requisite for the purpose of the business of the Company, inter alia, by way of Loan/Financial Assistance from various Bank(s), Financial Institution(s) and/or other Lender(s), issue of Debentures/Bonds or other Debt Instruments, with or without security, whether in India or abroad and through acceptance of Fixed Deposits and Inter Corporate Deposits, on such terms and conditions as the Board at its sole discretion may deem fit, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of its Paid-Up Share Capital of the Company and its free reserves, and Securities Premium, provided that the total amount up to which monies may be borrowed by the Board of Directors shall not exceed the sum of **Rs.100 Crore (Rupees hundred Crore only)** at any point of time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things including delegating powers to officers and/ or employees of the Company, as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and settle any question or doubt, to give effect to the aforesaid Resolution.”

## 7. TO INCREASE THE LIMIT TO SELL, LEASE, MORTGAGE, OR OTHERWISE DISPOSE OF OR TO CREATE CHARGE, MORTGAGE, AND/OR HYPOTHECATE ON THE PROPERTIES/UNDERTAKINGS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

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

**“RESOLVED THAT** in supersession of earlier Resolution passed in this regard, pursuant to the provision of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) and/or re-enactment thereof for the time being in force) and any approvals, consents, sanctions, permissions as may be necessary from any governmental authorities and all other appropriate statutory and regulatory authorities, and such other rules made



thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for time being in force) and the Articles of Association of the Company and all other provisions of applicable laws, consent of the Shareholders of the Company, be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee of Directors thereof which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this Resolution) to Sell, Lease, Mortgage, Or Otherwise Dispose of or to Create Charge, Mortgage, and/or hypothecate , on the Company's assets and/or properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, on such terms and conditions as the Board at its sole discretion may deem fit, subject to a maximum amount of **Rs.100 Crore (Rupees Hundred Crore only)**.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things including delegating powers to officers and/ or employees of the Company, as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and settle any question or doubt, to give effect to the aforesaid Resolution.

#### **8. TO INCREASE THE LIMIT TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIE'S ACT, 2013**

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

**"RESOLVED THAT** in supersession of earlier Resolution passed in this regard, pursuant to the provisions of Section 186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment thereof for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors (which term shall be deemed to include any Committee of Directors thereof which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this Resolution), of the Company to grant loans and advances or make investments in the securities of any other body corporate or provide securities or guarantees for such an amount that the aggregate of such loans and investments made or to be made, the amounts for which guarantee or security so far provided in connection with a loan to any other body corporate or person, along with the investment, loan, guarantee or security proposed to be made or given by the Company in excess of the limits prescribed under Section 186 of the Act, viz., 60% of the Company's paid up share capital, free reserves and securities premium account or 100% of the Company's free reserves and securities premium, whichever is more, upon such terms and conditions as the Board may think fit, provided that the amount of such total loans or investments made, guarantees given and securities provided shall not at any time exceed Rs.100 crore.

**RESOLVED FURTHER THAT** any Director, Chief Financial Officer or Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper and expedient to carry on the purpose of 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 : 20<sup>th</sup> June, 2025**

**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, July 7, 2025 as the Record Date (i.e cutoff date)** for taking records of the Members of the Company for the purpose of 18<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 2024-25 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 18<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, July 10, 2025 at 10:00 A.M
End of remote e- voting	Sunday, July 13, 2025 at 5.00 P.M





During this period shareholders of the Company, holding shares as on **the cut-off date i.e. Monday, July 7, 2025** 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, July 7, 2025**. 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, July 7, 2025**, 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> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p><b>NSDL Mobile App is available on</b></p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div> <p>5. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting &amp; voting during the meeting.</p>
<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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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 NOTICEEXPLANATORY 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: TO ISSUE BONUS SHARE

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

The equity shares of your Company are listed and actively traded on the BSE Limited. With a view to encourage the participation of retail investors in the long term, increasing the overall tradeable float/activity level in the Equity shares and retail diversification of shareholding, the Board of Directors at its meeting held on June 20, 2025, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of Rs. 10/- (Rupee Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 29 (Twenty Nine) equity share of Rs. 10/- (Rupees Ten) each for every 50 (Fifty) existing equity shares of Rs. 10/- (Rupees Ten) each by capitalizing a sum not exceeding **Rs. 2,67,22,311 (Rupees Two Crore Sixty Seven Lacs Twenty Two thousand Three Hundred and eleven Only)** from and out of the Company's Free Reserves and/or the securities premium account and/or or such other account as may be considered necessary by Board of Directors of the Company ("the Board").

Article 39 of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The Bonus Shares so allotted shall rank pari- passu in all respects with the fully paid-up Equity Shares of the Company as on the Record Date and shall be made according to the regulations as specified under Chapter IX of SEBI (ICDR) Regulations 2018.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of the stock options/equity shares held by them in the Company.

The Board recommends this resolution as set out in Item no. 3 of the Notice for your approval as an Ordinary Resolution.

ITEM NO. 4 TO REVISE THE TERMS OF REMUNERATION OF MR. MOHAMEDYASEEN MUHAMMADBHAI NATHANI (DIN: 02759578) AS CHAIRMAN AND MANAGING DIRECTOR W.E.F.01 APRIL, 2025

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

The Board of Directors of the Company ("Board"), at its meeting held on January 6, 2024, approved the re-appointment of Mr. Mohamedyaseen Muhammadbhai Nathani as Managing Director of the Company for a period of five years, commencing from January 6, 2024, to January 5, 2029. The said re-appointments were subsequently approved by the members at the Extra-Ordinary General Meeting held on March 23, 2024.

On the recommended of NRC, the Board of directors has approved its meeting held on 20<sup>th</sup> June, 2025 has revised of terms of Remuneration payable to Mr. Mohamedyaseen Muhammadbhai Nathani as the Managing Director, w.e.f. 01 April, 2025, subject to the approval of Members in the annual general meeting.

The principal terms and conditions of Mr. Mohamedyaseen Muhammadbhai Nathani as the Managing Director of the Company is as follows:

**Remuneration:**

**1. Basic Salary:**

Current basic salary has been increased to Rs. 60,00,000 (Rupees Sixty Lakhs Only) per annum which shall not exceeded the maximum limits as laid down in Section 197 (1) read with schedule V of the Companies Act, 2013, subject to approval of the shareholders of the Company with the effect from 1<sup>st</sup> April, 2025 to 05 January 2027.

**2. Benefits, Perquisites, Allowances:**

- I. Perquisites and Allowances including Travel Concession/Allowance, Other Allowances (including any special allowance)
- II. Contribution to Provident Fund as per the Rules of the Company.
- III. The Managing Director shall be entitled to leaves in accordance with the Rules of the Company.
- IV. Other facilities as per the Rules of the Company includes Telecommunication facilities, Car facility etc.

**3. Commission:**

Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 or any modification or enactment thereof.

**4. Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director a remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive Remuneration as specified above.

**5. Other Terms of Appointment:**

The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit, irrespective of the limits stipulated under Schedule V of the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.

None of the Directors or KMP of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

**ITEM NO. 5 TO REVISE THE TERMS OF REMUNERATION OF MR. MOHAMEDAMIN MOHAMMAD NATHANI (DIN: 02759560) AS WHOLE TIME DIRECTOR W.E.F.01 APRIL, 2025**

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

The Board of Directors of the Company (“Board”), at its meeting held on January 6, 2024, approved the re-appointment of Mr. Mohamedamin Mohammad Nathani as Whole-Time Director of the Company for a period of five years, commencing from January 6, 2024, to January 5, 2029. The said re-appointments were subsequently approved by the members at the Extra-Ordinary General Meeting held on March 23, 2024.

On the recommended of NRC, the Board at its meeting held on 20<sup>th</sup> June, 2025, has, subject to the approval of Members, revised of terms of Remuneration payable to Mr. Mohamedamin Mohammad Nathani as the whole Time Director, w.e.f. 1<sup>st</sup> April, 2025 to 05 January 2027.

The principal terms and conditions of Mr. Mohamedamin Mohammad Nathani as the whole Time Director of the Company are as follows:

**Remuneration:**

**1. Basic Salary:**

Current basic salary has been increased to Rs. 60,00,000 (Rupees Sixty Lakhs Only) per annum which shall not exceeded the maximum limits as laid down in Section 197 (1) read with schedule V of the Companies Act, 2013, subject to approval of the shareholders of the Company with the effect from 1<sup>st</sup> April, 2025 to 05 January 2027.

**2. Benefits, Perquisites, Allowances:**

- I. Perquisites and Allowances including Travel Concession/Allowance, Other Allowances (including any special allowance)
- II. Contribution to Provident Fund as per the Rules of the Company.
- III. The whole Time Director shall be entitled to leaves in accordance with the Rules of the Company.
- IV. Other facilities as per the Rules of the Company includes Telecommunication facilities, Car facility etc.

**3. Commission:**

Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 or any modification or enactment thereof.

**4. Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Whole time director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director & Whole time director a remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive Remuneration as specified above.

## 5. Other Terms of Appointment:

The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit, irrespective of the limits stipulated under Schedule V of the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and Whole time director, subject to such approvals as may be required.

None of the Directors or KMP of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

## ITEM NO. 6: INCREASE IN BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

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

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Borrowings (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) by the Company beyond the aggregate of the Paid-Up Share Capital of the Company and its Free Reserves and Securities Premium requires approval from the Shareholders of the Company.

The Members at their Extra Ordinary General Meeting held on February 26, 2021, had accorded their consent Vide Special Resolutions in this regard and authorized the Board of Directors to borrow monies for the purpose of the business of the Company not exceeding Rs.5 Crore (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company in terms of Section 180(1)(c) of the Companies Act, 2013 ('the Act').

Considering the future business plans of the Company and to meet the funding requirements for the business of the Company, the Board of Directors may need to resort to further borrowings from time to time, inter alia, by way of Loan/ Financial Assistance from the various Bank(s)/Financial Institution(s) and/or other Lender(s), issue of Debentures/Bonds or other Debt Instruments and through acceptance of Fixed Deposits, Inter-Corporate Deposits, etc. Accordingly, it is proposed to seek approval of the Members of the Company for revising the limits of borrowing from the existing Rs.5 Crore to Rs.100 Crore.

None of the Directors or KMP of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

The Board of Directors accordingly recommends the Special Resolutions set out in Item No.6 this Notice for approval of the Members.

**ITEM NO. 7: TO INCREASE THE LIMIT TO SELL, LEASE, MORTGAGE, OR OTHERWISE DISPOSE OF OR TO CREATE CHARGE, MORTGAGE, AND/OR HYPOTHECATE ON THE PROPERTIES/UNDERTAKINGS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:**

The following Statement sets out the material facts relating to the Special Business item no. 7 as mentioned in the Notice:

The Members at their Extra Ordinary General Meeting held on February 26, 2021, had accorded their consent Vide Special Resolutions in this regard and authorized the Board of Directors to Sell, Lease, Mortgage, or otherwise dispose of or to Create Charge, Mortgage, and/or Hypothecate on the Company's assets and/or properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, for securing the borrowings up to limit of Rs.5 Crore in terms of Section 180(1)(a) of the Act.

Considering the future business plans of the Company and to meet the funding requirements for the business of the Company, the Board of Directors may need to resort to further borrowings from time to time, inter alia, by way of Loan/ Financial Assistance from the various Bank(s)/Financial Institution(s) and/or other Lender(s), issue of Debentures/Bonds or other Debt Instruments and through acceptance of Fixed Deposits, Inter-Corporate Deposits, etc. These borrowings may also have to be secured by the creation of mortgages, charges, liens, hypothecation, and/or other securities on the Company's assets and/or properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking of the whole or substantially the whole of any of such undertakings, in favour of Bank(s)/ Financial Institution(s)/ other Lender(s)/ Mutual Fund(s)/ Debenture Trustee/ Security Trustee/ Fixed Deposits Trustee.

Accordingly, it is proposed to seek approval of the Members of the Company for revising the limits to Sell, Lease, Mortgage, or otherwise dispose of or to Create Charge, Mortgage, and/or Hypothecate on the Company's assets and/or properties from the existing Rs.5 Crore to Rs.100 Crore.

None of the Directors or KMP of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice.

The Board of Directors accordingly recommends the Special Resolutions set out in Item No.7 of this Notice for approval of the Members.

**ITEM NO. 8 : TO INCREASE THE LIMIT TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIE'S ACT, 2013**

The following Statement sets out the material facts relating to the Special Business item no. 8 as mentioned in the Notice:

As per Section 186 (2) of the Companies Act, 2013 ('the Act'), the Company can give loans, advances, guarantees or provide any security in connection with the loan:

- up to 60% of its paid-up share capital, free reserves and security premium account; or
- 100% of its free reserves and securities premium account, whichever is more.

As per Section 186 (3) of the Act, the Company can give loans and make investments exceeding the aforesaid limits, after taking prior approval of members by means of a Special Resolution passed at a General Meeting of the Company.

The Shareholders had approved the proposal for giving loans, guarantees and making investments upto Rs 5 crore, keeping in mind the foreseeable growth in business activities based on the assessment made at that point in time. The limit was subsequently approved by the Members of the Company by way of Special Resolution in Extra ordinary General Meeting held on February 26, 2021.

Keeping in mind Company's existing and future business prospects and possibility of surplus of funds in view of increased borrowing limits, it is proposed to enhance the limit of loans and investments by way of subscription, purchase or otherwise, the securities of any other body corporate, giving loans, guarantees and providing securities in connection with a loan of any person or other body corporate under Section 186 of the Act in excess of the limit upto an extend of Rs.100 crore.

None of the Directors or KMP of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice.

In view of the above, the approval of the Members of the Company by passing Special Resolution would be required to be obtained for enhancing the limit of loans and investments under Section 186 of the Act.

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

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

**Date: 20<sup>th</sup> June, 2025  
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;

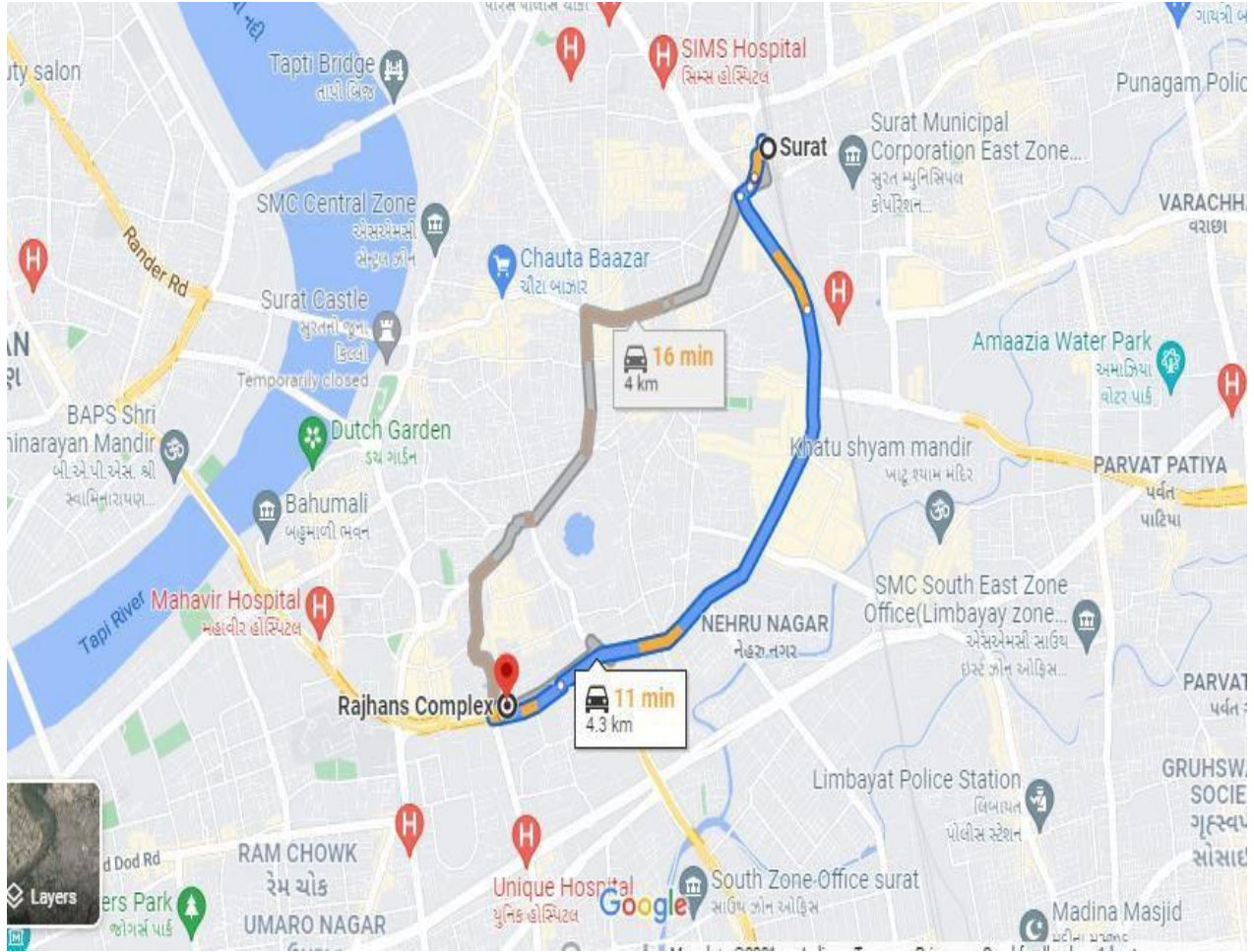
<b>Name of Director</b>	<b>Mr. Mohamedamin Muhammadbhai Nathani</b>
DIN	02759560
Designation	Whole Time Director
Date of birth	August 20, 1975
Date of first appointment	Since Incorporation
Nationality	Indian
Qualification	B. Com
Brief Resume	Mr. Mohamedamin Mohammad Nathani, aged 47 years, is the Promoter and Whole-Time Director of our Company. He holds Bachelor degree in Commerce. He is on Board of Company since incorporation i.e. 10th November, 2006. He is a seasoned entrepreneur and has a rich experience of more than 22 years in banking and financial industry. He looks after of routine operational activities of our Company. He is responsible for the manpower management of company and liasioning with clients.
Expertise in specific functional areas	More than 22 Years in in the field of collection services business
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.
disclosure of relationships between directors inter-se	Mr. Mohamedyaseen Nathani (Chairman and Managing director) is related to Mr. Mohamedamin Nathani
Directorship held in other public Companies	NIL
Membership/Chairmanship of committees of other listed companies	NIL
Number of shares held in the Company	22,53,000 equity shares
shareholding of non-executive directors	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: 20<sup>th</sup> June , 2025  
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 18<sup>th</sup> Annual Report together with the Audited Accounts of your Company for the year ended 31<sup>st</sup> March 2025.

**FINANCIAL PERFORMANCE**

- a) The Company's financial performance during the year ended 31st March 2025 compared to the previous financial year is summarized below:

<b>Particulars</b>	<b>For the Financial Year Ended 31st March, 2025 (In lakhs)</b>	<b>For the Financial Year Ended 31st March, 2024 (In lakhs)</b>
Revenue from operations	2390.68	2134.67
Other Income	5.23	1.63
(less) Total Expense	2296.88	2059.37
Profit Before Depreciation and finance cost	153.50	123.93
Depreciation	56.26	46.64
Finance Cost	1.22	0.39
Profit/(Loss) before Tax	99.02	76.93
Income Tax Expense	27.08	20.72
Deferred tax	(2.13)	(1.36)
Profit/ (Loss) After Tax	74.08	57.57

**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 achieved the Revenue from Operations of Rs. 2390.68 Lakhs during the financial year ended on 31st March, 2025 as against Rs. 2134.67 Lakhs achieved during the previous year ended on 31st March, 2024.

During the year Company incurred Net Profit of Rs. 74.08 Lakhs during the financial year ended on 31st March, 2025 as against Net Profit of Rs. 57.57 Lakhs during the previous year ended on 31st March, 2024.

**TRANSFER TO RESERVES:**

The Company has not transfer any amount to the General Reserve Account during the financial year ended 31st March, 2025.

**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 Rs.7,50,00,000 (Rupees Seven Crore Fifty Lakhs Only) divided into 75,00,000 (Seventy Five Lakhs) equity shares of Rs. 10 each

**Paid-up Share Capital**

The paid up share capital of the Company is increased from Rs. 4,59,96,000 divided into 45,99,600 Equity shares of Rs. 10 each to Rs. 4,60,72,950 divided into 46,07,295 Equity shares of Rs. 10 each.

- **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.

- **ALLOTMENT OF EQUITY SHARES UNDER EMPLOYEES STOCK OPTION PLAN:**

Company has allotted 7695 (Seven Thousands Six Hundred Ninety Five) equity Shares of the company having a face value of Rs. 10/- (Rupees ten Only) at an exercise price of Rs. 10 (Rupees Ten only) aggregating to Rs. 76,950 (Rupees Seventy Six Thousands Nine Hundred and Fifty Only) to the option grantees pursuant to exercise of the options granted to the eligible employees of the Company as per first grant under “FBSL-ESOS 2023” vide in its board meeting held on 26<sup>th</sup> March, 2025.

**LISTING FEES**

The Company has paid Listing Fees for the Financial Year 2024-25 to the Stock Exchange, where its Equity Shares are listed.

**DIVIDEND**

The Company has declared the following interim dividend during the year in compliance with the Dividend Distribution Policy.

Particular	Interim dividend during the year 2024-25
Date of Declaration	14 <sup>th</sup> November, 2024
Record Date	28 <sup>th</sup> November, 2024
Date of Payment	3 <sup>rd</sup> December, 2024 (i.e Within 30 days from the date of declaration)
Rate of Dividend per share (Face Value of Rs. 10 per share)	Rs. 0.1
%	1%
Total Payout ( in Lakhs)	Rs. 4.59 Lakhs

The Board of Directors did not recommend any final dividend for the financial year ended 31 March 2025.

**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, 2025.

**DIRECTORS****a) Appointment/Cessation:**

During the year under review, the Company has re-appointed the following non-executive independent for their second term w.e.f February 28, 2025 to February 27, 2030 at the ensuing 17<sup>th</sup> Annual General Meeting (AGM) held on 23<sup>rd</sup> September, 2024.

1. Mr. Pareshkumar Arjanbhai Patel (DIN: 08712881)
2. Ms. Saba Banu Bawani (DIN: 08712681)
3. Mr. Tushar Mohanlal Mistry (Din: 08713671)

**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. Mohamedamin Mohammad Nathani (DIN: 02759560), Whole Time 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 31.03.2025:

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 details of Complaint received by the company during the year 2024-25 are as under:

- The number of sexual harassment complaints received during the year - NIL
- The number of such complaints disposed of during the year-NA
- The number of cases pending for a period exceeding ninety days-NIL

**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, 2025.

**BUSINESS RESPONSIBILITY REPORT**

Business Responsibility report is not applicable to the Company for the financial year ended 31st March, 2025.

**BOARD MEETINGS**

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

Sr. No.	Date of Meeting	Board strength	No. Of Directors Present
1	02.04.2024	05	05
2	15.05.2024	05	04
3	30.05.2024	05	05
4	15.07.2024	05	05
5	22.08.2024	05	05
6	14.11.2024	05	05
7	01.03.2025	05	05
8	26.03.2025	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 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)	4	4
2.	Mr. Pareshkumar Arjanbhai Patel	Member (Independent Director)	4	4
3.	Ms. Saba Banu Bawani	Member (Independent Director)	4	4

During the year, 4 meetings of the Audit Committee were held during the financial year 2024-25 on following dates:

30.05.2024, 22.08.2024, 14.11.2024 and 01.03.2025

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 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)	3	3
2	Mr. Pareshkumar Arjanbhai Patel	Member (Independent Director)	3	3
3	Ms. Saba Banu Bawani	Member (Independent Director)	3	3

During the year, 3 meetings of the Nomination and Remuneration Committee were held during the financial year 2024-25 on following dates:

02.04.2024, 22.08.2024 and 26.03.2025

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 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 during the financial year 2024-25 on following dates:

02.04.2024, 15.07.2024, 14.11.2024 and 01.03.2025.

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 2025.

During the year, one independent directors meeting held on 01.03.2025.

**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	8	8	100	0	0	0	Yes
2.	Mr. Mohamedyaseen Muhammadbhai Nathani	8	8	100	0	0	0	Yes
3.	Ms. Saba Banu Bawani	8	8	100	12	12	100	Yes
4.	Mr. Pareshkumar Arjanbhai Patel	8	8	100	12	12	100	Yes
5.	Mr. Tushar Mohanlal Mistry	8	7	87.5	12	12	100	No

**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 2024-25. The Secretarial Audit Report as received from Mr. Dhaval Master, Company Secretary in Practice is appended as Annexure-II to this Report.

The observation of secretarial audit report as mentioned below;

- Whereas in terms of the Regulation 33 (3)(d), the listed entity shall submit Statement on Impact of Audit Qualifications (applicable only for audit report with modified opinion) within 60 days from the end of financial year 2024. The company has submitted Statement with the exchange as on 05th June, 2024.

Reply from the company:

- The delay in submitting the Statement on Impact of Audit Qualifications was inadvertent and due to procedural reasons. The Company submitted the statement on June 05, 2024, and steps have been taken to avoid such delays in future.

**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.

Further, the Board has re-appointed M/s. Jariwala & Associates, Chartered Accountants, as the Internal Auditor of the Company for the Financial Year 2025–26 in the board meeting held on 27<sup>th</sup> May, 2025.

**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 2025.

**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 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.

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.

<u>Objects</u>	<u>Fund Utilization (In Rs.)</u>	<u>Funds Utilized till date</u>
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. 2,01,60,000/-(Rupees Two Crore One Lakh Sixty Thousands 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. Subsequently, the Company allotted 7,695 equity shares of ₹10/- each on March 26, 2025, to eligible employees upon exercise of options under the first grant.

## 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).

### **MATERNITY BENEFIT COMPLIANCE**

The Company has duly complied with the provisions of the Maternity Benefit Act, ensuring all eligible employees receive the benefits and protections as mandated under the Act.

### **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: 20th June, 2025  
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, 2025 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 and nature of relationship	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 (Whole-Time Director)	Rent paid	As Per Agreement	Transaction entered between the parties at arm length basis	02.04.2024
2.	Mr. Mohamedyaseen Muhammadbhai Nathani (Managing Director)	Rent paid	As Per Agreement	Transaction entered between the parties at arm length basis	02.04.2024
3.	Mr. Sajid Nathani (Relative of Director)	Salary	Ongoing	Transaction entered between the parties at arm length basis	02.04.2024
4.	Mr. Aslam Nathani (Relative of Director)	Salary	Ongoing	Transaction entered between the parties at arm length basis	02.04.2024
5.	Nathani Software Pvt. Ltd. (Sister Concern Company)	Purchase	Ongoing	Transaction entered between the parties at arm length basis	02.04.2024
6.	Focus Business Support Service (Director entity)	Job Work	Ongoing	Transaction entered between the parties at arm length basis	02.04.2024

Annexure-II**Form MR - 3****Secretarial Audit Report****for the Financial Year Ended 31st March, 2025**

[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, 2025** 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, 2025** 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.

- Whereas in terms of the Regulation 33 (3)(d), the listed entity shall submit Statement on Impact of Audit Qualifications (applicable only for audit report with modified opinion) within 60 days from the end of financial year 2024. The company has submitted Statement with the exchange as on 05th June, 2024.

I/~~We~~ 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/~~We~~ 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/~~we~~ 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Meetings of the Board and Committees of the Board. Except where consent of the directors was received for scheduling meeting at a shorter notice (to transact urgent business on fulfilling conditions as prescribed under section 173 (3) of the Companies Act, 2013), 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.

As per the Minutes of the meetings of the Board of Directors & the committee thereof duly recorded and signed by the Chairman the decision of the Board or Committee was unanimous and there were no dissenting views on any matter.

I further report that based on review of compliance mechanism established by company and on the basis of representation made / certificate issued by the Company and its officers, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

I/we 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 allotted 6,00,000 Equity shares on Preferential basis with the approval of shareholders in the general meeting and exchange approval i.e. 23rd March, 2024 and approval of board of directors in board meeting held on 02nd April, 2024.
- II. During the period under review, the company has re-appointed Independent directors for the second term of five years with the approval of shareholders in the annual general meeting held on 23rd September, 2024.
- III. During the period under review, the company has allotted 7695 Equity shares pursuant to exercise of the options granted to the eligible employees of the Company as per first grant under "FBSL-ESOS 2023".

**For D P Master & Associates**

Company Secretaries

Sd/-

**(Dhaval P Master)**

Surat, April 28, 2025

Proprietor

**UDIN: A034204G000223393**

**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 records 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)**

Proprietor

Surat, April 28, 2025

**UDIN: A034204G000223393**

**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	3.85 :1
2.	Mr. Mohamedyaseen Muhammadbhai Nathani	Managing Director	3.85 :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. 2024-25
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	15%

**c. The percentage increase in the median remuneration of employees in the financial year:** There is 19.33% change in the median remuneration of employees during the financial year 2024-25 as compared to previous financial year 2023-24.

As on 31st March 2025, there were a total of 98 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 no change in the average salaries of the employees other than the managerial personnel during the financial year 2024-25.

**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: 20<sup>th</sup> June, 2025**

**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, 2025.

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

##### Company Overview and Structural Framework

###### Corporate Structure

Focus Business Solution Limited, a public limited company listed on the SME Platform of BSE since July 13, 2021, was originally incorporated as *Focus Business Solution Private Limited* on November 10, 2006, in Gujarat. The Company transitioned to its current status as a listed entity in line with its vision of expanding operational capabilities and enhancing governance standards.

Under the continued guidance and leadership of its founders, **Mr. Mohamedamin Mohammad Nathani** and **Mr. Mohamedyaseen Muhammadbhai Nathani**, the Company has grown steadily over the past two decades, establishing a strong foothold in the debt collection industry. Their strategic direction, combined with the support of an experienced senior management team, has enabled the Company to achieve several milestones in collections and client servicing.

With over 20 years of experience in the debt recovery domain, Focus Business Solution Limited is now on a trajectory to achieve its long-term vision of **PAN India coverage**, catering to leading banks, NBFCs, and financial institutions across multiple regions.

###### Operational Structure

Focus Business Solution Limited offers end-to-end debt collection and recovery solutions through a multi-channel delivery model. The operational setup is designed to meet the needs of a wide range of financial institutions while ensuring efficiency, compliance, and customer sensitivity.

Our suite of services includes Tele-calling, Field visits, IVR Solution, Voice blast, E-mail Blast, and Legal Services, all seamlessly integrated into our smart, all-encompassing digital Solution.

###### Compliance and Governance Mechanism

Focus Business Solution Limited adheres strictly to the regulatory framework laid out by the Reserve Bank of India (RBI), as well as the specific requirements and codes of conduct set forth by its banking and financial institution clients. The Company follows comprehensive Standard Operating Procedures (SOPs) designed to ensure ethical recovery practices and client data confidentiality.

A strong internal audit system is implemented through the Company's internal audit team, which conducts periodic reviews of operations, documentation, and staff conduct. Regular training sessions are organized for employees and collection agents to reinforce adherence to: Code of Conduct , Fair Practices Code , RBI Guidelines and Client Protocols and Data Protection and Privacy Norms



Technology Integration in Structure

With over two decades of industry-specific expertise, we have honed a hybrid digital solution encompassing both Tele-calling and referral field visit. Our commitment lies in establishing an organization with a robust foundation in debt collection and recovery, driven by our innovative digital approach. This fusion of traditional practices with cutting-edge technology ensures the delivery of efficient, dependable, and transparent debt collection services.

In crux, Focus Business Solution Limited has developed a resilient, scalable, and tech-enabled organizational structure that underpins its mission to deliver **ethical, effective, and customer-centric debt recovery services**. With clearly defined departmental responsibilities, strong governance controls, and a commitment to continuous innovation, the Company is well-positioned to expand its footprint across India and strengthen long-term partnerships with financial institutions.

Branch Network of the Company



We have staff strength of around 1378 covering all branches which included 98 staff on our payroll and 1280 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 FY 2024-25, the global economy saw a cautious recovery amid easing inflation in major economies, but growth remained moderate due to high interest rates, geopolitical tensions, and supply chain disruptions. Emerging markets, especially in Asia, showed stronger performance driven by domestic demand and improved industrial output, though energy price volatility and climate-related issues continued to pose risks.

The financial services sector globally shifted further towards digitalization and tighter regulations, with a focus on financial inclusion and responsible lending. Rising debt stress led to increased NPAs in some regions. For debt recovery agencies, this created both challenges and opportunities. Focus Business Solution Limited remained adaptive by emphasizing compliance, digital tools, and customer-centric strategies to align with global best practices and support clients in effective recovery management.

### THE GLOBAL OUTLOOK:

In FY 2024-25, the global debt collection industry is navigating rising defaults, especially in high-yield segments, driven by inflation, high interest rates, and geopolitical tensions. Major players are under pressure, seeking restructuring due to large debt burdens.

Amid these challenges, the industry is embracing AI, machine learning, and data analytics to improve recovery rates and efficiency. There's also a growing shift toward ethical, customer-focused recovery practices. Despite economic headwinds, the sector is poised for growth through digital transformation and expanding demand in emerging markets.

### INDIAN ECONOMY AT GLANCE:

In 2024–25, the Indian economy is projected to grow at 6.4%, creating a favorable environment for credit expansion and financial activities. However, rising non-performing assets (NPAs) across banks have highlighted the growing importance of effective debt recovery mechanisms. In response, banks are increasing legal actions, offering one-time settlements, and exploring refinancing options.

The debt collection industry is undergoing a digital transformation, with the market for collection software growing at a CAGR of over 10%. Regulatory bodies like the RBI are also working to formalize and streamline recovery practices. Additionally, the securitization of bad loans is gaining momentum, further boosting the sector. Overall, the industry is poised for growth, driven by technology, compliance, and evolving financial regulations.

### DEBT COLLECTION INDUSTRY 2025:

In 2025, India's debt collection industry is undergoing significant transformation, driven by economic pressures, regulatory reforms, and technological advancements.

#### **Economic Landscape and Rising NPAs:**

The Indian economy is experiencing a surge in non-performing assets (NPAs). The NPA ratio marginally decreased from 5.57% to 5.32%. This rise is attributed to factors such as increased loan disbursals, competitive market pressures leading to business failures, and borrower expectations for government loan waivers.

**Technological Advancements:**

The debt collection industry is embracing technology to enhance efficiency and compliance. Artificial Intelligence (AI) and Machine Learning (ML) are being utilized to predict consumer behavior, optimize repayment plans, and improve contact center efficiency. Digital-first communication strategies, including omni-channel approaches via SMS, email, chat apps, and mobile applications, are becoming standard to meet consumer preferences.

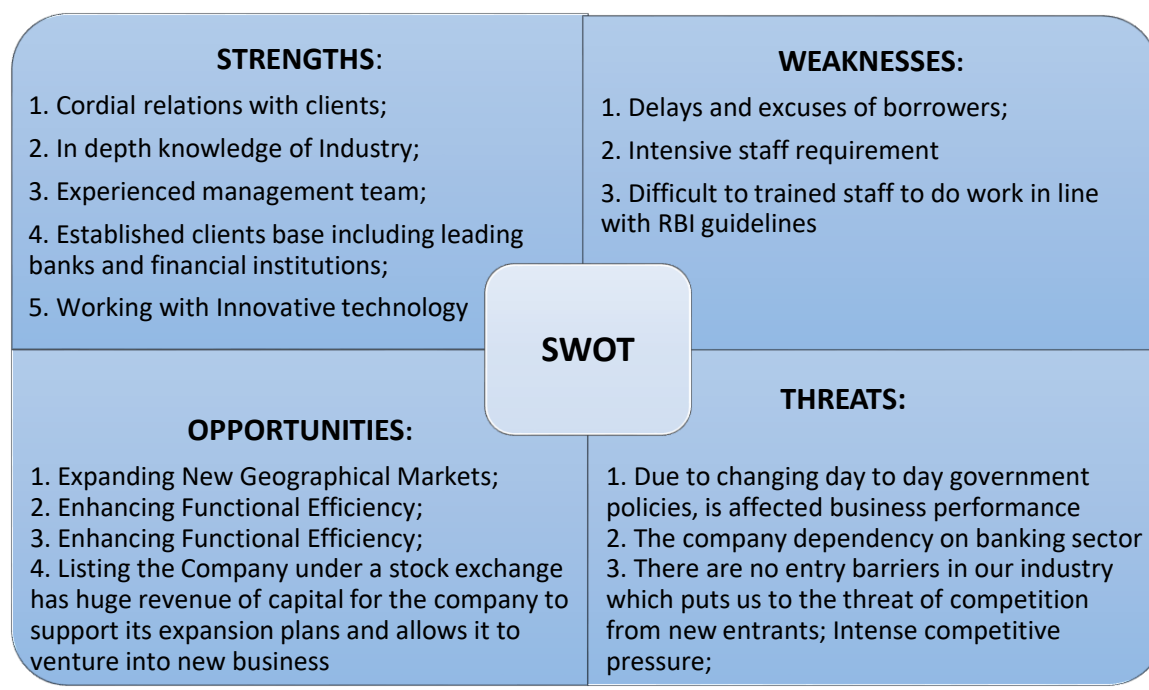
**Regulatory Reforms**

The Reserve Bank of India (RBI) is enforcing stricter regulations to ensure ethical debt collection practices. This includes adherence to the Fair Practices Code, which mandates respectful and lawful collection methods. Additionally, the RBI has increased risk weights on personal loans to curb excessive lending, impacting credit availability and pushing heavily indebted individuals into further crisis.

**Outlook**

The Indian debt collection industry in 2025 is at a crossroads, balancing the need for effective recovery mechanisms with ethical practices and technological integration. Stakeholders must navigate economic challenges, regulatory requirements, and evolving consumer expectations to ensure sustainable growth and financial stability

**SWOT**



**SEGMENT-WISE OR PRODUCTS-WISE PERFORMANCE:**

During the year 2024-25, following are the segment wise performance of the Company.

<b>Revenue from trading business</b>	Rs. 2395.90 Lakhs
<b>Net Profit after Tax from trading business</b>	Rs. 74.08 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 2024-25, the movement in the Total Income and net profit after tax are as follows:

Particular	FY 2024-25	FY 2023-24
<b>Total Income</b>	Rs. 2395.90 Lakhs	Rs. 2136.30 Lakhs
<b>Net Profit after Tax</b>	Rs. 74.08 lakhs	Rs. 57.57 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 98 as on 31st March, 2025.

**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: 20<sup>th</sup> June, 2025**  
**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, 2025.

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

## INDEPENDENT AUDITOR'S REPORT

UDIN : 25032429BMLYBF9382

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, 2025** 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, 2025, 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. The Company has issued 1 % interim dividend during the year under review.

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

**Place: SURAT**  
**Date: 27/05/2025**

**(H. B. Kansariwala)**  
**Partner**  
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, 2025**)

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: 27/05/2025**

**(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, 2025** 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: 27/05/2025**

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

FOCUS BUSINESS SOLUTION LIMITED (CIN: L74140GJ2006PLC049345) Balance Sheet as at March 31, 2025			
			Rs. In lakhs
Particulars	Note	Figures for the Year as at 31.03.2025	Figures for the Year as at 31.03.2024
<b>EQUITYANDLIABILITIES</b>			
Share Capital	c.1	460.73	399.96
Reserves and Surplus	c.2	269.79	58.72
<b>Total Shareholder's Funds</b>		<b>730.52</b>	<b>458.68</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	13.90	102.30
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>13.90</b>	<b>102.30</b>
<b>Current liabilities</b>			
Short-term borrowings		0.00	0.00
Trade payables	c.4	0.49	2.46
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	32.30	2.70
Short-term provisions	c.6	36.87	99.18
<b>Total current liabilities</b>		<b>69.66</b>	<b>104.34</b>
<b>TOTAL</b>		<b>814.08</b>	<b>665.32</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment & Intangible Assets			
i)Property, Plant and Equipment	c.7	92.30	86.87
ii)Intangible assets		0.00	0.00
iii)Intangible assets under development		0.00	0.00
		<b>32.30</b>	<b>86.87</b>
Non-current investments		0.00	0.00
Deferred tax assets	c.8	11.56	9.43
Long-term loans and advances	c.9	13.74	22.88
Other non-current assets		0.00	0.00
<b>Total non-current assets</b>		<b>117.60</b>	<b>119.18</b>
<b>Current assets</b>			
Current investments		0.00	0.00
Inventories		0.00	0.00
Trade receivables	c.10	354.24	398.50
Cash and cash equivalents	c.11	284.14	107.06
Short-term loans and advances	c.12	58.10	40.57
Other current assets		0.00	0.00
<b>Total current assets</b>		<b>696.48</b>	<b>546.14</b>
<b>TOTAL</b>		<b>814.08</b>	<b>665.32</b>
As per our report of even date, <b>FOR KANSARIWALA &amp; CHEVLI</b> Chartered Accountants Firm Registration No: 123689W  (H.B. Kansariwala) Partner Membership No:032429 Peer Review No:011854  Place: SURAT Date: 27/05/2025		<b>For FOCUS BUSINESS SOLUTION LIMITED</b>  Mohamed Amin Nathani Whole Time Director DIN:02759560  Mohammed Ilyas Shaikh CFO PAN: BAOPS4253G  Mohamed Yaseen Nathani Managing Director DIN:02759578  Dinal Kansadwala Company Secretary PAN: EDSPK5668D	



FOCUS BUSINESS SOLUTION LIMITED

(CIN: L74140GJ2006PLC049345)

Profit and Loss Statement for the year ended March 31,2025

(Rs. In Lakh)

Particulars	Note	Figures for the Year as at 31.03.2025	Figures for the Year as At 31.03.2024
Revenue from operations	c.13	2390.68	2134.67
Other operating income	c.14	5.23	1.63
<b>Total Income</b>		<b>2395.90</b>	<b>2136.30</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	487.42	344.69
Finance costs	c.16	1.22	0.39
Depreciation and amortization expense	c.17	56.26	46.64
Other expenses	c.18	1751.99	1667.65
<b>Total expenses</b>		<b>2296.88</b>	<b>2059.37</b>
<b>Profit before exceptional, extraordinary and prior period items and tax</b>		<b>99.02</b>	<b>76.93</b>
Exceptional items		0.00	0.00
<b>Profit before extraordinary and prior period items and tax</b>		<b>99.02</b>	<b>76.93</b>
Extraordinary Items		0.00	0.00
<b>Profit before prior period items and tax</b>		<b>99.02</b>	<b>76.93</b>
Prior Period Items		0.00	0.00
Profit before tax		99.02	76.93
<b>Tax expenses:</b>			
Current tax		27.08	20.72
Deferred tax liabilities/(assets)		(2.13)	(1.36)
<b>Profit/(loss)for the period from continuing operations</b>		<b>74.08</b>	<b>57.57</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>74.08</b>	<b>57.57</b>
<b>Earnings per equity share:</b>			
Basic		1.61	1.44
Diluted		1.61	1.44

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

Place: SURAT  
 Date: 27/05/2025

For FOCUS BUSINESS SOLUTION LIMITED

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

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

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

**Dinal Kansadwala**  
 Company Secretary  
 PAN: EDSPK5668D

FOCUS BUSINESS SOLUTION LIMITED  
(CIN: L74140GJ2006PLC049345)

Cash Flow Statement for the year ended March 31,2025

(Rs.in Lakh)

Particulars	Figures for the Year Ended 31.03.2025	Figures for the Year Ended 31.03.2024
<b>A CASH INFLOW/(OUTFLOW FROM OPERATING ACTIVITIES</b>		
<b>NET PROFIT BEFORE TAX AND EXTRA ORDINARY ITEMS</b>	99.02	76.93
Adjustments for:		
Depreciation	56.26	46.64
Interest & Finance Charges	1.22	0.39
<b>Operating Profit before Working Capital Changes</b>	156.50	123.96
<b>Adjustments for:</b>		
(Increase)/ Decrease in Debtors	44.26	(208.09)
(Increase)/Decrease in Short Term Loan & advances	17.15	32.90
(Increase)/Decrease in Loan & advances	9.14	5.24
Increase/(Decrease) in Other Current Liabilities	(34.69)	(1.32)
<b>Cash generated from operations</b>	35.86	(171.28)
Income tax paid	66.35	55.37
<b>Net Cash Inflow/(Outflow) from Operating activities</b>	126.02	(102.69)
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(61.69)	(50.64)
Sale of Fixed Assets	0.00	0.00
Purchase of Investments	0.00	0.00
<b>Net Cash Inflow/(Outflow)from Investing activities</b>	(61.69)	(50.64)
<b>C CASHFLOWFROMFINANCINGACTIVITIES</b>		
Issued of Shares	202.37	0.00
Interest & Finance Charges	(1.22)	(0.39)
Proceeds/(Repayment):Long Term Borrowing	(88.40)	94.77
<b>Net Cash used in Financing activities</b>	112.75	94.38
<b>Net Change in Cash &amp; Cash Equivalents</b>	177.08	(58.94)
Cash and Cash equivalents as at the beginning of the period	107.06	166.01
<b>Cash and Cash equivalents as at the end of the period</b>	284.14	107.06

**NOTES:**

- 1 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.
- 2 Figures in bracket indicates cash outflow.
- 3 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

Place: SURAT  
Date: 25/05/2025

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 Kansadwala**  
Company Secretary  
PAN: EDSPK5668D

FOCUS BUSINESS SOLUTION LIMITED (CIN : L74140GJ2006PLC049345)) STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025 (Rs. in Lakh)				
Particulars	Figures for the Year ended 31.03.2025		Figures for the Year ended 31.03.2024	
	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	75,00,000	750.00
<b>ISSUED, SUBSCRIBED &amp; FULLY PAID UP:</b> Equity Shares of Rs.10 each	46,07,295	460.73	39,99,600	399.96

Particulars	Figures for the Year ended 31.03.2025		Figures for the Year ended 31.03.2024	
	No. of Share	Rs.	No. of Share	Rs.
<b>Note: C.1-A</b>				
Shares outstanding at the beginning of the year	39,99,600	399.96	22,22,000	222.20
Add : Bonus Shares issued during the year	6,07,695	60.77	17,77,600	177.76
Shares outstanding at the end of the year	46,07,295	460.73	39,99,600	399.96

**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 31.03.2025		Figures for the Year ended 31.03.2024	
	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	7,93,200	17.22	7,18,200	17.96
Moh. Yaseen Nathani	22,53,000	48.98	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.  
 6,00,000/- equity shares of Rs.10/- each fully paid up issued in preferential allotment on 02.04.2024.  
 7,695/- equity shares of Rs.10/- each fully paid up issued under "FBSL ESOS 2023" on 26.03.2025.

**Shares held by promoters at the end of the year 31st March 2025**

Sr. No.	Name of Shareholder	No. of Shares held	% of Holding	% Change during the year
1	Moh. Amin Nathani	7,93,200	17.22	0.74
2	Moh. Yaseen Nathani	22,53,000	48.98	2.4

**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	7,18,200	17.96	-
2	Moh. Yaseen Nathani	18,63,000	46.58	-

**Schedules forming part of the Financial Statements**

(Rs. in Lakh)

Note : c.2 - Reserves and Surplus:	Figures for the Year ended 31.03.2025	Figures for the Year ended 31.03.2024
<b>SHARE PREMIUM:</b>		
BALANCE AS PER LAST BALANCE SHEET	-	98.78
ADD : EARNED ON ISSUE OF EQUITY SHARES OF RS.10/- EACH	141.60	-
LESS : ISSUED OF BONUS SHARES	-	(98.78)
	141.60	0
<b>SURPLUS IN STATEMENT OF PROFIT AND LOSS ACCOUNT:</b>		
BALANCE AS PER LAST BALANCE SHEET	58.72	80.13
LESS : DIVIDEN PAID	( 4.60)	(8.44)
LESS : ISSUED OF BONUS SHARES	-	0.00
ADD : PROFIT FOR THE REPORTING PERIOD	74.08	57.57
	128.19	58.72
	269.79	58.72
<b>Note : c.3 - Long Term Borrowings:</b>		

	Figures for the Year ended 31.03.2025	Figures for the Year ended 31.03.2024
HDFC CAR LOAN	13.90	2.30
(Secured by way of hypothecation of Car)	-	100.00
MOHAMEDYASEEN MUHAMMADBHAI NATHANI	13.90	102.30

Note : c.4 - Trade Payable - 31.03.2025	Outstanding for the following periods from due date of payments			
	Less than 1 Yr	1 - 2 Year	2 - 3 Year	More than 3 Yr
a) MSME	-	-	-	-
b) Others	0.49	-	-	-
c) Others - retention	-	-	-	-
d) Disputed dues - MSME	-	-	-	-
e) Disputed dues - Others	-	-	-	-

Note : c.4 – Trade Payable - 31.03.2024	Outstanding for the following periods from due date of payments			
	Less than 1 Yr	1 - 2 Year	2 - 3 Year	More than 3 Yr
a) MSME	-	-	-	-
b) Others	2.46	-	-	-
c) Others - retention	-	-	-	-
d) Disputed dues - MSME	-	-	-	-
e) Disputed dues - Others	-	-	-	-

Note: c.5 - Other Current Liabilities:	Figures for the Year ended 31.03.2025	Figures for the Year ended 31.03.2024
FOR EXPENSES:		
OTHER CURRENT LIABILITIES	32.30	2.70
	32.30	2.70

<b>Note : c.6 - Short-term Provisions:</b>	<b>Figures for the Year ended 31.03.2025</b>	<b>Figures for the Year ended 31.03.2024</b>
CGST UNCLAIMED	-	(0.05)
ELECTRICITY EXPENSES PAYABLE	1.30	1.13
ESIC PAYABLE	0.01	0.03
GST PAYABLE	( 11.83)	17.01
IGST UNCLAIMED	-	(0.02)
KANSARIWALA & CHEVLI	2.70	2.7
PROFESSIONAL TAX PAYABLE	0.33	0.26
PROVIDENT FUND PAYABLE	1.47	1.47
SALARY PAYABLE	34.10	68.53
SGST UNCLAIMED	-	(0.05)
TDS ON CONTRACT PAYABLE	1.24	1.29
TDS ON PROFESSIONAL PAYABLE	0.24	0.30
TDS ON RENT PAYABLE	0.21	0.21
TDS ON SALARY PAYABLE	6.34	5.66
TELEPHONE BILL PAYABLE	0.75	0.70
	<b>36.87</b>	<b>99.18</b>

**SCHEDULE FORMING PART OF THE ACCOUNTS YEAR ENDED 31.03.2025**  
**Property, Plant & Equipment**

<b>Note:c.7</b>	<b>GROSSBLOCK</b>				<b>DEPRECIATION</b>				<b>NETBLOCK</b>	
<b>Particulars</b>	<b>As at 01.04.2024</b>	<b>Addition During the year</b>	<b>Sales/Trans/ Adj.</b>	<b>TOTAL As at 31.03.2025</b>	<b>Up to 31.03.2024</b>	<b>Provided During the period</b>	<b>Sales/Trans/ Adj.</b>	<b>TOTAL As at 31.03.2025</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
AIRCONDITIONER	13.16	0.69	-	13.85	8.09	1.09	-	9.18	4.67	5.07
CC TV CAMERA	1.84	-	-	1.84	1.56	0.04	-	1.59	0.24	0.28
COMPUTER	208.15	39.16	-	247.31	153.65	39.68	-	193.33	53.98	54.50
FURNITURE & FIXTURES	20.01	-	-	20.01	13.35	1.72	-	15.07	4.94	6.66
MARUTI VITARABREZZA	11.35	-	-	11.35	9.35	0.62	-	9.98	1.37	1.99
MOBILE	2.50	-	-	2.50	1.45	0.41	-	1.87	0.64	1.05
MOTORCAR	81.57	21.84	-	103.41	64.32	12.67	-	76.99	26.42	17.25
TELEPHONEPABAXSYS	0.61	-	-	0.61	0.59	-	-	0.60	0.01	0.02
TELERMACHINE	0.41	-	-	0.41	0.37	0.01	-	0.37	0.03	0.04
<b>Total</b>	<b>339.59</b>	<b>61.69</b>	<b>0.00</b>	<b>401.28</b>	<b>252.73</b>	<b>56.26</b>	<b>0.00</b>	<b>308.98</b>	<b>92.30</b>	<b>86.87</b>

<b>Note: c.8 - Deferred Tax:</b>	<b>Figures for the Year ended 31.03.2025</b>	<b>Figures for the Year ended 31.03.2024</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	11.56	9.43
	<b>11.56</b>	<b>9.43</b>

<b>Note : c.9 - Long Term Loans and Advances:</b>	<b>Figures for the Year ended 31.03.2025</b>	<b>Figures for the Year ended 31.03.2024</b>
AJAY N. GAVANDE	0.50	0.50
AMIBEN G. CHOKSI	0.41	0.41
BAJAJ FINANCE LTD	0.25	-
BSE LTD.	1.22	1.22
JAYANT AJAY KEDAR – NAGPUR	0.3	0.30
JAYSHREE P. PANJWANI	0.26	-
KARTIKEY J. GARG – INDORE	0.74	0.74
LAKHUBEN MOTIBHAI PATEL	0.4	0.4
LAL BAHADUR SINGH - PUNE OFFICE	0.9	0.90
NAVIGANT CORP. ADVISOR	-	0.5
NISHU WARSI - MUMBAI OFFICE	1.0	1.0
PALLAVI VIJAY RUPAREL	0.32	-
PANKAJ SINGH GUMANSINH RAJ	0.26	0.26
PRELIMINARY EXPENSES	5.09	-
PRELIMINARY EXPENSES - IPO	-	10.17
PREPAID INSURANCE	1.37	1.25
SABIR GAFUR SIROHA	0.45	0.45
SANDIP BIPINBHAI PATIRA	0.3	0.30
	<b>13.74</b>	<b>22.88</b>

<b>Note : c.10 - Trade Receivables:</b>	<b>Figures for the Year ended 31.03.2025</b>	<b>Figures for the Year ended 31.03.2024</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>354.24</b>	<b>398.50</b>
	<b>354.24</b>	<b>398.50</b>

**Trade Receivables ageing schedule as at 31st March, 2025 ( Rs. In Lakhs )**

<b>Particulars</b>	<b>Less than 6 months</b>	<b>6 mt – 1 Yr</b>	<b>1 – 2 Yr</b>	<b>2 – 3 Yr</b>	<b>More than 3Yr</b>
Trade Receivables	354.24	-	-	-	-

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

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

<b>Note : c.11 - Cash and cash equivalents:</b>	<b>Figures for the Year ended 31.03.2025</b>	<b>Figures for the Year ended 31.03.2024</b>
Balances with Banks:		
AXIS BANK LTD.	21.75	15.75
BANK OF BARODA	2.33	0.52
HDFC BANK LTD.	39.04	9.29
ICICI BANK LTD.	0.77	1.81
ICICI BANK LTD.	0.57	-
IDFC BANK LTD.	-	0.17
KOTAK MAHINDRA BANK LTD.	10.28	3.40
STATE BANK OF INDIA	-	0.32
Investments:		
BANK OF BARODA - FIXED DEPOSIT	74.22	0.66
ICICI BANK LTD. - FIXED DEPOSIT	1.14	2.46
HDFC BANK LTD. - FIXED DEPOSIT	100.10	



CASH ON HAND	33.95	33.91
	284.14	107.06

<b>Note : c.12 - Short-term loans and advances:</b>	<b>Figures for the Year ended 31.03.2025</b>	<b>Figures for the Year ended 31.03.2024</b>
Balances with Direct Tax / Indirect Tax Authorities:		
INCOME TAX REFUND	58.10	40.57
	58.10	40.57

<b>Note : c.13 - Revenue from Operation:</b>	<b>Figures for the Year ended 31.03.2025</b>	<b>Figures for the Year ended 31.03.2024</b>
DETAILS OF GROSS RECEIPTS UNDER BROAD HEADS:		
PROFESSIONAL FEES	2,390.68	2,134.67
	2,390.68	2,134.67

<b>Note : c.14 - Other Income:</b>	<b>Figures for the Year ended 31.03.2025</b>	<b>Figures for the Year ended 31.03.2024</b>
INTEREST ON FIXED DEPOSIT	3.84	0.17
INTEREST ON TDS REFUND	1.39	1.45
	5.23	1.63

<b>Note : c.15 - Employee Benefits Expenses:</b>	<b>Figures for the Year ended 31.03.2025</b>	<b>Figures for the Year ended 31.03.2024</b>
SALARIES AND WAGES		
EMPLOYEE PROVIDENT FUND	8.80	9.67
ESIC	2.66	0.04
SALARY OF STAFF	459.68	311.29
STAFF WELFARE EXPENSES	16.28	23.70
	487.42	344.69

<b>Note : c.16 - Finance Cost:</b>	<b>Figures for the Year ended 31.03.2025</b>	<b>Figures for the Year ended 31.03.2024</b>
BANK LOAN INTEREST	1.12	0.39
BANK LOAN PROCESSING CHARGES	0.10	
	<b>1.22</b>	<b>0.39</b>

<b>Note : c.17 - Depreciation and Amortization Expenses:</b>	<b>Figures for the Year ended 31.03.2025</b>	<b>Figures for the Year ended 31.03.2024</b>
DEPRECIATION	56.26	46.64
	<b>56.26</b>	<b>46.64</b>

<b>Note : c.18 - Other Expenses:</b>	<b>Figures for the Year ended 31.03.2025</b>	<b>Figures for the Year ended 31.03.2024</b>
AUDIT FEES	1.50	1.50
BANK CHARGES	0.24	0.16
BOARD MEETING FEES	0.49	0.19
CLAIM	3.71	2.03
COMPUTER EXPENSES	3.94	7.10
DIRECTOR REMUNERATION	48.00	48.00
DONATION	0.10	-
ELECTRICITY EXPENSES	14.90	12.56
GST PAID	0.02	-
INSURANCE EXPENSES	3.84	3.43
INTEREST ON TDS PAYABLE	0.37	0.09
JOB WORK EXPENSES	1509.09	1,442.45
IPO EXPENSE	5.09	-
LEGAL AND CONSULTING FEES	5.89	5.89
MUNICIPAL TAX	1.92	1.44
NEWSPAPERS AND PERIPHERALS	-	0.06
OFFICE EXPENSES	12.32	11.52
POST AND COURIER EXPENSES	0.67	0.77
PRELIMINARY EXPENSES (IPO)	-	5.09
PRINTING AND STATIONERY EXPENSES	0.47	0.57
PROFESSIONAL TAX	0.10	0.02
RENT EXPENSES	47.45	43.12
REPAIR AND MAINTENANCE	5.36	4.69
ROC CHARGES	-	7.26
SEBI CHARGES	1.66	8.45
TELEPHONE EXPENSES	26.08	15.73
TRAVELLING EXPENSES	57.04	42.38
VEHICLE EXPENSES	2.66	3.15
	<b>1,751.99</b>	<b>1,667.65</b>

## NOTES SCHEDULE TO AND FORMING PARTS OF ACCOUNTS FOR THE YEAR ENDED ON MARCH 31, 2025:

**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	2024-25 (Amount) Rs.	Amount outstanding as on 31.03.2025 (Rs.)
Mohamed Amin Nathani	Director	Director's Remuneration	24,00,000	44,799
Mohamed Yaseen Nathani	Director	Director's Remuneration	24,00,000	1,49,742
Mohammed Ilyas Shaikh	Chief Financial Officer	Salary	9,17,400	5,95,900
Mohamed Sajid Nathani	Brother of Director	Salary	12,84,400	0
Mohamed Aslam Nathani	Brother of Director	Salary	12,74,400	1,32,514
Dinal Kansadwala	Company Secretary	Salary	4,72,730	0
Nathani Software Pvt. Ltd.	Sister Concern	Purchase	29,62,980	0
Mohamed Amin Nathani	Director	Rent	1,68,000	0
Mohamed Yaseen Nathani	Director	Rent	3,54,000	0
Focus Business Support Service	Prop.-Mo.Yaseen Nathani	Job Wok Income	-	45,98,843.78

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

(Rs. In Lakh)

Particulars	Current Period	Previous Year
Profit after Taxation	74.08	57.57
Profit attributable to ordinary shareholders	74.08	57.57
Number of Equity Shares (in nos.)	46,07,925	39,99,600
Issued and subscribed	460.79	399.96
Number of Potential Equity Shares (under Employees' stock option scheme)	-	-
Total no. of shares including potential equity shares	46,07,925	39,99,600
Basic earnings per Share (Rs.)	1.61	1.44
Diluted earnings per Share (Rs.)	1.61	1.44

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 declared 1% interim dividend issue 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	2024-25	2023-24	% of Variance
		Ratio	Ratio	
1.	Current Ratio (Times)	10.00	5.23	91.03
2.	Inventory Turnover Ratio (Times)	0.00	0.00	0.00
3.	Trade Receivable Turnover Ratio (Times)	6.75	5.36	25.99
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)	0.02	0.22	-91.47
7.	Debt Service Coverage (Times)	0.01	0.01	143.60
8.	Net Profit Ratio (%)	3.10%	2.70%	14.89
9.	Return on Capital Employed (%)	10.14%	12.55%	-19.21
10.	Return on Equity ratio (%)	33.34%	25.91%	28.67
11.	Return on Investment (%)	18.40%	14.30%	28.67

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.**

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  Surat, 27/05/2025	<b>For FOCUS BUSINESS SOLUTION LIMITED</b>  <b>Mohamed Amin Nathani</b> Whole Time Director DIN: 02759560  <b>Mohammed Ilyas Shaikh (CFO)</b> PAN: BAOPS4253G	<b>Mohamed Yaseen Nathani</b> managing Director DIN: 02759578  <b>Dinal Kansadwala</b>  Company Secretary PAN: EDSPK5668D
---	--	--

ATTENDANCE SLIP18<sup>th</sup> Annual General Meeting on Monday, 14<sup>th</sup> July, 2025 at 04:00 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 18<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 14<sup>th</sup> July, 2025 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 18<sup>th</sup> Annual general meeting, to be held on Monday, 14<sup>th</sup> July, 2025 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, 2025 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 <b>Mr. Mohamedamin Mohammad Nathani (DIN: 02759560)</b> 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.	To Issue Bonus Share, in this regard, to consider and if thought fit, to pass, with or without modification(s) the resolution <b>Ordinary Resolution:</b>		
4.	To Revise the terms of Remuneration of Mr. Mohamedyaseen Muhammadbhai Nathani (Din: 02759578) as Chairman and Managing Director W.E.F.01 April,2025, in this regard, to consider and if thought fit, to pass, with or without modification(s) the resolution <b>Special Resolution:</b>		
5.	To Revise the terms of Remuneration of Mr. Mohamedamin Mohammad Nathani (Din: 02759560 as Whole Time Director W.E.F. 01 April,2025, in this regard, to consider and if thought fit, to pass, with or without modification(s) the resolution <b>Special Resolution:</b>		
6.	To Approve to Increase In Borrowing limits of the Company Under Section 180(1)(C) Of the Companies Act, 2013, in this regard, to consider and if thought fit, to pass, with or without modification(s) the resolution <b>Special Resolution</b>		
7.	To Approve to Increase in the Limit to Increase the limit to Sell, Lease, Mortgage, or otherwise dispose of or to Create Charge, Mortgage, and/or Hypothecate on the Properties/Undertakings Of The Company Under Section 180(1)(a) Of The Companies Act, 2013, in this regard, to consider and if thought fit, to pass, with or without modification(s) the resolution <b>Special Resolution</b>		
8.	To Approve to increase the limit to make Investments, Give Loans, Guarantees and Security in excess of limits Specified under Section 186 of the Companies Act, 2013, in this regard, to consider and if thought fit, to pass, with or without modification(s) the resolution <b>Special Resolution:</b>		

Signed this \_\_\_\_ day of July, 2025

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)**