

24<sup>th</sup> February, 2024

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

**Scrip ID/ Code** : FOCUS/543312  
**Sub** : Notice of Extra Ordinary General Meeting of the Company

Dear Sir/Madam,

As required under Regulation 30 and Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith submit the Notice convening the Extra Ordinary Annual General Meeting ("EOGM") of Focus Business Solution Limited scheduled to be held on Saturday, March 23, 2024 at 03:00 P.M. (IST) at the registered office of the Company situated at 703 Rajhans Complex, Nr. Kadiwala School, Ring Road Surat 395002, Gujarat, India.

In compliance with the aforesaid circulars, the Notice of the EOGM is being sent through electronic mode to those shareholders whose e-mail address is registered with the Company/ Registrar and Transfer Agent of the Company /Depository Participants.

The Notice of Extra Ordinary General Meeting is also available on the website of the Company at [www.focusbsl.com](http://www.focusbsl.com).

Kindly acknowledge this and update in your records.

Your's faithfully,

**For FOCUS BUSINESS SOLUTION LIMITED**

Dinal Alpeshkumar Kansadwala  
Digitally signed by Dinal Alpeshkumar Kansadwala  
Date: 2024.02.24 17:36:11 +05'30'

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

**Encl:** Notice of EOGM



**Focus Business Solution Limited.**

CIN : L74140GJ2006PLC049345

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

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

NOTICE OF

EXTRA ORDINARY GENERAL MEETING

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

SPECIAL BUSINESS:

**1. ISSUE OF EQUITY SHARES OF THE COMPANY ON A PREFERENTIAL BASIS,**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (**the “Companies Act”**) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (**“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (**“SEBI Listing Regulations”**), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**“SEBI SAST Regulations”**) to the extent applicable, and the regulations made thereunder and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), the Foreign Exchange Management Act, 1999, as amended or restated (**“FEMA”**), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Reserve Bank of India (**“RBI”**), Stock Exchanges where the shares of the Company are listed (**“Stock Exchanges”**), Registrar of Companies, Gujarat (**“ROC”**), the Government of India (**“GOI”**) and/ or any other competent authorities (hereinafter collectively referred to as **“Regulatory Authorities”**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent and approval of the Members of Company be and is hereby accorded to create, issue, offer and allot up to 6,00,000 (Six Lakhs) fully paid-up equity shares of the Company having face value of Rs. 10/- each, at a 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 per equity share, aggregating to Rs. 2,01,60,000/- (Rupees Two Crore One Lakh Sixty Thousands only), which is not less than the floor price determined in accordance with Chapter V of the ICDR Regulations (**“Subscription Shares”**), to the proposed allottees as listed hereunder, for cash consideration by way of preferential issue on a private placement basis (**“Preferential Issue”**) and on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws.

The details of the Proposed Allottees and the maximum number of equity shares of proposed to be allotted is set forth in the below table:

<b>Name and address of the Proposed Allottees</b>	<b>Class of the Proposed Allottees</b>	<b>No. of shares to be allotted</b>
<b>MOHAMEDYASEEN MUHAMMADBHAI NATHANI</b> C-103-104, Al Noor Residency, Near Rander Road, Near Cousway Circle, Adajan, Surat-395009	Promoter	390000
<b>MOHAMEDAMIN MOHAMMAD NATHANI</b> C-103-104, Al Noor Residency, Near Rander Road, Near Cousway Circle, Adajan, Surat-395009	Promoter	75000
<b>MOHAMEDSAJID MOHAMED NATHANI</b> C-103-104, Al Noor Residency, Near Rander Road, Near Cousway Circle, Adajan, Surat-395009	Promoter Group	75000
<b>MOHAMEDASLAM MUHAMMADBHAI NATHANI</b> C-103-104, Al Noor Residency, Near Rander Road, Near Cousway Circle, Adajan, Surat-395009	Promoter Group	60000

**RESOLVED FURTHER THAT** the “Relevant Date” for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as mentioned above as per ICDR Regulations and other applicable laws is Feb 22, 2024, being the date 30 (Thirty) days from the date of Extra ordinary General Meeting i.e. March 23, 2024.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Subscription Shares to the Proposed Allottees under the preferential issue shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

1. The full consideration in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees’ bank account.
2. The Equity Shares to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to Dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
3. The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
4. The Subscription Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of approval of members of the Company,

provided that, where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to Stock Exchanges and/or SEBI) or the GOI, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

5. The Subscription Shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above.

**RESOLVED FURTHER THAT** if Proposed Allottees are found not eligible for the preferential issue or approval of any Regulatory Authority, as may be required, is not received, the Company shall not allot any shares to the Proposed Allottees.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, consent of the Board be and is hereby accorded to record the name and details of the Proposed Allottees in form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through letter of offer/private placement offer letter cum application letter in Form PAS 4 or such other form as prescribed under the Companies Act and ICDR Regulations containing the terms and conditions ("Offer Document") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the BSE Limited and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Subscription Shares, subject to the provisions of the Companies Act and the ICDR Regulations, without being required to seek any further consent or approval of the members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of Equity Shares to be allotted to the Investor, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, making applications to the Stock Exchanges for obtaining in principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Equity Shares without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these , resolutions, as it may deem fit in its absolute discretion, to any committee of the Board or to any one or more Directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

**RESOLVED FURTHER THAT** all actions taken by the board/committee in connection with above and all incidental and ancillary things done are hereby specifically approved and ratified in all respect.

**2. RE-APPOINTMENT AND TERMS OF REMUNERATION OF MR. MOHAMEDYASEEN MUHAMMADBHAI NATHANI (DIN: 02759578) AS THE MANAGING DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the re-appointment and terms of remuneration of **Mr. Mohamedyaseen Muhammadbhai Nathani (DIN: 02759578)** as the Managing Director of the Company for a period of 5 years commencing from January 06, 2024 to January 05, 2029, liable to retire by rotation, upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and **Mr. Mohamedyaseen Muhammadbhai Nathani**.

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

**3. RE-APPOINTMENT AND TERMS OF REMUNERATION OF MR. MOHAMEDAMIN MOHAMMAD NATHANI (DIN: 02759560) AS WHOLE-TIME DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the re-appointment and terms of remuneration of **Mr. Mohamedamin Mohammad Nathani (DIN: 02759560)** as Whole-Time Director of the Company for a period of 5 years commencing from January 06, 2024 to January 05, 2029, liable to retire by rotation, upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and **Mr. Mohamedamin Mohammad Nathani**.

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

**4. RATIFICATION OF THE RE-APPOINTMENT AND TERMS OF REMUNERATION OF MR. MOHAMEDYASEEN MUHAMMADBHAI NATHANI (DIN: 02759578) AS THE MANAGING DIRECTOR AND MR. MOHAMEDAMIN MOHAMMAD NATHANI (DIN: 02759560) AS WHOLE-TIME DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby ratified the re-appointment and terms of remuneration of **Mr. Mohamedyaseen Muhammadbhai Nathani (DIN: 02759578)** as the Managing Director and **Mr. Mohamedamin Mohammad Nathani (DIN: 02759560)** as Whole-Time Director of the Company for a period starting from July 1st, 2023 to January 5th, 2024, liable to retire by rotation, upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Mohamedyaseen Muhammadbhai Nathani and Mr. Mohamedamin Mohammad Nathani.

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

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

**Sd/-**

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

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

**Place : Surat**

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



NOTES:

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

1. The Extra Ordinary 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 Extra Ordinary General Meeting, such business is not for proposal in this EOGM.
5. Pursuant to the provision of Section 91 of the Companies Act, 2013, the Company has fixed **Saturday, March 16, 2024 as the Record Date (i.e cutoff date)** for taking records of the Members of the Company for the purpose of Extra Ordinary 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 EOGM.
7. Members/Proxies should bring the attendance slip duly filled in and signed for attending the EOGM. 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 EOGM 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 Notice of EOGM. Members/ Proxies should bring the attendance slip duly filled in and signed for attending the EOGM.
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 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, in view of COVID-19 pandemic, the Notice of EOGM is being sent only through electronic mode to all the Shareholders. The Notice of EOGM 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 Extra Ordinary General Meeting by electronic means and business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

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 NSDL 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 Extra Ordinary General Meeting (EOGM) 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://www.evoting.nsdl.com> or <http://www.focusbsl.com> .



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

<b>Commencement of remote e- voting</b>	<b>Wednesday, March 20, 2024 at 09:00 A.M</b>
<b>End of remote e- voting</b>	<b>Friday, March 22, 2024 at 5.00 P.M</b>

During this period shareholders of the Company, holding shares as on **the cut-off date i.e. Saturday, 16<sup>th</sup> March, 2024** may cast their vote electronically. The remote e-voting module shall be disabled by NSDL 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 on the cut-off date i.e Saturday , 16<sup>th</sup> March, 2024**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares **as of the cut-off date i.e. Saturday , 16<sup>th</sup> March, 2024**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) . The facility for voting through ballot paper shall be made available at the EOGM 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 EOGM through ballot paper.

### **How Do I Vote Electronically Using NSDL E-Voting System?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





#### **Step 1: Access to NSDL e-Voting system**

##### **A. Login method for e-Voting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for <b>IDeAS</b> e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “ <b>Register Online for IDeAS Portal</b> ” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>

	<p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 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 and then user your existing my easi username &amp; password.</p> <p>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. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL 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.</p> <p>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</p>

	page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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 c 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

**B. Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (I) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
  - (II) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csdhavalmaster@gmail.com](mailto:csdhavalmaster@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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. In case shares are held in physical mode please provide 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 [focusbsl2006@gmail.com](mailto:focusbsl2006@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [focusbsl2006@gmail.com](mailto:focusbsl2006@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e.Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



ANNEXURE TO NOTICE

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

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

**ITEM NO. 1: ISSUE OF EQUITY SHARES OF THE COMPANY ON A PREFERENTIAL BASIS**

The following Statement sets out the material facts relating to the Special Business item no. 1 as mentioned in the Notice:

The Company proposes to raise funds through the proposed Preferential Issue to meet working capital requirements and to strengthen financial position.

In terms of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the listing agreements entered into by the Company with BSE Limited ('Stock Exchange') on which the Equity Shares having face value of Rs.10.00/- each of the Company ('Equity Shares') are listed, approval of Shareholders of the Company by way of Special Resolution is required for allotment of Equity Shares on a preferential basis to the Proposed Allottee(s) of the Company.

The Board of Directors ("**Board**") of the Company at their Meeting held on February 22, 2024, has approved the issuance of 6,00,000 (Six Lakhs) fully paid up Equity Shares of the face value of Rs.10.00/- each at an issue price of at a 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), Rs. 2,01,60,000/- (Rupees Two Crore One Lakh Sixty Thousands only), for cash consideration, on a preferential basis ("**Preferential Issue**") to the Proposed Allottee(s), subject to the approval of the Members and such other approvals as may be required.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI (ICDR) Regulations), necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

**1. Object(s) of the Preferential Issue:**

The Company proposes to utilize the Net Proceeds towards Expansion of Business in other states and to meet their working capital requirements arising out of Expansion of business.

The object-wise funds utilization would be as below:

Objects	Fund Utilization (In Rs.)
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),

The proceeds of the issue will be used within 12 months from the date of receipt of funds or from the date the receipts can be utilized, as per the stipulations of Companies Act, 2013 and SEBI Regulations, whichever later.

**2. Particulars of the Preferential Issue including date of passing of Board Resolution:**

The Board at its Meeting held on February 22, 2024 approved to create, issue, offer and 6,00,000 (Six Lakhs) fully paid up Equity Shares of the face value of Rs.10.00 each at 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 up to Rs. 2,01,60,000/-(Rupees Two Crore One Lakh Sixty Thousands only) for cash consideration, on a preferential basis ("Preferential Issue") to the Proposed Allottee(s), subject to the approval of the Members and such other approvals as may be required.

The issue price has been determined in accordance with Chapter V of the SEBI ICDR Regulations.

**3. Maximum number of specified securities to be issued /Kinds of securities offered and the price at which security is being offered / Total number of Shares or other securities to be offered:**

The Resolution set out in the accompanying notice authorize the Board to issue and allot up to 6,00,000 (Six Lakhs) fully paid up Equity Shares of the face value of Rs.10.00/- 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 up to Rs. 2,01,60,000/-(Rupees Two Crore One Lakh Sixty Thousands only) for cash consideration, on a preferential basis ("Preferential Issue") to the Proposed Allottee(s).

**4. Relevant Date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, the Relevant Date for the purpose of determining the floor price for the Preferential Issue is Thursday, February 22, 2024, being the date 30 (Thirty) days prior to the date on which the Meeting of Shareholders to be held.

**5. The price or price band at/within which the allotment is proposed:**

There shall be no price band. All the Equity Shares under this preferential issue shall be made 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, being issue price not less than the issue price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018, valuation report from an independent registered valuer and Articles of Association of the Company or such other higher price, as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

**6. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the Registered Valuer:**

The Equity Shares of the Company are listed at the BSE Limited. There is infrequent trading of Shares of the Company on BSE Limited. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded, the price determined by the Issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such company.

In terms of Regulation 165 of the SEBI ICDR Regulations, the Company has also obtained a valuation report from an independent registered valuer namely Mr. Bhavesh M Rathod, Chartered Accountants, Registered Valuer IBBI Reg. No.: IBBI/RV/06/2019/10708 located at SFA 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, to consider the same for determining the price of the equity shares to be allotted pursuant to the preferential issue. The valuation report shall be open for inspection at the registered office of the Company during business hours on all working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 noon and shall also be available on website of the Company. The link of such report is [www.focusbsl.com](http://www.focusbsl.com).

**7. The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to Promoter and Promoter Group of the Company.

**8. Intention of Promoters, Directors, Key Managerial Personnel or Senior Management of the issuer to subscribe to the offer:**

Mr. Mohamedyaseen Muhammadbhai Nathani And Mr. Mohamedamin Mohammad Nathani, Being Promoters and Mr. Mohamedsajid Mohamed Nathani and Mr. Mohamedaslam Muhammadbhai Nathani, Being The Promoter Group Of The Company Intend to Subscribe 6,00,000 Subscription Shares in the Proposed Issue. Except This, None of the Other Promoters And Promoters Group or Directors Or Key Managerial Personnel Or Senior Management Of the Company Intends to Subscribe to any of the Subscription Shares Proposed to be Issued Under the Preferential Issue Or Otherwise Contribute to the Preferential Issue.

**9. The proposed time frame within which the Preferential Issue shall be completed:**

Pursuant to the SEBI (ICDR) Regulations, the Company shall complete the allotment of Equity Shares within a period of 15 (Fifteen) days from the date of passing of Special Resolution, provided that where any approval or permission by any regulatory authority or the Central Government or Stock Exchanges for allotment is pending, the period of 15 (Fifteen) days shall be counted from the date of such approvals or permissions.

**10. Shareholding Pattern of the Company before and after the Preferential Issue:**

The shareholding pattern before and after the Preferential Issue offer would be as under:

Sr. No.	Category of Shareholders	Pre-Issue		Post Issue	
		No. of Equity Shares	%	No. of Equity Shares	%
<b>A</b>	<b>Promoter and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
<b>a)</b>	Individuals/Hindu undivided Family	28,44,000	71.11	34,44,000	74.88
<b>b)</b>	Bodies Corporate	-	-	-	-
	<b>Sub-Total</b>	28,44,000	71.11	34,44,000	74.88
<b>2</b>	<b>Foreign Promoters</b>	-	-	-	
	<b>Sub-Total (A)</b>	28,44,000	71.11	34,44,000	74.88
<b>B</b>	<b>Non-Promoters' Holding</b>				
<b>1</b>	<b>Institutional Investors</b>	-	-	-	-
<b>2</b>	<b>Non-Institutional</b>	-	-	-	-
<b>a)</b>	Private Corporate Bodies	-	-	-	-
<b>b)</b>	Directors & Relatives	-	-	-	-
<b>c)</b>	Indian Public	11,29,950	28.25	11,29,950	24.56
<b>d)</b>	Other (Including NRIs)	-	-	-	-
	(i) Hindu undivided Families	2,700	0.07	2,700	0.05
	(ii) NRI	22,950	0.57	22,950	0.5
	(iii) Corporate Bodies	-	-	-	-
	(v) Clearing Member	-	-	-	-
	<b>Sub-Total (B)</b>	11,55,600	28.89	11,55,600	25.12
	<b>Grand Total (A) + (B)</b>	39,99,600	100	45,99,600	100

Notes:

- The Pre-Issue Shareholding Patterns has been prepared based on shareholding of the Company as on February 16, 2024.
- The post issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottee(s) of Equity Shares will subscribe to all the Equity Shares which they are intent to do so. In the event for any reason, the Proposed Allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.
- It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- The Company will ensure compliance with all applicable laws and regulations including the SEBI (ICDR) Regulations at the time of allotment of Equity Shares of the Company.

**11. Details of Proposed Allottees and the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed Allottees:**

Name of Proposed Allottees	Category	Ultimate Beneficial Owner
MOHAMEDYASEEN MUHAMMADBHAI NATHANI	Promoter	Not Applicable
MOHAMEDAMIN MOHAMMAD NATHANI	Promoter	Not Applicable
MOHAMEDSAJID MOHAMED NATHANI	Promoter Group	Not Applicable
MOHAMEDASLAM MUHAMMADBHAI NATHANI	Promoter Group	Not Applicable

**12. The percentage of post Preferential Issue capital that may be held by Allottees:**

Sr. No.	Name of Shareholders	Pre-Issue		Post Issue	
		No. of Equity Shares	%	No. of Equity Shares	%
1	MOHAMEDYASEEN MUHAMMADBHAI NATHANI	18,63,000	46.58	22,53,000	48.98
2	MOHAMEDAMIN MOHAMMAD NATHANI	7,18,200	17.96	7,93,200	17.24
3	MOHAMEDSAJID MOHAMED NATHANI	1,44,000	3.60	2,19,000	4.76
4	MOHAMEDASLAM MUHAMMADBHAI NATHANI	1,08,000	2.70	1,68,000	3.65

Note: Post Issue No of Shares held and % are derived after considering the preferential allotment of Equity Shares.

**13. The change in control, if any, in the Company consequent to the preferential issue:**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed Preferential Issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the post issue shareholding pattern pursuant to the Preferential Allotment.

**14. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any allotment on preferential basis during the period from April 01, 2023 till the date of this Notice.

**15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:**

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for cash consideration.

**16. The current and proposed status of the allottee(s) post the preferential issues namely, Promoter or Non-Promoter:**

The current and proposed status of the Proposed Allottees post the preferential issue is "Promoter and Promoter Group"

**17. Amount which the Company intends to raise by way of such Equity Shares:**

Considering, 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 up to Rs. 2,01,60,000/- (Rupees Two Crore One Lakh Sixty Thousands only)

**18. Material Terms of the Issue:**

The material terms of the proposed Preferential Issue of the Equity Shares are provided in the Special Resolution as set out at Item No.1 of this notice.

**19. Principle terms of assets charged as securities:**

Not Applicable.

**20. Undertaking:**

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI (ICDR) Regulations, 2018, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked- in till the time such amount is paid by the Proposed Allottees.

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**21. Practicing Company Secretary's Certificate:**

The certificate from Dhaval Pareshkumar Master (Prop. M/s. D P Master & Associates) Practicing Company Secretaries having its office at C-305/306, Kedarnath Apartment, Nr.Bhumi Complex, Adajan Road, Surat-395009, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2018, shall be made available for inspection by the Members during the Meeting and the same has also been made available on the Company's website and be accessible at link: [www.focusbsl.com](http://www.focusbsl.com).

**22. Lock in Period:**

The Equity Shares to be allotted to the Proposed Allottee(s), including the pre-preferential allotment shareholding of the Proposed Allottee(s) shall be subject to applicable lock-in and transfer restrictions stipulated under the SEBI (ICDR) Regulations, 2018, as may be applicable.

**23. Listing:**

The Company will make an application to BSE Limited at which the existing Equity Shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including Dividend and Voting Rights.

**24. Disclosures specified in Schedule VI, if the issuer or any of its Promoters or Directors is a wilful defaulter or fugitive economic offender or fraudulent borrower:**

The Company, its Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI (ICDR) Regulations.

**25. Other Disclosure(s) / Undertaking(s):**

- All Equity Shares of the Company are already made fully paid up as on date. Further, all Equity Shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
- The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only;
- The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the stock exchange where the Equity Shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
- The Company has obtained the Permanent Account Numbers of the Proposed Allottee(s);
- The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories;
- The Proposed Allottees have represented and declared to the Company that they haven't sold or transferred any Equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date, being Thursday, February 22, 2023.
- The Proposed Allottees have further confirmed that they shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.

The Board of Directors accordingly recommends the Special Resolutions set out in Item No.1 of this Notice for approval of the Members.



## ITEM NO. 2: RE-APPOINTMENT AND TERMS OF REMUNERATION OF MR. MOHAMEDYASEEN MUHAMMADBHAI NATHANI (DIN: 02759578) AS THE MANAGING DIRECTOR OF THE COMPANY

The following Statement sets out the material facts relating to the Special Business item no. 2 as mentioned in the Notice:

Based on recommendation the Board of Directors of the company at their meeting held on 06.01.2024, approved the re-appointment of Mr. Mohamedyaseen Muhammadbhai Nathani as the Managing Director the Company for a period starting from January 06, 2024 to January 05, 2029, subject to approval of members.

Mr. Mohamedyaseen Muhammadbhai Nathani, aged 45 years, is the Promoter and Managing Director of our Company. He holds Bachelor degree in Commerce. He is on Board of Company since incorporation i.e. 10th November, 2006. He has an experience of more than 20 years in business management. He looks after of routine operational activities of our Company. With his multifunctional experience, he guides company in growth strategies and lighting the company in increasing its scale in leaps and bounds. He is responsible for the overall operations of the Company.

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

**Period of Appointment:** from January 06, 2024 to January 05, 2029 (Both inclusive days)

### **Remuneration:**

#### **1. Basic Salary:**

Current basic salary is Rs. 48,00,000 (Rupees Forty Eight 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.

#### **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.

#### **2. 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.

#### **3. 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 remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive Remuneration as specified above.

## 4. 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.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Mohamedyaseen Muhammadbhai Nathani under Section 190 of the Act.

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. 2 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

### ITEM NO.3: RE-APPOINTMENT AND TERMS OF REMUNERATION OF MR. MOHAMEDAMIN MOHAMMAD NATHANI (DIN: 02759560) AS WHOLE-TIME DIRECTOR OF THE COMPANY

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

Based on recommendation the Board of Directors of the company at their meeting held on 06.01.2024, approved the re-appointment of Mr. Mohamedamin Mohammad Nathani as the whole Time Director the Company for a period starting from January 06, 2024 to January 05, 2029, subject to approval of members.

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.

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

**Period of Appointment:** from January 06, 2024 to January 05, 2029 (Both inclusive days)

#### **Remuneration:**

##### **1. Basic Salary:**

Current basic salary is Rs. 48,00,000 (Rupees Forty Eight 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.

##### **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.

**2. 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.

**3. 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 remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive Remuneration as specified above.

**4. 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.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Mohamedamin Mohammad Nathani under Section 190 of the Act.

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. 3 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

**ITEM NO.4: RATIFICATION OF THE RE-APPOINTMENT AND TERMS OF REMUNERATION OF MR. MOHAMEDYASEEN MUHAMMADBHAI NATHANI (DIN: 02759578) AS THE MANAGING DIRECTOR AND MR. MOHAMEDAMIN MOHAMMAD NATHANI (DIN: 02759560) AS WHOLE-TIME DIRECTOR OF THE COMPANY**

Based on recommendation the Board of Directors of the company at their meeting held on 06.01.2024, rectified re-appointment of Mr. Mohamedyaseen Muhammadbhai Nathani as Managing Director and Mr. Mohamedamin Mohammad Nathani as the whole Time Director the Company for a period starting from July 01, 2023 to January 05, 2024, subject to approval of members.

Accordingly, consent of the Members is sought by way of an Special Resolution as set out at Item No. 4 of the accompanying Notice for ratification of the re-appointment of Mr. Mohamedyaseen Muhammadbhai Nathani as Managing Director and Mr. Mohamedamin Mohammad Nathani as the Whole Time Director of the Company for the period from July 01, 2023 to January 05, 2024 (Both inclusive days) and remuneration amounting of Rs.48,00,000/- to each director for the above period.

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.

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

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

Name of Director	Mr. Mohamedamin Nathani	Mr. Mohamedyaseen Muhammadbhai Nathani
Date of birth	August 20, 1975	July 14, 1977
Date of appointment	Originally appointed on 10.11.2006 and re- designated as Whole-Time Director w.e.f. 25.07.2020 & re-appointed as WTD w.e.f July 01, 2023 to January 05, 2024, & further re-appointed w.e.f January 06, 2024 to January 05, 2029.	Originally appointed on 10.11.2006 and re-designated as Managing Director w.e.f. 25.07.2020 & re-appointed as MD w.e.f July 01, 2023 to January 05, 2024 & further re-appointed w.e.f January 06, 2024 to January 05, 2029.
Qualification	B. Com	B. Com
Expertise in specific functional areas	More than 22 Years in in the field of collection services business	More than 16 Years' experience in the field of collection services business
Directorship held in other public Companies	Nil	Nil
Membership/Chairmanship of committees of other public companies (includes only Audit committees and Stakeholders relationship Committee.)	Nil	Nil
Number of shares held in the Company	7,18,200 equity shares	18,63,000 equity shares

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

Sd/-

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

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

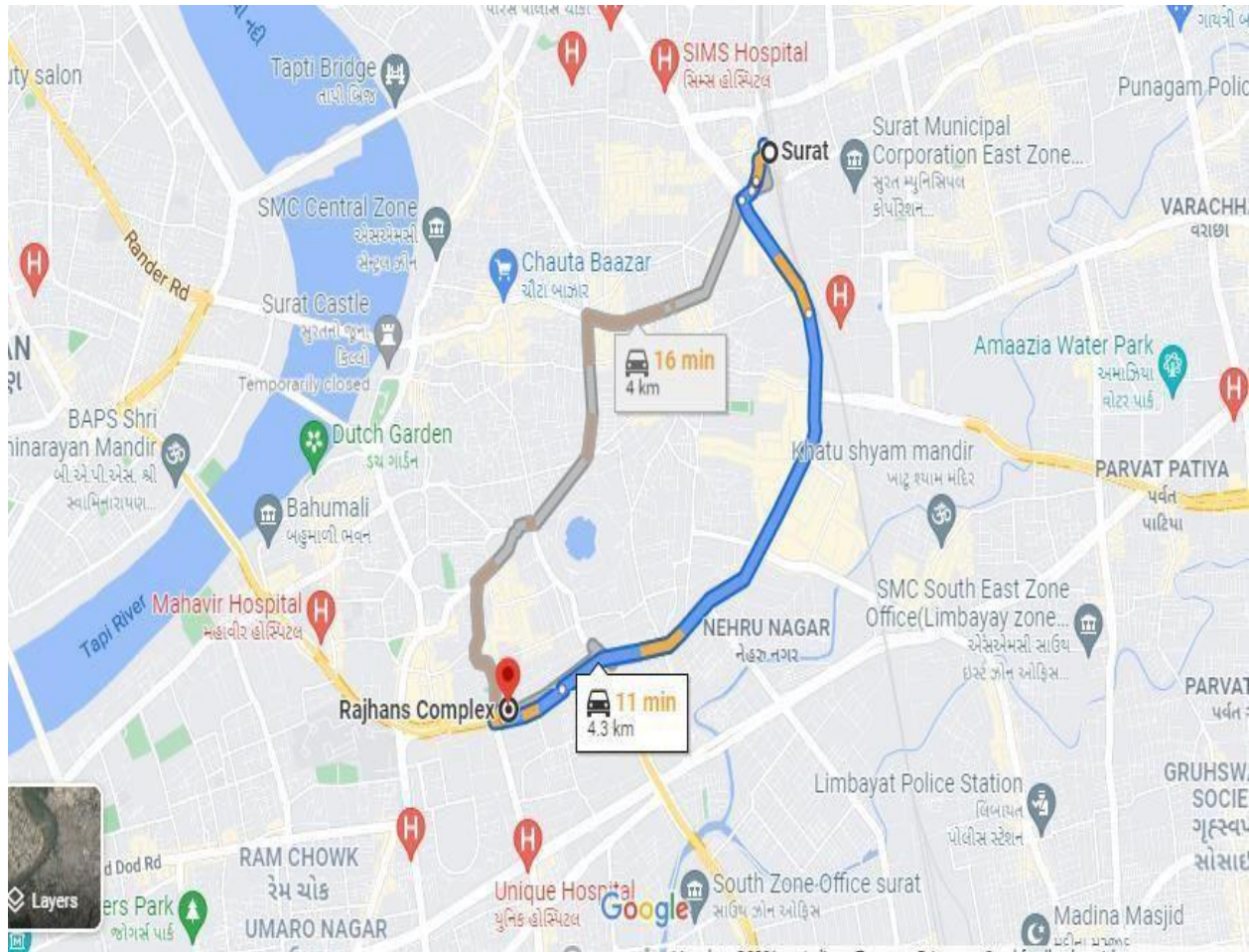
**Place : Surat**

**Registered office: 703 Rajhans Complex,**

**Nr. Kadiwala School,**

**Ring Road Surat-395002**

**ROUTE MAP (VENUE OF EXTRA ORDINARY GENERAL MEETING):**



ATTENDANCE SLIP

Extra Ordinary General Meeting on Saturday, 23<sup>rd</sup> March, 2024 at 03:00 P.M

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

**Serial No. 1**

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

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

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



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

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

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

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

1.

Name			
Address			
E-mail ID		Signature:	

2.

Name			
Address			
E-mail ID		Signature:	

3.

Name			
Address			
E-mail ID		Signature:	

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

<b>Resolution No.</b>	<b>Description</b>	<b>*For</b>	<b>Against</b>
1.	Issue Of Equity Shares Of The Company On A Preferential Basis and to Consider And If Thought Fit To Pass, With Or Without Modification(S), the Following Resolution <b>as a Special Resolution.</b>		
2.	Re-Appointment and Terms Of Remuneration Of Mr. Mohamedyaseen Muhammadbhai Nathani (Din: 02759578) As The Managing Director Of The Company and to Consider And If Thought Fit To Pass, With Or Without Modification(S), the Following Resolution <b>as a Special Resolution</b>		
3.	Re-Appointment and Terms Of Remuneration Of Mr. Mohamedamin Mohammad Nathani (Din: 02759560) As Whole-Time Director Of The Company and to Consider And If Thought Fit To Pass, With Or Without Modification(S), The Following Resolution <b>as a Special Resolution.</b>		
4.	Ratification of The Re-Appointment And Terms Of Remuneration Of Mr. Mohamedyaseen Muhammadbhai Nathani (Din: 02759578) As The Managing Director And Mr. Mohamedamin Mohammad Nathani (Din: 02759560) As Whole-Time Director Of The Company and to Consider And If Thought Fit To Pass, With Or Without Modification(S), The Following Resolution <b>as a Special Resolution:</b>		

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

Signature of Shareholder Signature of

Proxy Holder(s)

Affix Revenue  
stamp here

**Notes:**

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

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