

Date: 10th August, 2023

To,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai - 400 051

Symbol: FOCUS
Series: EQ

Sub: Corrigendum to the Annual Report for FY 2022-23.

Ref: Our Letter dated 9th August, 2023 regarding Intimation under Regulation 30, 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of 18th Annual General Meeting and Annual Report.

Dear Sir/ Ma'am,

With reference to our aforesaid letter dated 9th August, 2023, we hereby inform you that certain inadvertent errors were noticed in the Annual Report FY 2022-23 after the same was dispatched on August 9, 2023 through email.

In this regard, please note the following changes made in the Annual Report FY 2022-23:

1. On page number 34, the Remuneration of Mr. Tarun Udeshi- Chief Financial Officer should be read as Rs. 27.55 Lacs instead of 35.55 lacs and percentage increase in remuneration from previous financial year 2021-22 should be read as 31.25% instead of 69.36%.
2. On page number 142, the Remuneration of Mr. Tarun Udeshi- Chief Financial Officer should be read as Rs. 27.55 lacs instead of 35.55 lacs.
3. On page number 195, the Remuneration of Mr. Tarun Udeshi- Chief Financial Officer should be read as Rs. 27.55 lacs instead of 35.55 lacs.

We are enclosing herewith the Annual Report of the Company along with the Notice of the 18th AGM and other Statutory Reports for FY 2022-23 after incorporation of the above changes and the same is also available on the website of the Company at:

https://www.focuslightingandfixtures.com/focus_investor/financial_details/annual_report/Annual%20Report%20-%202022-23.pdf

Request you to kindly take the aforesaid information on your records.

Yours faithfully,
For Focus Lighting and Fixtures Limited

Drashti Bhimani
Company Secretary & Compliance Officer

Encl.: As Above

ANNUAL REPORT

2022-23

Focus Lighting and Fixtures Limited

www.focuslightingandfixtures.com



Lights On!

SEE things better

FEEL things better

DO things better









About Us

FEEL THE LIGHT

Our commitment to service and a direct contact with our clients has come a long way in establishing innumerable long-term bonds. We are a comprehensive support to our partners and clients at every stage, from offering proprietary lighting concepts with a guarantee of aesthetic and functionally distinguished solutions, to technically and architecturally appropriate installation that can be incorporated into a variety of environments. A team of proficient and dedicated product design professionals, lighting consultants and engineers constantly innovate while developing new products at Plus.

FORM, REASON, EMOTION

Our understanding of lighting technology, a keen sensibility towards the influence it can have on the viewer and the techno-aesthetic requirement of the market has enticed us to develop effective lighting solutions where the basic criteria are efficiency, colour rendition and a trouble-free service life while achieving optimum lighting parameters such as luminous intensity, freedom from glare and better colour rendering. The range offered by the Company is a result of extensive research and development, reinforcing their experience and technical know-how by developing holistic lighting solutions to meet the highest international standards, technically, as well as aesthetically.

LIGHT, NATURALLY

Controlled light that blends into the space. The resultant effort reflects in a belief that along with the light it emits, the fixture itself is among the various elements that make up an interior space. A good lighting product, in any scenario should serve its primary function of illumination, rather than being a feature itself. The anti-glare property of the luminaires bring out the best in every environment without drawing undue attention to the fitting itself.

The integration of outstanding product design, state-of-the-art technology and meticulous calculation, results in this striking luminaire that effectively emits light as an elegant new expression for any space.

OUR BRANDS

FOCUS[®]
LIGHTING & FIXTURES LTD

PLUS[®]
LIGHT TECH

TRIX[®]

L&B[®] Lumens
& Beyond

Our Manufacturing Unit



Major Contracts Awarded

Kundalpur | Exterior Lighting Design



The Company has accomplished a prestigious order for Supply, Installation & Programming of LED Lighting Fixtures from 'The Bade Baba (Lord Adinath) Mandir (Jain Temple) which is located at Kundalpur, Madhya Pradesh.



Surat Fort | 3d Projection Mapping



The Company has been awarded a contract worth ₹13.50 Crore by Surat Smart City Development Limited to design and install a 3-D mapping based light and sound show at Surat Castle. The project will involve utilizing 3-D mapping technology to project images and animations onto the castle walls, creating a dynamic and immersive experience.



Our Product Launch

Lights For Exterior



Lights For Interior



Lights For Retail





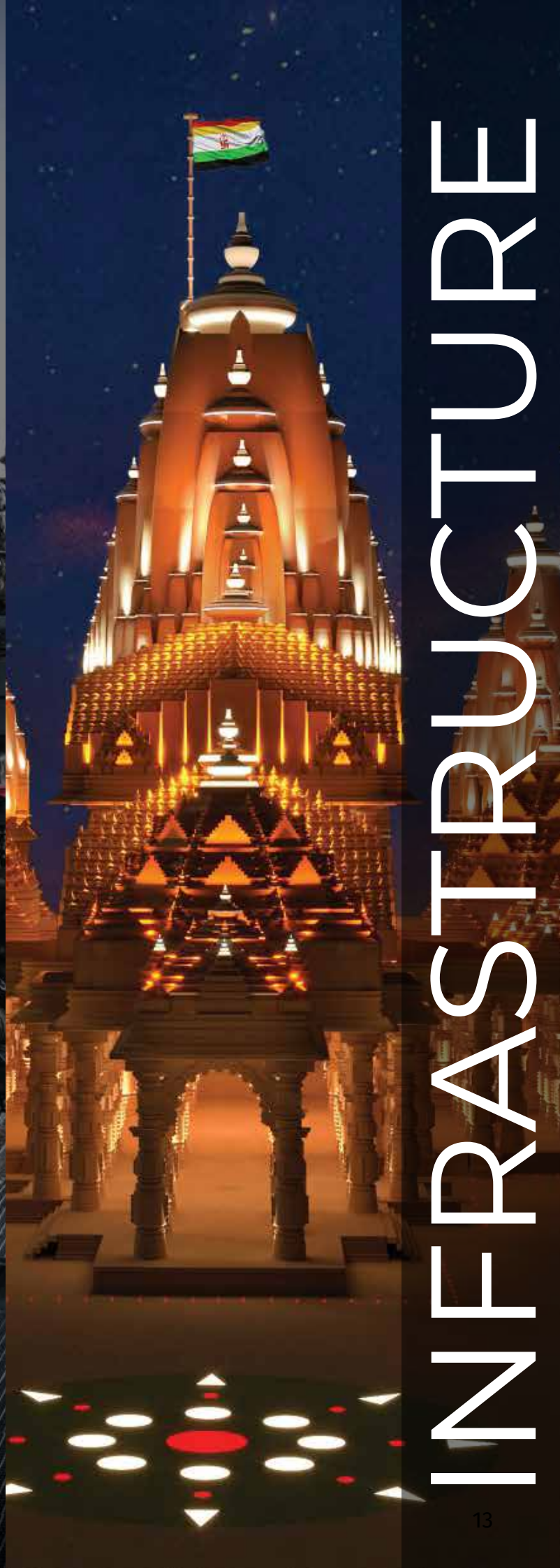
RETAIL



RESIDENTIAL



INDIAN RAILWAY



INFRASTRUCTURE

Key Milestones



2005

Inception of Focus Lighting. Introduction of CDM Technology, changing retail lighting in India.



2007

Establishment of Plus Light Tech to provide indigenous, high-end retail lighting at a competitive cost.



2008

First and only India lighting company to participate in Euroshop, Dusseldorf.

Introduced products designed in Germany by 2D/3D Design, made in India.



2011

Second time at Euroshop, Dusseldorf. One out of two brands in Europe offering LED technology for the retail industry.



2013

Integrated Shantilal & Bros., a fully equipped assembly unit and a State-of-the-Art R&D Facility in Mumbai.

Started export operations in the Middle and Italy with an office in Dubai.



2015

Set up a Photogoniometer and a Spectrometer at the R&D facility – a new benchmark in technical lighting.



2016

Strategic collaboration with Bartenbach AG for cutting – edge innovations and technical development.



2017

Listed in SME Board on National Stock Exchange



2018

Setup a fully integrated, state-of-the-art factory in Ahmedabad, along with a Light Interpretation Centre.



2020

Won the prestigious Red Dot Design Award and German Design Award for the Magnus series of high-performance luminaires.



2021

Sege Cornelissen, the renowned Belgian industrial designer began developing products for Plus.

Focus Testing Laboratory is granted NABL accreditation. The factory is approved as a supplier for Indian Railway Coach Factories.

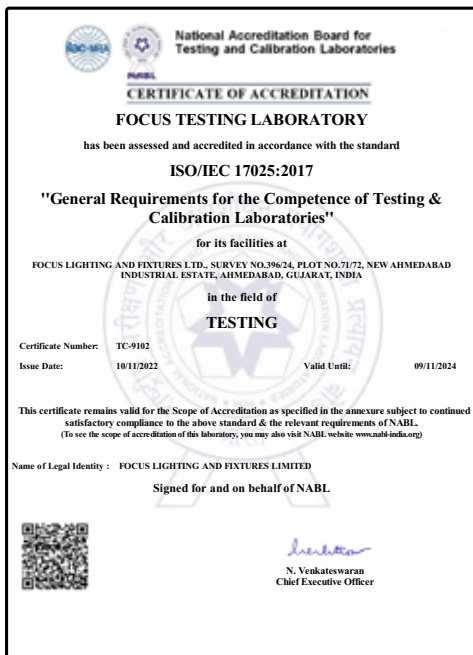


2021

Company has migrated from SME Board to Main Board of NSE - November 21,2021

NABL CERTIFICATE

(National Accreditation Board for Testing and Calibration Laboratories)



Focus Testing Laboratory (FTL) at Ahmedabad was accredited by NABL (National Accreditation Board for Testing and Calibration Laboratories) for Photometry and Electrical Testing of Luminaries and Control Gear in November 2022.

The lab was envisioned as a comprehensive laboratory for testing of Luminaries and Control Gear within a goal to improve the safety, reliability and performance of our LED lighting products.

Earning NABL accreditation is another measure of excellence of Focus Lighting And Fixtures Limited as a premier product of LED Lighting Solutions and reflects our commitment to all our customers.

ISO CERTIFICATE



Our Company have adopted a Quality Management System (QMS) framework based on the ISO 9001:2015 framework for the scope of Lighting Design, Sales and Service of LED lighting fixtures and accessories bearing Certificate Registration No. 99 100 19511 and 99 100 19511/0 and a Quality Management System (QMS) framework based on the ISO 9001:2015 framework for the scope of design and development, manufacture and supply of LED lighting fixtures and accessories bearing Certificate Registration No. 99 100 19511/03.

This provides an assurance that we have implemented reasonable Quality practices for our operations that are used to provide services to our internal and external stakeholders.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

| | |
|--|-----------------------------------|
| Mr. Amit Vinod Sheth | Chairman and Managing Director |
| Mrs. Deepali Amit Sheth | Executive Director |
| Mr. Mahesh Karsandas Rachh | Independent Director |
| Mr. Chetan Navinchandra Shah | Independent Director |
| Mr. Anil Santosh Verma (Resigned w.e.f. 11 th August, 2022) | (Additional) Independent Director |
| Mr. Sanjay Surajmal Gaggar (Appointed on 11 th August, 2022) | Independent Director |
| Ms. Khushi Amit Sheth | Non-Executive Director |

Chief Financial Officer

Mr. Tarun Ramesh Udeshi

Company Secretary and Compliance Officer

Mrs. Drashti Senjaliya

Statutory Auditors

M/s. N P Patwa & Co., Chartered Accountants
Sona Udyog, Building No. 4, Office No. 8, Parsi Panchayat
Road, Andheri (East), Mumbai - 400069

Secretarial Auditors

M/s. Rathod & Co., Practicing Company Secretaries
"Nandanvan", Near Shashtri Baug, Dr. Radha Krushna
Road, Opp. Utsav Party Plot, Anand - 388001

Internal Auditors

Nandola & Co, Chartered Accountants
F-42, Profit Center, Above Sankalp Restaurant, Mahavir
Nagar, Kandivali West,
Mumbai - 400 067.

Bankers

Axis Bank Limited

Registered Office

A/1007-1010, Corporate Avenue, A Wing, Sonawala Road,
Near Udyog Bhawan, Goregaon (East), Mumbai - 400069
Email ID: info@pluslighttech.com
Website: www.focuslightingandfixtures.com
CIN: L31500MH2005PLC155278

Registrar & Transfer Agent

Bigshare Services Private Limited
Pinnacle Business Park, Office No. S6-2, 6th, Mahakali
Caves Road, Next to Ahura Center, Andheri East,
Mumbai - 400093

Committees of the Board

- Audit Committee.
- Nomination & Remuneration Committee.
- Stakeholders Relationship Committee.
- Corporate Social Responsibility Committee.

BOARD OF DIRECTORS



Mr. Amit Vinod Sheth
Chairman and Managing Director



Mrs. Deepali Amit Sheth
Executive Director



Mr. Mahesh Karsandas Rachh
Independent Director



Mr. Chetan Navinchandra Shah
Independent Director



Mr. Sanjay Surajmal Gaggar
Independent Director
Appointed on 11th August, 2022



Ms. Khushi Amit Sheth
Non - Executive Director

CHAIRMAN'S MESSAGE



Mr. Amit Vinod Sheth

Dear Shareholders,

I trust you and your families are safe and doing well.

I am pleased to address you today as the Managing Director of our company in the lighting industry. It gives me immense pleasure to share with you our achievements, challenges, future plans and present before you the Annual Report of your Company for the Financial Year 2022-23.

The past few years was a challenging year for businesses worldwide, and our company was no exception. However, with the resilience and hard work of our dedicated team, we have been able to overcome the challenges and achieve significant growth and our team of experts has been working tirelessly to create products that are not only innovative but also eco-friendly.

I am happy to report that we have been able to maintain our position as one of the leading players in the lighting industry, thanks to our dedicated team, innovative products, and focus on sustainability.

Our commitment to excellence has been recognized by industry experts, and we have been the recipients of numerous contracts. These achievements are a testament to our unwavering focus on quality and innovation.

The lighting industry has been undergoing significant changes in recent years, driven by factors such as increasing urbanization, the rise of smart homes and cities, and the need for energy-efficient solutions. Our company has been at the forefront of these changes, leveraging our expertise and experience to develop innovative products that meet the needs of our customers and contribute to sustainable development.

The lighting industry is a diverse sector that encompasses the design, manufacture, and distribution of a wide range of lighting products, from traditional incandescent bulbs to energy-efficient LED lighting systems. Lighting is a crucial aspect of our daily lives, providing illumination for everything from homes and offices to public spaces and industrial facilities.

In conclusion, I am proud of what we have achieved so far and am confident that we will continue to grow and succeed in the future. Our commitment to excellence, innovation, and sustainability will be the key to our success in the years ahead. Thank you once again for your continued support, and I look forward to working with you in the coming years.

BOARD'S REPORT

BOARD'S REPORT

To,
The Members,
Focus Lighting and Fixtures Limited
1007-1010, Corporate Avenue Wing A,
Sonawala road, near Udyog Bhawan,
Goregaon (East), Mumbai 400063.

Your Board of Directors take immense pleasure in presenting the 18th Report on the business and operations of your Company together with the Audited Financial Statements for the year ended 31st March, 2023.

1. FINANCIAL HIGHLIGHTS

The financial performance of your Company for financial Year 2022-23 and 2021-22 is summarized as below:

(Rs in Lacs)

| Particulars | Consolidated | | Standalone | |
|---------------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| | For Financial Year Ended | | For Financial Year Ended | |
| | 31 st March 2023 | 31 st March 2022 | 31 st March 2023 | 31 st March 2022 |
| Revenue from operations | 16,858.38 | 10,539.12 | 16,215.90 | 10,154.55 |
| Other income | 137.73 | 121.07 | 70.88 | 94.50 |
| Total Income | 16,996.12 | 10,660.19 | 16,286.78 | 10,249.05 |
| Less: Total Expenditure | (14,073.58) | (10,065.66) | (13,390.30) | (9,760.72) |
| Profit before Tax | 2,922.54 | 594.54 | 2,896.49 | 488.32 |
| Less: Provision for Tax | (653.29) | (138.88) | (653.29) | (138.88) |
| Profit/ (loss) After Tax | 2,316.17 | 455.66 | 2,243.20 | 349.44 |

• FINANCIAL PERFORMANCE AND STATE OF COMPANY AFFAIRS

➤ Consolidated Performance:

During the year under review, your Company has recorded total income of Rs. 16,996.12 Lacs against Rs. 10,660.19 Lacs in the previous year resulting in rise of **59.435%** over the previous year. Profit before tax for the financial year ended 31st March, 2023 is Rs. 2,922.54 Lacs as compared to the profit of Rs. 594.54 Lacs in the previous year resulting in rise of **391.56%** Profit after tax is Rs. 2,316.17 Lacs as compared to profit of Rs. 455.66 Lacs in the previous year resulting in rise of **408.311%**.

➤ Standalone Performance:

During the year under review, your Company has recorded total income of Rs. 16,286.78 Lacs against Rs. 10,249.05 Lacs in the previous year resulting in rise of **60.388%** over previous year. Profit before tax for the financial year ended 31st March, 2023 is Rs. 2,896.49 Lacs as compared to profit of Rs. 488.32 Lacs in the previous year resulting in rise of **493.15%** Profit after tax is Rs. 2,243.20 Lacs as compared to the profit of Rs. 349.44 Lacs in the previous year resulting in rise of **541.94%**

While the inflationary environment continues to pose a challenge, however, we maintain a positive

outlook on demand growth and gradual recovery of margins.

- **Transfer to Reserves:**

The closing balance of the retained earnings of the Company for the Financial Year 2023, after all appropriations and adjustments was 7,829 Lacs.

2. BRIEF DESCRIPTION OF THE STATE OF COMPANY'S AFFAIRS

- **PRODUCT LAUNCHED:**

Focus Lighting & Fixtures Limited ("the Company") is a business of technology light Manufacturing Company. Recently, it has launched an innovative and unique kind of product one of them is "Razor Outdoor Bollard"

The product has been designed around a highly specialized type of optic, engineered to generate an accurate and controlled light effect. It has a unique bollard with patented technology which will generate zero light pollution and reduce the quantity of light fixtures by less than one fourth. The Company has technology tie up with Bartenbach which is located in Germany and product designs from Serge Cornelissen which is located in Belgium.

The Razor in the newly launched product will have an edge over competitors and monopoly in the vertical market. It is the first foray of PLUS Light Tech in the architectural outdoor space. Further, the same aspires to set a benchmark by delivering the potential to the company and open a large segment which has been unexplored by Focus Lighting & Fixtures in past.

- **CONTRACT AWARDED:**

The Company has been awarded a contract worth ₹13.50 Crore by Surat Smart City Development Limited to design and install a 3-D mapping-based light and sound show at Surat Castle.

The prestigious project includes designing, supplying, erecting, testing, and commissioning a state-of-the-art 3-D mapping based Light & Sound Show that will take three months to complete. The project will involve creating a sophisticated lighting and sound system that will create a stunning visual display for visitors to the castle which shall show case the history of Surat city from the ancient era to the modern era. This will be displayed with the help of projectors and content creation. This fort will attract tourists from all over the world.

The scope of the project encompasses both the design, supply, erection and testing work worth ₹11.96 crore and an additional annual maintenance and operation contract worth ₹1.54 crore for six years. This project will allow the Company to demonstrate its expertise in creating innovative and high-quality lighting and sound solutions. The company's cutting-edge technology and innovative solutions in lighting technologies are sure to provide them an edge over the competition.

The project will involve utilizing 3-D mapping technology to project images and animations onto the castle walls, creating a dynamic and immersive experience. The Company may also create custom fixtures and other elements to enhance the overall effect. The stunning visual display will undoubtedly attract a lot of attention and is likely to encourage many more contracts in the future for Focus.

Being a Company's first government project, it will bring more opportunities in the Government Sector in upcoming years.

3. SHARE CAPITAL INCLUDING CHANGE IN CAPITAL STRUCTURE

During the year under review, the Company in its 17th Annual General Meeting held on 24th September, 2022 has increased its Authorised Share Capital from Rs. 12,00,00,000/- (Rupees Twelve Cores Only) to Rs. 15,00,00,000 (Rupees Fifteen Crore Only) considering the increased fund requirements of the business operations.

Accordingly, as on 31st March, 2023 the Authorised Share Capital of the Company is 15,00,00,000 (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakhs Only) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.

The Nomination and Remuneration Committee in its meeting held on 17th June, 2022 has allotted 97,500 Equity Shares of Rs. 10/- each aggregating to Rs. 61,42,500/- (Rupees Sixty-One Lakh Forty-Two Thousand Five Hundred Only) to FLFL Employee Welfare Trust.

The Board in its Meeting held on 7th October, 2022 has made an allotment of 28,58,815 Convertible Warrants on a Preferential Issues on Private Placement basis to the investors in the ratio of 1:1. The same was converted into 28,58,815 Equity shares of face value of Rs. 10/- each on the receipt of the full payment from the warrant holders on 12th January, 2023.

Thereafter, the Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 13,09,21,150/- (Rupees Thirteen Crore Nine Lakh Twenty-One Thousand One Hundred and Fifty Only) divided into 1,30,92,115 (One Crore Thirty Lakh Ninety-Two Thousand One Hundred and Fifteen Only) Equity Shares of 10/- (Rupees Ten) each as on 31st March, 2023.

4. PARTICULARS OF LOANS, GUARANTEES, SECURITIES AND INVESTMENTS

During the year under review, the Company has made loan, investment, guarantees and securities on loan given under the Financial Year 2022-23 as stated in Note 5 & 12 of the Standalone Financial Statements of the Company respectively.

5. DIVIDEND

Your Directors are pleased to recommend a Dividend at the rate of Rs. 1.50/- per equity share for the financial year 2022-23. The proposed dividend, subject to approval of Shareholders in the ensuing Annual General Meeting of the Company, would result in appropriation of Rs. 1,96,38,172.5/- (Rupees One Crore Ninety-Six Lakhs Thirty-Eight Thousand One Hundred and Seventy-Two Rupees Five Paisa Only) (inclusive of TDS). The dividend would be payable to all Shareholders whose names appear in the Register of Members as on the Record Date i.e., 18th August, 2023.

6. ESOPS

Pursuant to the approval of the Members through Postal Ballot on 28th December, 2019, the Company had adopted the 'Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019' ("the Plan") for issuance of the employee stock options ("Options") through Trust Route to the eligible employees of the Company & its Subsidiaries. This schemes are administered by the Nomination & Remuneration Committee of the Company.

In this regard, the National Stock Exchange had granted in-principle approval on 5th March, 2021 for listing upto a maximum of 5,00,000 Equity shares of Rs. 10/- each.

Thereafter, the Company had allotted 97,500 shares to "FLFL Employee Welfare Trust" and received the Listing Approval from the Exchange on 28th June, 2022.

The eligible employees who were granted the options was eligible to exercise, and accordingly have subscribed 55,500 Equity shares out of 97,500.

The Nomination and Remuneration Committee (NRC) has further granted options convertible into Equity shares of face value of Rs. 10/- to the eligible employees of Company including subsidiaries accordingly to ESOP Plan 2019 as per the below table:

| Sr No | Number of Options granted during the Financial Year: | | |
|-------|--|----------|---------------------------------|
| | 2021-22 | 2022-23 | Date of approval by NRC |
| 1 | 2,90,000 | - | 10 th February, 2022 |
| 2 | - | 1,00,000 | 18 th May, 2022 |
| 3 | - | 1,10,000 | 27 th March, 2023 |

The Plan being is in compliance with Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time. Further, a Certificate to that effect is obtained from the Secretarial Auditors of the Company i.e., M/s. Rathod & Co., Practicing Company Secretaries and attached as an "Annexure I

The disclosure requirements in terms of Regulation 14 of the SEBI (Share Based Employee Benefits &

Sweat Equity) Regulations, 2021, for the Plan, are made available on the Company's website and can be accessed using the link: <https://www.focuslightingandfixtures.com/investors/esops/>.

7. BORROWINGS

As on 31st March, 2023, the Company's (Standalone) Working Capital Demand Term Loan is NIL and short-term loans availed were Rs. 295 Lacs.

8. DETAILS OF LOAN FROM DIRECTORS:

The company has taken loan from the Directors or their relatives during the year under review. Details of the same are mentioned in the Financial Statement. Further the Company has taken the declaration from the directors regarding the same.

9. CHANGE IN THE NATURE OF BUSINESS

For sustained growth in the future, Company wants to rely on the main businesses of Company; there is no change in the nature of the business of the Company during the year.

10. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Currently, the Company have 3 (three) Un-Listed subsidiaries, the details of which are stated below:

| Name of the Material Subsidiary(ies) | Name of the Non-Material Subsidiary(ies) |
|--------------------------------------|---|
| Plus Light Tech – F.Z.E. | Focus Lighting & Fixtures Pte. Ltd |
| - | *Xandos Lighting and Fixtures Private Limited |

*Xandos Lighting and Fixtures Private Limited was Incorporated on 9th June, 2022.

Focus Lighting Corp in Delaware, USA, ceased to be the Wholly Owned Subsidiary of the Company due to dissolution with effect from 30th March, 2023.

The Policy on Material Subsidiary framed by the Board of Directors of the Company is available on the Company's Website at the following link: https://www.focuslightingandfixtures.com/focus_investor/policies/Policy%20on%20Material%20Subsidiary%20updated%20w.e.f%2024.11.2021.pdf

The Company does not have any Joint Venture or Associate Company within the meaning of Section 2(6) of the Companies Act, 2013 as on 31st March, 2023. Further, there has been no material change in the nature of business of any of the subsidiaries.

In accordance with Section 136 of the Act, the Audited Financial Statements including the Consolidated

Financial Statements and related information of the Company and separate Audited Financial Statements of each of the Subsidiary Companies, are available on our website at: www.focuslightingandfixtures.com. The necessary disclosures in respect of the material subsidiary are mentioned in the Corporate Governance.

A statement containing the salient features of Financial Statements of subsidiaries in the prescribed Form AOC-1 forms a part of Consolidated Financial Statements in compliance with Section 129 (3) and other applicable provisions, if any, of the Act read with Rules and is attached as an "Annexure V".

11. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONS

The Board of Directors and Key Managerial Personnel comprise of eminent and experienced professionals in the industry. The Composition of the same as on 31st March, 2023 are as follows:

The Board of Directors of your Company has various Executive and Non-Executive Directors including Independent Directors and Women Director in accordance with the provisions of the Companies Act, 2013 and Regulation 17 of SEBI (LODR) Regulations, 2015 who have wide and varied experience in different disciplines of corporate functioning. As on 31st March, 2023, your Board has 6 (six) Directors comprising of two Executive Directors considering of Managing Director and Woman Director, three Non-Executive Independent Directors and One Non-Executive Non-Independent Director.

The current composition of the Board of Directors including Key Managerial Personnel are detailed below:

| Sr. No. | Name | DIN/PAN | Category | Date of Appointment |
|---------|-----------------------------|------------|--------------------------|---------------------|
| 1 | Amit Vinod Sheth | 01468052 | Managing Director | 11/08/2005 |
| 2 | Deepali Amit Sheth | 01141083 | Executive Director | 11/08/2005 |
| 3 | Chetan Navinchandra Shah | 08038633 | Independent Director | 29/12/2017 |
| 4 | Mahesh Karsandas Rachh | 00458665 | Independent Director | 29/12/2017 |
| 5 | Sanjay Surajmal Gaggar | 03083767 | Independent Director | 11/08/2022 |
| 6 | Khushi Amit Sheth | 09351537 | Non-Independent Director | 08/10/2021 |
| 7 | Drashti Deepkumar Senjaliya | BHEPB9334G | Company Secretary | 13/11/2020 |
| 8 | Tarun Ramesh Udeshi | AAJPU9806D | Chief Financial Officer | 11/11/2019 |

12. CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS

Pursuant to the applicable provisions of Section 152 the Companies Act, 2013, Ms. Khushi Amit Sheth, (DIN: 09351537), Non-Executive Director of the Company is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment at the ensuing Annual General Meeting. Based on the performance evaluation and recommendation from the Nomination and Remuneration Committee, the Board recommends her re-appointment. Her brief resume as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is contained in the Notice of the Annual General Meeting.

- Mr. Anil Santosh Verma (DIN: 08580680) ceased to be (Additional) Independent Director pursuant to his resignation with effect from 11th August, 2022 on account of his personal and other professional commitments. His resignation letter confirms that there were no other material reasons for his resignation. The Board placed its warm appreciation for his invaluable contribution as a director during his tenure on the Board of the Company.
- Pursuant to the completion of the 1st term of Mr. Chetan Shah (DIN: 08038633) and Mr. Mahesh Rachh (DIN: 00458665) as Independent Directors on 28th December, 2022, the Shareholders of the Company in the 17th Annual General Meeting held on 24th September, 2022 had approved their re-appointment as an Independent Director of the Company with effect from 29th December, 2022 for a period of 5 years i.e upto 28th December, 2027, In the opinion of the Board, Mr. Chetan Shah and Mr. Mahesh Rachh fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for their appointment as Independent Directors of the Company and they are independent of the management.

Further, the Members in its 17th Annual General Meeting held on 24th September, 2022 has approved the resolutions for re-appointed Mr. Chetna Shah (DIN: 08038633) and Mr. Mahesh Rachh (DIN: 00458665) as Independent Directors of the Company with effect from 29th December, 2022 to 28th December, 2027.

- The Board has appointed Mr. Sanjay Surajmal Gaggar (DIN: 03083767) as an Additional Non-Executive (Independent) Director on the Board of the Company w.e.f 11th August, 2022. The Members in its 17th Annual General Meeting held on 24th September, 2022 has approved his appointment as Non-Executive Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from August 11, 2022 to August 12, 2027.

The above appointments were recommended by the Nomination & Remuneration Committee of the Board, in line with the Nomination & Remuneration Policy of the Company.

There are no other changes in the composition of Board of Directors except as stated above.

13. INDEPENDENT DIRECTOR

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company has 3 Non-Promoter Non-Executive Independent Directors. A separate meeting of Independent Directors was held during the year 2022-23 on 13th February, 2023, which was duly attended by all Independent Directors. Independent Directors have shared their views on Non-Independent Directors and Board as whole and performance of Chairman of the Company including assessment of quality, quantity and timeliness of flow of information between Company, Management and Board amongst themselves.

The Company has received the following declarations from all the Independent Directors at the beginning of the financial year confirming that:

- They meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013, read with the Schedules and Rules issued thereunder, as well as of Regulation 16 of the SEBI (LODR) Regulations, 2015.
- In terms of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, they have registered themselves with the Independent Director's database maintained by the Indian Institute of Corporate Affairs, Manesar.
- In terms of Regulation 25(8) of the SEBI (LODR) Regulations, 2015, they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.
- In terms of Regulation 25(9) of the SEBI (LODR) Regulations, 2015, the Board of Directors has ensured the veracity of the disclosures made under Regulation 25(8) of the SEBI (LODR) Regulations, 2015 by the Independent Directors of the Company.

As per the Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Chetan Shah and Mr. Sanjay Gaggar, Independent Directors have successfully passed an Online Proficiency Self- Assessment Test conducted by the Indian Institute of Corporate Affairs of India. However, Mr. Mahesh Rachh is exempted from the above test.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfil the conditions specified in Act as well as the Rules made thereunder and are independent of the management.

The Independent directors have complied with the Code applicable for Independent Directors as stipulated under the Schedule IV of the Companies Act, 2013.

14. COMMITTEES OF THE BOARD

The Board has constituted various committees in accordance with the provisions of the Companies Act, 2013, the details of which are provided in the Corporate Governance Report as an "Annexure B" to this report.

15. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

As per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has formulated a Policy on Prevention of Sexual Harassment at Workplace which is available on the Company's Website at the following link: https://www.focuslightingandfixtures.com/focus_investor/general_policies/Prevention%20of%20Sexual%20Harassment%20Policy-1.pdf for prevention, prohibition and redressal of sexual harassment at workplace and an Internal Complaints Committee has been set up to redress complaints received regarding Sexual Harassment at workplace, with a mechanism of lodging & redressal of the complaints. All employees (permanent, contractual, temporary, trainees etc. are covered under this policy.

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder, the Company has not received

any complaint of sexual harassment during the year under review.

16. VIGIL MECHANISM

The Company has adopted a Whistle Blower Policy and established the necessary Vigil Mechanism, which is in line with Regulation 22 of SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013 for employees and Directors to report their genuine concerns about unethical behaviours, actual and suspected fraud or violation of the Code of Conduct or policy. It provides for adequate safeguards against the victimization of the Directors and employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. None of the whistle-blower has been denied access to the Audit Committee. The said Policy is available on the Company's Website: https://www.focuslightingandfixtures.com/focus_investor/policies/Vigil%20Mechanism.pdf

17. BOARD EVALUATION

Pursuant to the provisions of Section 134 and 178 of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and as per the Appointment criteria for Directors & Senior Management and their remuneration Policy, the Nomination and Remuneration Committee has carried out an Annual performance evaluation of the Board, its Committee and its individual Directors. The manner in which the evaluation has been carried out has been covered in the Corporate Governance Report which forms a part of this Annual Report.

Further, the Independent Directors also reviewed the performance of: Non-Independent Directors and the Board as a whole, after taking into account the views of Executive Director and Non-executive Directors, the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Based on the outcome of the performance evaluation exercise, areas have been identified for the Board to engage itself with and the same would be acted upon. The details of the evaluation process are set out in the Corporate Governance Report which forms a part of this Annual Report.

18. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178:

The salient features of the Nomination and Remuneration Policy of the Company are set out in the Corporate Governance Report which forms part of this Annual Report. The said Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment & re-appointment of Directors on the Board of the Company and persons holding Senior Management positions in the Company, including their remuneration, evaluation and other matters as provided under Section 178 of the Act and Listing Regulations. The copy of the same, namely the Appointment Criteria for Directors and Senior Management and their Remuneration Policy is attached as Annexure A to this report.

19. MEETINGS OF THE BOARD

The Board of Directors during the Financial Year 2022-23 met 8 (eight) times. The Board meets at regular intervals to discuss the Business and Compliance matters of the Company. The details of the Meetings of the Board of Directors and the Committees of the Board of Directors and their respective constitution are stated in the Corporate Governance Report attached which forms a part of this Board's Report.

The Board has constituted the following Mandatory Committees of the Board of Directors:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee
- Corporate Social Responsibility Committee

During the year under review, all the recommendations made by the Audit Committee were approved by the Board of Directors.

Further, the Board of Directors have adopted various policies on the functioning and running of the Board of Directors as mandated by the SEBI (LODR) Regulations, 2015 and which are also available on the website of the Company at www.focuslightingandfixtures.com.

20. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System including Internal Financial Controls, commensurate with the size, scale and complexity of its operations as approved by the Audit Committee and the Board of Directors. The Internal Financial Controls are adequate and working effectively. The scope and authority of the Internal Audit is laid down by the Audit Committee and accordingly, the Internal Audit Plan is laid out to maintain its objectivity and independence, the Internal Auditors reports to the Chairman of the Audit Committee of the Board.

The Internal Auditors, being professional Chartered Accountants, monitor and evaluate the efficacy and adequacy of internal control system in the Company. Based on the report of internal audit, process owners/concerned departments undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

21. CORPORATE GOVERNANCE

The Corporate Governance Report as stipulated under Regulation 34(3) read with Schedule V of the SEBI (LODR) Regulations, 2015 forms part of this Annual Report together with the requisite Certificate as received from:

- The Secretarial Auditor of the Company regarding compliance of conditions of Corporate Governance as stipulated under the listing Regulations attached in the Corporate Governance Report. The same is attached as an **“Annexure III”**
- The Chief Executive Officer and Chief Financial Officer of the Company in terms of Listing Regulations, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal financial control measures and reporting of matters to the Audit Committee. The same is attached as an **“Annexure II”**
- A declaration signed by the Managing Director stating that members of the Board and Senior Management Personnel have affirmed the compliance with the Code of Conduct of the Board and Senior Management forms part to the report on Corporate Governance.

22. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under Regulation 34(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report and is disclosed separately as part of the Annual Report as an **“Annexure E”**.

23. DISCLOSURE OF ACCOUNTING TREATMENT:

During the year under review, there has been no changes in Accounting Policies and Practices. These Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 notified under Section 133 of the Companies Act, 2013 (the ‘Act’) and other relevant provisions of the Act. The Financial Statements up to and for the year ended 31st March, 2023 were prepared to comply in all material aspects with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act. The previous year figures have been regrouped/reclassified or restated, so as to make the figures comparable with the figures of current year.

24. SECRETARIAL STANDARDS

During the year under review, your Company has complied with the applicable Secretarial Standards as issued by the Institute of Company Secretaries of India (ICSI) and notified by the Central Government from time to time.

25. ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 read with proviso to Rule 12(1) of the Companies (Management and Administration) Rules, 2014, (as amended) the Annual Return of the Company for the Financial Year ended 31st March, 2023, in the prescribed Form MGT-7 is available on the website of the Company <https://www.focuslightingandfixtures.com/investors/annual-return/>

26. STATUTORY AUDITOR'S REPORT

The Company has appointed M/s. N P Patwa & Co., Chartered Accountants, Firm Registration No. 107845W as a Statutory Auditors for a period of (five) 5 years, in their 15th Annual General Meeting held on 29th September 2020. They hold office till the 20th AGM to be held in the year 2025 as per the provisions of Section 139 of the Companies Act, 2013.

The Board has received a consent letter from the Statutory Auditors, stating their eligibility to conduct the Statutory Audit. As required under SEBI (LODR) Regulations, 2015, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Board of Directors have revised the remuneration of M/s. N P Patwa & Co, during the Financial Year 2022-23. The details of the remuneration paid to the Statutory Auditors in Financial Year 2022-23 are provided in the Financial Statements.

The Statutory Auditors' Report does not contain any qualifications, reservations, adverse remarks or disclaimers, hence do not require any reply from the Board of Directors of the Company.

27. SECRETARIAL AUDITOR

In terms of Section 204 of the Companies Act, 2013, the Company has appointed M/s. Rathod & Co., Practicing Company Secretaries who holds a valid certificate issued by the Peer Review Board of the Institute of Company Secretaries of India, as a Secretarial Auditor of the Company for the Financial Year 2022-23 to conduct an Secretarial Audit of the secretarial records and compliances in accordance with the applicable provisions of the various Acts, Rules and Regulations for the financial year ended on 31st March, 2023.

The Secretarial Auditors Report for the Financial Year 2022-23 is attached as an “Annexure D” to this report.

The Secretarial Compliance Report for the financial year ended 31st March, 2023, in relation to compliance of all applicable SEBI Regulations/circulars/ guidelines issued thereunder, pursuant to requirement of Regulation 24A of SEBI (LODR) Regulations, 2015 is available on the website of the Company.

28. INTERNAL AUDITORS

The Board had appointed Nandola & Co, Chartered Accountants as the Internal Auditors for the Financial Year 2022-23. The Report of the Internal Auditors Report were placed before the Audit Committee and Board of Directors for their review and process improvement.

29. REPORT ON FRAUD U/S 143(12) OF THE COMPANIES ACT, 2013

None of the Auditors of the Company during the performance of their duties reported that there is any fraud that have been identified or detected or any offence of fraud committed by the Company or its officers or employees as per Section 143(12) of the Companies Act, 2013 for the financial year ended 31st March, 2023.

30. MAINTENANCE OF COST RECORDS

The maintenance of Cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 is not applicable to the Company as the Company does not fall under any of the categories prescribed under Section 148(1) of Companies Act, 2013.

31. PUBLIC DEPOSIT

During the Financial Year 2022-2023 under review, the Company has neither invited nor accepted any public deposits within the meaning of Section 73 and 74 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014. As such, no specific details prescribed in Rule (8)(1) of the Companies (Accounts) Rules, 2014 (as amended) are acquired to be given or provided.

32. RELATED PARTY TRANSACTIONS

All contracts/arrangements/transactions entered into by the Company during the year under review with Related Parties were on arm's length basis in terms of provisions of the Act. The Company's Policy on dealing with Materiality of Related Party Transactions is available on the website of the Company at https://www.focuslightingandfixtures.com/focus_investor/policies/Policy%20for%20Related%20Party%20Transactions%20updated%20w.e.f%2010.02.2022.pdf. All transactions with related parties were reviewed and approved by the Audit Committee and are in accordance with the Policy on dealing with materiality of Related Party Transactions and the Related Party Framework, formulated and adopted by the Company.

Further, there are no material significant RPT transactions that may have potential conflict with the interests of listed entity at large. The company also obtains suitable approval of the members for the materially significant related party transactions, in line with Regulation 24 of the SEBI (LODR) Regulations, 2015.

The Company in terms of Regulation 23 of the SEBI (LODR) Regulations, 2015 submits within 15 days/ immediately from the date of publication of its Standalone and Consolidated Financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards to the stock exchanges.

In terms of Section 134(3)(h) of the Companies Act, 2013, the details of material contracts/arrangements entered into with Related Parties are provided in Form AOC-2 is attached as an "Annexure VI" to this Report. The details of the transactions with Related Parties are provided in the accompanying financial statements as required under Accounting Standard 18.

In line with the requirement of the Companies Act, 2013 and Regulation 23 of the Listing Regulations, your Company has adopted a Policy on Related Party Transactions which is available at Company's website at: https://www.focuslightingandfixtures.com/focus_investor/policies/Policy%20for%20Related%20Party%20Transactions%20updated%20w.e.f%2010.02.2022.pdf

33. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

34. RISK MANAGEMENT POLICY

The Company has in place a Risk Management Policy to identify, assess, monitor and mitigate various risks to key business objectives, which is uploaded on the website of the Company: https://www.focuslightingandfixtures.com/focus_investor/general_policies/Risk%20Management%20Policy.pdf Major risks identified by the businesses and functions are economic environment and market conditions, political environment, competition, revenue concentration and liquidity aspects, inflation and cost structure, technology obsolescence, legal (Statutory Compliances), project execution, contractual compliance, operational efficiency, hurdles in optimum use of resources, quality assurance, environmental management, loss of key personnel, financial, culture and values, fluctuations in foreign exchange are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company. In the opinion of the Board, none of the above-mentioned risks threaten the existence of the Company.

Pursuant to the Regulation 21 of the SEBI (LODR) Regulation, 2015 with respect to the formation of the Risk Management Committee, the same is not applicable to the Company for the Financial Year ended 31st March, 2023.

35. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed and there were no material departures;
- They 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 of the Company for that period;
- They had taken proper and sufficient care for the 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 fraud and other irregularities;
- They had prepared the annual accounts on a going concern basis;
- They had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the statutory and external consultants and the reviews of the management and the relevant Board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the year under review.

36. DIRECTORS' & OFFICERS' LIABILITY INSURANCE

During the year under review, the Company has voluntarily undertaken Directors and Officers Liability Insurance for all its Directors & Officers as per the requirements of Regulation 25(10) of the SEBI (LODR) Regulations, 2015.

37. CORPORATE SOCIAL RESPONSIBILITY

The Company has constituted a Corporate Social Responsibility (CSR) Committee, as per the provisions of Section 135 of the Companies Act, 2013, vide resolution passed in the meeting of the Board of Directors held on 29th June, 2018.

The Company has adopted and formulated CSR Policy as recommended by CSR Committee in the Meeting of Board of Directors held on 28th June, 2021. It shall be effective from 1st April, 2021 and the same shall be available on the Company's website:

https://www.focuslightingandfixtures.com/focus_investor/general_policies/Corporate%20Social%20Responsibility%20Policy.pdf .

The amended Policy provides for the formulation of an annual action plan by the Committee.

During the Financial Year 2022-23, the CSR Committee met twice. A brief outline of the CSR Policy and a detailed breakup of expenditure carried out on CSR activities have been disclosed in the Corporate Social Responsibility Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 as attached as an "Annexure-C" to this report.

38. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING OUTGO

Information on conservation of energy, technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

A. CONSERVATION OF ENERGY:

The steps taken or impact on conservation of energy and utilizing alternate sources of energy:

The Company is taking due care for using electricity in the offices and factories. The Company ensures that it takes care for optimum utilization of energy.

We also use highly efficient lamp technology with optical technology in our factory to increase the efficiency. All the lights used in our Ahmedabad Factory are LED lights which leads in reduction of energy consumption & reduces air conditioning load. The Company is not using any alternate source of energy.

The capital investment on energy conservation equipment's: No capital investment on energy conservation equipment made during the financial year 2022-2023.

B. TECHNOLOGY ABSORPTION: Nil

In case of Led technology (imported during the last three years reckoned from the beginning of the financial year:

- The details of technologies imported. – Nil
- The year of import – NA
- Whether the technology been fully absorbed. – NA
- If not fully absorbed, areas where absorption has not taken place, and the reasons thereof. – NA

The expenditure incurred on research and development:

Research and Development Charges - Rs. 1.33 Lacs

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows:

The Company has earned foreign exchange on export of goods as follows:

Export Sales – Rs. 1,430.82 Lacs

The Company has expended foreign exchange on import of goods as follows:

Imports of Goods/ Material – Rs 4,108.10 Lacs

39. PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under Section 197 & Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below.

- Ratio of remuneration of each Director to the employees' median remuneration and percentage increase in the median remuneration of each Director, Chief Financial Officer, Chief Executive officer, Company Secretary or Manager in the financial year 2022-23:

| Name of the Director | Remuneration in the Year 2022-23 (Rs. in Lacs) | Percentage increase in remuneration from previous financial year 2021-22 | Ratio |
|-------------------------|--|--|-------|
| Mr. Amit Vinod Sheth | 99.99 | 63.61% | 27.72 |
| Mrs. Deepali Amit Sheth | 42.00 | - | 11.71 |
| Mr. Tarun Udeshi | 27.55 | 31.25% | - |
| Mrs. Drashti Senjaliya | 10.64 | 84.72% | - |

- The percentage increase in the median remuneration of employees in the financial year: 34%

- c) Number of permanent employees on the rolls of the Company as on 31st March, 2023: 182
- d) Average percentile increase already made in the salaries of employees other than managerial personnel in FY 2022-23 and its comparison with the percentile increase in the managerial remuneration and justification thereof:

During the financial year 2022-23, the average annual increase in salaries of employees other than the managerial personnel was 23.48%, during the financial year 2022-23, average annual increase in the managerial remuneration was 37.53%, there are no exceptional circumstances for the increase in the managerial remuneration during the financial year 2022-23. There are addition in the number of managerial personnel and the remuneration is in line with the market trends in the respective Industry. Considering the enlargement of roles and responsibilities handled by Directors, it was essential to provide them remuneration in lines to the scope of work performed by them.

- e) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy of the Company.
- f) There is no employee covered under the provisions of section 197(14) of the Act.

The following are the employee in the Company who drew remuneration in excess of Rs. 8,50,000/ - per month or Rs. 1,02,00,000/ - per annum during the period under review. Hence, the disclosure as per Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014 is as follows:

| Sr No | Name of the employees | Designation | Remuneration received | Nature of employment, whether contractual or otherwise | Qualifications and experience of the employee | Date of commencement of employment | Age of employee | Last employment held by employee before joining the Company | Percentage of equity shares held by the employee | Whether such employee is a relative of any Director/ Manager of the Company, if so, Name of such Director or Manager |
|-------|-----------------------|--------------------|-----------------------|--|---|------------------------------------|-----------------|---|--|--|
| 1 | Santosh Prasad | Country Sales Head | 1,27,78,739 | Permanent | Mechanical Engineer and has experience of 24 years in the field of Lighting Industry. | 12-05-2011 | 48 | Asian Retail Lighting Limited | 0.095% | No |

40. MATERIAL CHANGES AND COMMITMENTS.

➤ Incorporation of New Subsidiary Company:

The Company has subscribed to 5,100 (Five Thousand One Hundred only) Equity shares, of Rs. 10/- (Rupees Ten only) each, aggregating Rs. 51,000/- (Rupees Fifty-One Thousand only) to the Memorandum of Association of Company in the Company incorporated as a subsidiary of the Company at Registrar of Companies, Mumbai in the name and style of **“Xandos Lighting and Fixtures Private Limited”** on 9th June, 2022.

➤ Increase in the Authorised Share Capital resulting in Alteration of Memorandum of Association:

Due to expansion in the business activities and operations, the Board in its meeting held on 11th August, 2022 had accorded its consent to the Members of the Company for increasing the Autho-

rised Share Capital from Rs. 12,00,00,000/- (Rupees twelve Crore Only) to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) for additional increased in the requirements of the funds to the Company which was approved by the members in the 17th Annual General Meeting resulting into the Alteration of Memorandum of Association.

➤ **Alteration in the Article of Association:**

The Company through postal ballot dated 17th March, 2023 has altered the Article of Association of the Company to keep certain provisions in line with the provisions of the Companies Act, 2013 and also keeping the clause in line with the investment agreement dated 7th October, 2022 executed between the Company, Mr. Rajendra Suganchand Shah, Mr. Rishi Rajendra Shah and Mr. Amit Vinod Sheth.

➤ **Cessation of Wholly Owned Subsidiary:**

During the year under review, Focus Lighting Corp in Delaware, USA, ceased to be the Wholly Owned Subsidiary of the Company due to dissolution with effect from 30th March, 2023.

➤ **Sub-Division/ Split of equity shares:**

After the closure of the financial year ended on 31st March, 2023, the Board in its meeting held on 24th July, 2023 has approved the Sub-division/ Split of equity shares from face value of Rs. 10/- to Rs. 2/- each, subject to the approval of the shareholders in the ensuring Annual General Meeting for the financial year 2022-23.

41. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

In accordance with the applicable provisions of Companies Act, 2013 (hereinafter referred to as “the Act”) read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as the “IEPF Rules”), the details on the statement of the unclaimed and unpaid Interim Dividends which was declared in the financial year 2018-19 was intimated to the IEPF Authority through Form IEPF-2 for all the financial year as applicable.

42. OTHER DISCLOSURES GENERAL

Your directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

- a. Issue of equity shares with differential rights as to dividend, voting or otherwise;
- b. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year.
- c. The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.
- d. There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2022-23 and the date of this report.
- e. The Managing Director of the Company has not received any remuneration or commission from any of the subsidiary companies.
- f. The Company has not issued any sweat equity shares to its directors or employees; and
- g. The Company securities were not suspended during the financial year.

43. ACKNOWLEDGEMENT

Your Directors would like to place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year. The Board conveys its appreciation for its customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and government authorities for their continued support.

**For and on behalf of the Board of Directors,
Focus Lighting and Fixtures Limited**

Date: 24th July, 2023

Place: Mumbai

**Sd/-
Amit Vinod Sheth
Managing Director
DIN:01468052**

**Sd/-
Deepali Amit Sheth
Director
DIN: 01141083**

COMPLIANCE CERTIFICATE

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,

The Members,

Focus Lighting and Fixtures Limited
1007-1010, Corporate Avenue, Wing A,
Sonawala Road, Near Udyog Bhawan,
Goregaon (East), Mumbai – 400063.

I, Chirag Rathod, Proprietor, Rathod & Co., Practicing Company Secretary, have been appointed as the Secretarial Auditor by the Board of Directors of Focus Lighting and Fixtures Limited (hereinafter referred to as 'the Company'), having CIN L31500MH2005PLC155278 and having its registered office situated at 1007-1010, Corporate Avenue, Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai - 400063 vide a resolution passed at its meeting held on 03rd May, 2023. This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year ended 31st March, 2023.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented Focus Lighting and Fixture Limited Employee Stock Option Plan 2019 (FLFL ESOP 2019), viz Employee Stock Option Scheme in accordance with the Regulations and the Special Resolution(s) passed by the members through Postal Ballot on 28th December 2019.

For the purpose of verifying the compliance of the Regulations, I have examined the following:

1. Scheme(s) received from/furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders resolutions passed at the Annual General Meeting/through Postal Ballot;
5. Shareholders resolution passed at Annual General Meeting/through Postal Ballot w.r.t variation in the scheme (if any);
6. Shareholders resolution passed at Annual General Meeting/through Postal Ballot w.r.t approval for implementing the scheme(s) through a trust(s);
7. Minutes of the meetings of the Nomination and Remuneration Committee;
8. Trust Deed;
9. Details of trades in the securities of the company executed by the trust through which the scheme is implemented;

10. Relevant Accounting Standards as prescribed by the Central Government;
11. Detailed terms and conditions of the scheme as approved by Nomination & Remuneration Committee;
12. Bank Statements towards Application money received under the scheme(s);
13. Valuation Report;
14. Exercise Price / Pricing formula;
15. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations;
16. Disclosure by the Board of Directors;
17. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;
18. Other relevant document/ filing/ records/ information as sought and made available to us and the explanations provided by the Company.

Certification:

In my opinion and to the best of my knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the Company has implemented the Focus Lighting and Fixture Limited Employee Stock Option Plan 2019 (FLFL ESOP 2019), viz Employee Stock Option Scheme in accordance with the applicable provisions of the Regulations and Resolution(s) passed by the Company.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

**For Rathod & Co.
Practicing Company Secretaries**

Sd/-

Chirag Vinodbhai Rathod

Membership No. 54460

C.O.P. No. 20186

Peer Review Certificate No.: 1762/2022

Date: 18th July, 2023

Place: Anand

UDIN: A054460E000630134

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS

ANNEXURE A TO THE BOARD'S REPORT

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration Committee (NRC) has recommended a Policy which, inter-alia, deals with the manner of selection of Executive/Non-Executive Directors and Senior Management Persons (SMPs) and their remuneration. The said Policy has been adopted by the Board and is outlined as below:

1. APPLICABILITY:

- (i) This Remuneration Policy shall apply to all existing and future employment agreements with KMPs & SMPs and also with the Directors.
- (ii) In all respects, the Remuneration Policy shall be subject to overall guidance of the Board of Directors. Any departure from the policy shall be approved by the Board.

2. OBJECTIVES:

This policy for Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company is formulated with the following broad objectives:

- i. Ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- ii. Motivate KMP and other employees and to stimulate excellence in their performance;
- iii. Remuneration is linked to performance;
- iv. Ensuring that the remuneration to Directors, KMP and other employees involves a balance between components of fixed & variable pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.
- v. Retain, motivate, and promote talent and to ensure long term sustainability of talented employees.
- vi. The criteria for determining qualifications, positive attributes and independence of a Director.

3. APPOINTMENT CRITERIA LAID DOWN BY NOMINATION & REMUNERATION POLICY FOR:

a. Managing Director & Whole-Time Director:

The Managing Director & Whole-Time Director shall be appointment on the basis of their qualification, expertise and experience in the Business of FLFL. The term of the appointment or re-appointment of Managing Director & Whole-Time Director shall be for the period of five years. FLFL shall not appoint or continue the employment of any person as Managing Director or Whole-Time Director who has attained the age of seventy-five years, provided that the term of such person may be extended by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy-five years.

b. Non-Executive Directors & Independent Directors:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of 5 years, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during

the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. The appointment of the Independent Directors shall be in accordance with Schedule IV to the Companies Act, 2013.

c. Key Managerial Personnel (KMP):

A person to be appointed as a KMP should possess adequate qualification, knowledge and expertise. The Committee has discretion to decide whether qualification, knowledge and expertise possessed by a person is sufficient/ satisfactory for the concerned position.

d. Senior Management & other employees:

The person at the level of Senior Management and other employees shall be appointed as per the policy formulated by Human Resource Department.

4. REMUNERATION:

a. Managing Director & Whole-Time Director:

The remuneration/compensation/commission, etc. to the Managing Director, Whole-time Director will be determined by the Committee and recommended to the Board for approval. The remuneration/compensation/commission, etc. to the Directors shall be subject to the prior approval of the shareholders of the Company and Central Government, wherever required.

The remuneration and commission to be paid to the Managing Director/Whole-time Director/Executive Director shall be in accordance with the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the Schedule V and other applicable rules made thereunder.

Revision to the existing remuneration/compensation structure may be recommended by the Committee to the Board subject to approval of the Shareholders, when necessary, in the case of Managing Director/Whole-time Director/Executive Director and would be based on the individual's performance as well as the Company's overall performance.

In addition to fixed remuneration, the Company may implement a system of performance linked incentives designed to create a strong relationship between performance and remuneration.

If any Managing Director/Whole-time Director/Executive Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

Where any insurance is taken by the Company on behalf of its Managing Director/Whole-time Director/Executive Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty of negligence, default, misfeasance, breach of duty or breach of trust, the premium paid on such insurance shall be treated as part of the remuneration.

b. Non-Executive Directors & Independent Directors:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. The Independent/Non-Executive Director shall be entitled to reimbursement of expenses for participation in the Board and other meeting.

However, in the case of Non-Executive Director, Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

An Independent Director shall not be entitled to any stock option of the Company.

c. Key Managerial Personnel (KMP), Senior Management & other employees:

The KMP, Senior Management and other employees of the Company shall be paid remuneration as per the policies implemented by the Company from time to time.

5. PERFORMANCE EVALUATION:

The Committee shall evaluate performance of every Director, KMP and Senior Management Personnel at regular period of one year.

6. LOAN TO SENIOR MANAGEMENT (OTHER THAN MANAGING DIRECTOR AND WHOLE TIME DIRECTOR) AND OTHER EMPLOYEES OF THE COMPANY:

The loan may be given to the above concerned for the purposes such as Marriage, Education, Housing Loan or such other purposes, in accordance with the policies implemented by the Company from time to time.

7. POLICY REVIEW:

The Nomination & Remuneration Committee is responsible for monitoring, implementation and review of this policy. The Nomination & Remuneration Committee shall provide recommendations as and when it deems necessary to the Board as to how to effectively structure and make recommendation as and when required to facilitate a remuneration strategy, which will meet the needs of the Company.

In case of any subsequent changes in the provisions of Companies Act, 2013 & the rules made thereunder or other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the amended provisions or regulations would prevail over the policy and such policy would be modified in due course to make it consistent with the law. Such policy shall be reviewed and recommended by the Nomination & Remuneration Committee to the Board of Directors for approval.

8. DISSEMINATION:

The details of the policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of the Board's Report therein and NRC Policy shall also be placed at the website of the Company:

https://www.focuslightingandfixtures.com/focus_investor/policies/Remuneration%20Policy.pdf

CORPORATE GOVERNANCE REPORT

ANNEXURE B TO THE BOARD'S REPORT
CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company believes that sound Corporate Governance is a key element for enhancing and retaining the trust of Customers, Investors and various other Stakeholders. As a responsible corporate citizen your Company has evolved best practices which are structured to institutionalize policies and procedures that enhance the efficacy of the Board and inculcate a culture of Accountability, transparency and Integrity across the FLFL group as a whole. The Company has always adopted a robust governance framework which played a critical role in ensuring that we remain true to our culture and values. The highest standard of corporate governance is the base of our continued success in both the business and stakeholder relationships. It reflects in our business functions and in the manner with which we support the journey of our stakeholders

In addition, the Company has adopted a Code of Conduct for its Board of Directors and Senior Management that suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("the Act").

The Company not only adheres to the prescribed Corporate Governance practices as per the SEBI (LODR) Regulations, 2015 but is also committed to sound Corporate Governance principle and practices. This report is prepared in accordance with the provisions of the SEBI(LODR) Regulations, 2015 (Listing Regulations) and the report contains the details of Corporate Governance systems and processes at Focus Lighting and Fixtures Limited (FLFL).

2. BOARD OF DIRECTORS

An active, informed and independent Board is a prerequisite for strong and effective corporate governance. The Board ensures that the Company has clear goals aligned to shareholder value and growth. Board of Directors comprises an optimum combination of Executive Directors and Non- Executive Independent Directors.

A. COMPOSITION AND CATEGORIES OF BOARD OF DIRECTORS

The Board of your Company has an optimum combination of Executive and Non-Executive Directors in compliance with the requirements of SEBI (LODR) Regulations, 2015, and the Companies Act, 2013 as amended from time to time. As on 31st March, 2023, your Board comprise of six Directors comprising of two Executive Directors considering of Managing Director and Woman Director, three Non-Executive Independent Directors and One Non-Executive Non-Independent Director.

None of the Directors on the Board is a member of more than 10 Committees and Chairperson of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee as per Regulation 26(1) of the SEBI (LODR) Regulations, 2015) across all the public companies in which he/she is a Director. None of the Directors hold office in more than 10 public limited companies as prescribed under Section 165(1) of the Act. No Director holds directorships in more than 7 listed companies. None of the Non-Executive Director is an Independent Director in more than 7 listed companies as required under the SEBI (LODR) Regulations, 2015. All Directors are also in compliance with the limit on Independent Directorships of Listed Companies as prescribed under regulation 17A of the Listing Regulations. The Composition of Board is in conformity with SEBI Listing Regulations and applicable provisions of Companies Act, 2013. The Board periodically evaluates the need for change in its composition and size.

The Composition and categories of Board of Directors and number of Directorship and Committee positions (as member or Chairperson) held by them as on 31st March, 2023:

| Name of Directors (Including DIN) | Category | No. of Directorships held excluding our Company | | *No. of Committee positions held including Focus Lighting and Fixtures Limited | |
|---|--|---|---------|--|----------------------|
| | | Public | Private | Member | Chairman/Chairperson |
| Mr. Amit Vinod Sheth (DIN: 01468052) | Promoter & Managing Director | 0 | 4 | 1 | 0 |
| Mrs. Deepali Amit Sheth (DIN: 01141083) | Executive Director | 0 | 2 | 1 | 0 |
| Mr. Chetan Navinchandra Shah (DIN: 08038633) | Non-Executive & Independent Director | 1 | 0 | 3 | 1 |
| Mr. Mahesh Karsandas Rachh (DIN: 00458665) | Non-Executive & Independent Director | 0 | 1 | 2 | 2 |
| Mr. Sanjay Surajmal Gaggar (DIN: 03083767) | Non-Executive & Independent Director | 0 | 1 | 1 | 0 |
| Ms. Khushi Amit Sheth (DIN: 09351537) | Non-Executive & Non-Independent Director | 0 | 0 | 0 | 0 |
| **Anil Santosh Verma (DIN: 08580680) | Non-Executive & Non-Independent Director | 1 | 0 | 3 | 2 |

**Pertains to memberships/chairpersonships of the Audit Committee and Stakeholders' Relationship Committee in other Indian public companies as per Regulation 26(1)(b) of the SEBI Listing Regulations, 2015.*

***Anil Santosh Verma resigned w.e.f. 11/08/2022*

B. The details of attendance of Directors at the Board Meetings held during the Financial Year 2022-23 and at the Last Annual General Meeting are as under:

| Name of Director | No. of Board Meetings held during the tenure | | Attended 17 th AGM (Yes/No) |
|------------------------------|--|----------|---|
| | Held and Eligible to attend | Attended | |
| Mr. Amit Vinod Sheth | 8 | 8 | Yes |
| Mrs. Deepali Amit Sheth | 8 | 6 | Yes |
| Mr. Mahesh Karsandas Rachh | 8 | 7 | Yes |
| Mr. Chetan Navinchandra Shah | 8 | 8 | Yes |
| *Mr. Sanjay Surajmal Gaggar | 6 | 6 | No |
| ** Anil Santosh Verma | 2 | 2 | NA |
| Ms. Khushi Amit Sheth | 8 | 6 | Yes |

**Mr. Sanjay Gaggar has been appointed as an Independent Director on the Board w.e.f.11/08/2022.*

*** Mr. Anil Verma has resigned from the post of Additional, Independent Director w.e.f.11/08/2022.*

The Seventeen (17th) Annual General Meeting of the Company for the Financial Year 2021-22 was held on 24th September, 2022. All the Directors of the Company on the date of AGM were present except Mr. Sanjay Surajmal Gaggar.

C. Names of the listed entities where Director of the Company is holding Directorship as on 31st March, 2023:

| Name of Director | Name of Listed entity | Category of Directorship |
|------------------------------|--------------------------|--------------------------|
| Mr. Chetan Navinchandra Shah | Vishnu Chemicals Limited | Independent Director |

Based on intimations/disclosures received from the Directors periodically, none of the Directors of the Company hold memberships/ Chairmanships more than the prescribed limits.

Confirmation and Certification

On the Annual basis, the Company obtains from each of its Director, the details of the Directorship held by them including Chairmanship/Membership in any other Committees which he/she occupies in other Companies, and changes if any thereafter. The Company has obtained a certificate from Rathod & Co., Practicing Company Secretary, under Regulation 34(3) and Schedule V Para C Clause (10) (i) of SEBI Listing Regulations confirming none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by the SEBI and MCA or any such authority and the same forms part of this Report.

Note:

For updates on the composition, terms and conditions of appointment of the Directors of the Company, please refer to Policy on Appointment of Directors at the link on website of the Company i.e., https://www.focuslightingandfixtures.com/focus_investor/policies/Policy%20on%20Appointment%20of%20Directors.pdf

D. Board Meetings of the Company held during the Financial Year 2022-23:

During the Financial Year 2022-2023, the Board of Directors of the Company met Seven times i.e. on 18th May, 2022; 11th August, 2022; 1st September, 2022; 7th October, 2022; 21st October, 2022; 12th January, 2023, 13th February, 2023 and 27th March, 2023. The intervening gap between two board meetings did not exceed 120 days.

E. Disclosure of Relationships between Directors inter-se:

Except those mentioned below, none of the Directors of your Company are inter-se related to each other:

- a) Mr. Amit Vinod Sheth and Mrs. Deepali Amit Sheth are related to each other as a Husband and Wife.
- b) Mr. Amit Vinod Sheth and Ms. Khushi Amit Sheth are related to each other as a Father and Daughter.
- c) Mrs. Deepali Amit Sheth and Ms. Khushi Amit Sheth are related to each other as Mother and Daughter.

F. Number of Shares and Convertible instruments held by Non-Executive Directors:

None of the Non-executive Directors of the Company holds any Shares or Convertible instruments of the Company. Hence, the same is not applicable during the year under review.

G. Induction and Familiarization program for Board Members

A formal letter of appointment together with the Induction kit is provided to the Independent Directors, at the time of their appointment, setting out their role, functions, duties and responsibilities. The Directors are familiarized with your Company's business and operations and interactions are held between the Directors and Senior Management of your Company. Directors are familiarized with the organizational set-up, functioning of various departments, internal control processes, update on recent changes in the regulatory framework and relevant information pertaining to Strategy, Operations and functions of the Company.

The details of familiarization programs are posted on the website of the Company viz. https://www.focuslightingandfixtures.com/focus_investor/policies/Familiarisation%20Programme%20for%20In-

Meeting of Independent Directors

The separate meeting of Independent Directors of the Company as per the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, was held on 13th February, 2023, without the attendance of Non-Independent Directors and the members of the management. All the Independent Directors were present at the meeting. Independent Directors have shared their views on Non-Independent Directors and Board as whole and performance of Chairman of the Company including assessment of quality, quantity and timeliness of flow of information between Company, management and Board amongst themselves.

H. Core Skills / Expertise / Competencies available with the Board:

The Board comprises of qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees.

The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- Leadership / Operational experience
- Strategic Planning
- Industry Experience, Research & Development and Innovation
- Global Business
- Financial, Regulatory / Legal & Risk Management
- Corporate Governance

The table below highlights the Core Areas of Expertise/Skills/Competencies of the Board members. However, absence of mention of a skill/expertise/competency against a member's name does not indicate that the member does not possess that competency or skill.

| Core Areas of Expertise / Skills/ Competencies | NAME OF DIRECTORS | | | | | |
|--|-------------------|--------------------|----------------------------|-----------------|-------------------|------------------|
| | Mr. Amit Sheth | Mrs. Deepali Sheth | Mr. Mahesh Karsandas Rachh | Mr. Chetan Shah | Mr. Sanjay Gaggar | Ms. Khushi Sheth |
| Leadership / Operational experience | ✓ | ✓ | ✓ | ✓ | ✓ | - |
| Strategic Planning | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Industry Experience, Research & Development and Innovation | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Global Business | ✓ | - | ✓ | ✓ | - | - |
| Financial, Regulatory / Legal & Risk Management | ✓ | ✓ | ✓ | ✓ | ✓ | - |
| Corporate Governance | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

I. Confirmation that Independent Directors satisfy the criteria of Independence:

The Company has received a declaration from the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149 of the Act read with Regulation 16(1) (b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, all the Independent Directors fulfil the criteria of Independence as defined under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment

and Qualification of Directors) Rules 2014, Regulation 16(1)(b) of the SEBI Listing Regulations and are independent of the management of the Company.

Further, the Independent Directors have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ("IICA").

J. Detailed reasons for the resignation of an independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided:

Mr. Anil Verma, resigned as an Additional, Independent Director of the Company w.e.f. 11.08.2022 on account of personal reason and other professional commitments. The copy of his resignation letter confirming the reason of resignation has been duly filed with the stock exchange. His resignation letter clearly confirms that there are no other material reasons for his resignation.

K. Board Procedure:

The annual calendar of meetings is broadly determined at the beginning of each year. The Board meets at least once in each quarter to review financial performance and to discuss on operations of business. Apart from above, additional meetings are convened to address to specific needs of the Company. In case of urgent business exigencies some resolutions are also passed by circulation, as permitted by law, which is confirmed in the subsequent Board Meeting.

There is a structured manner in which the agenda items are prepared and presented. The Company Secretary in consultation with the Chairman and the Managing Director prepares the detailed agenda for the meetings. All the agenda items are backed by comprehensive agenda notes and relevant supporting papers containing all the vital information, so as to enable the Directors to have focused discussion at the meeting and take informed decisions. The agenda and agenda notes are circulated to all the Directors well in advance, usually a week before the Meeting. In special and exceptional circumstances, additional or supplementary agenda items are taken-up for discussion with the permission of the Chairman. The members of the Board or Committees are free to suggest any item to be included in the agenda, in addition to exercising their right to bring up matters for discussion at the meeting with permission of the Chairman.

The Chief Financial Officer and other Senior Management Personnel are invited to the Board/Committee Meetings to apprise and update the members on the items being discussed at the meeting. The Board periodically reviews the compliance status of all the applicable laws and is regularly updated on various legal and regulatory developments involving the Company. The Members of the Board have complete freedom to express their opinion and have unfettered and complete access to information in the Company. All the decisions are taken after detailed deliberations by the Board Members at the meetings. The draft minutes of each Board/Committee meetings are circulated to all Directors for their comments within 15 days of the meeting. The Company Secretary, after incorporating comments, received if any, from the Directors, records the minutes of each Board/Committee meeting within 30 days from conclusion of the meeting. The important decisions taken at the Board/Committee meetings are communicated to the concerned departments promptly.

Appointment/Re-appointment of Directors

As required under Regulation 36(3) of the Listing Regulations and Secretarial Standards II on General Meetings issued by the Institute of Company Secretaries of India, particulars of Directors seeking appointment/re-appointment at this AGM are given in the Notice of the AGM which forms part of this Annual Report.

Performance Evaluation of Board, Committees of Board:

In terms of the requirement of the Companies Act, 2013 and the SEBI Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees.

The Company has a structured assessment process for evaluation of performance of the Board, Committees of the Board and individual performance of each Director including the Chairman.

Board of Directors:

The parameters of the performance evaluation process for the Board, inter alia, considers work done by the Board around long-term strategy, rating the composition & mix of Board members, discharging its governance & fiduciary duties, handling critical and dissenting suggestions, etc. The parameters of the performance evaluation process for Directors includes, effective participation in meetings of the Board, domain knowledge, vision, strategy, attendance of Director(s), etc. Independent Directors were evaluated by the entire Board with respect to fulfilment of independence criteria as specified in the Listing Regulations and their Independence from the Management.

Criteria for Performance Evaluation of Independent Directors:

The key evaluation criteria for performance evaluation of Independent Directors of the Company are given below:

- Participation and contribution by a Director;
- Effective deployment of knowledge and expertise;
- Independence of behaviour and judgment.
- Maintenance of confidentiality of critical issue
- Fulfils the independence criteria as specified in the Companies Act, 2013 and Listing Regulations and their independence from the management.
- Development and monitoring of leadership teams, Compliance focus and insistence on ethical business practices.
- Assistance in implementing best governance practices and monitors the same
- Exercises independent judgement in the best interest of Company

3. COMMITTEES OF THE BOARD

The Board Committees play a vital role in improving Board effectiveness in areas where more focused and extensive discussions are required. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board, as a part of good governance practice. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meeting of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate. The Board Committees include the following statutory and non-statutory Committees: Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

The role and composition of the aforesaid Committees, including the number of meetings held and the related attendance of the members are given below:

A. Audit Committee

The Board of Directors has constituted an Audit Committee of Directors in line with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act 2013 and empowered the Committee to deal with all such matters which it may consider appropriate to perform as Audit Committee including items specified in Section 177 (4) of the Companies Act, 2013 (as may be modified/amended from time to time), items specified in Part C of Schedule II in SEBI (LODR), Regulations 2015 under the head role of Audit Committee (as may be modified/amended from time to time) and such matters as may be assigned from time to time by the Board of Directors. The Chairman of the Audit Committee is an Independent Director of the Company.

Terms of reference of the Audit Committee:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

- a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval.
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
 8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
 9. Scrutiny of inter-corporate loans and investments.
 10. Valuation of undertakings or assets of the Company, wherever it is necessary.
 11. Evaluation of internal financial controls and risk management systems.
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 14. Discussion with internal auditors on any significant findings and follow up there on.
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 18. To review the functioning of the Whistle Blower mechanism, in case the same exists.
 19. Approval of appointment of CFO or any other person heading the finance function or discharging that function after assessing the qualifications, experience & background, etc. of the candidate.
 20. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.
 21. To implement Ind AS (Indian Accounting Standards) as and when it becomes applicable to the Company.
 22. To review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
 23. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, de-merger, amalgamation etc., on the listed entity and its shareholders.

The audit committee shall mandatorily review the following information:

- (1) Management discussion and analysis of financial condition and results of operations;
- (2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;

- (3) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- (4) Internal audit reports relating to internal control weaknesses; and
- (5) The appointment, removal and terms of remuneration of the chief internal auditor
- (6) Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Composition, Meetings and Attendance:

The composition of the Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Chief Financial Officer of the Company is the permanent invitee to the Audit Committee Meetings. Representatives of the Statutory Auditors of the Company are also invited to the Audit Committee Meetings. The Company Secretary acts as a secretary to the Committee.

The Composition of Audit Committee for the Financial Year 2022-23 is as under:

| Name of Members | Designation | Category |
|------------------------------|-------------|--------------------------------------|
| Mr. Mahesh Karsandas Rachh | Chairman | Non-Executive & Independent Director |
| Mr. Chetan Navinchandra Shah | Member | Non-Executive & Independent Director |
| Mr. Amit Vinod Sheth | Member | Managing Director |
| *Mr. Anil Santosh Verma | Member | Non-Executive & Independent Director |
| **Mr. Sanjay Surajmal Gaggar | Member | Non-Executive & Independent Director |

**Mr. Anil Santosh Verma resigned from the post of Additional, Independent Director w.e.f 11th August, 2022.*

*** Mr. Sanjay Surajmal Gaggar was appointed as an Independent Director w.e.f. 11th August, 2022.*

The members of the Audit Committee during the Financial Year 2022-23 met 4 (four) times which was held on 18th May, 2022, 11th August, 2022, 21st October, 2022 and 13th February, 2023. The attendance for the same are as follows:

| Name of Members | Designation | No. of Meetings held during the tenure and eligible to attend. | No. of Meetings attended |
|------------------------------|-------------|--|--------------------------|
| Mr. Mahesh Karsandas Rachh | Chairman | 4 | 4 |
| Mr. Chetan Navinchandra Shah | Member | 4 | 4 |
| Mr. Amit Vinod Sheth | Member | 4 | 4 |
| *Mr. Anil Santosh Verma | Member | 2 | 2 |
| **Mr. Sanjay Surajmal Gaggar | Member | 2 | 2 |

**Mr. Anil Santosh Verma resigned from the post of Additional, Independent Director w.e.f 11th August, 2022.*

*** Mr. Sanjay Surajmal Gaggar was appointed as an Independent Director w.e.f. 11th August, 2022.*

The Chairman of the Audit Committee was present in last Annual General Meeting to answer the queries to the shareholders. All members of the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls. All the recommendations made by the Audit Committee were accepted by the Board. The Company Secretary acts as a secretary to the Committee.

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 SEBI Listing Regulations. The purpose of the Nomination and Remuneration Committee is to assist the Board in ensuring that the Board and Committee retain an appropriate structure, size and balance of skills to support the strategic objectives and values of the Company. The Committee assists the Board in meeting its responsibilities regarding the determination, implementation and oversight of senior management remuneration arrangements to enable the recruitment, motivation and retention of senior management.

The policy, required to be formulated by the Nomination and Remuneration Committee, under Section 178(3) of the Companies Act, 2013 is uploaded on the Company's website https://www.focuslightingandfixtures.com/focus_investor/policies/Policy%20on%20Appointment%20of%20Directors.pdf

Role of Nomination and Remuneration Committee are:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of Board of Directors.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

Composition, Meetings and Attendance

The composition of the Committee meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. As on 31st March, 2022 Committee comprises of three Non-Executive Directors, majority of whom including the Chairperson are Independent Directors. The Company Secretary acts as a secretary to the Committee.

The Composition of Nomination and Remuneration Committee for the Financial Year 2022-23 is as under:

| Name of Members | Designation | Category |
|------------------------------|-------------|--------------------------------------|
| Mr. Chetan Navinchandra Shah | Chairman | Non-Executive & Independent Director |
| Mr. Mahesh Karsandas Rachh | Member | Non-Executive & Independent Director |
| *Mr. Anil Santosh Verma | Member | Non-Executive & Independent Director |
| **Mr. Sanjay Surajmal Gaggar | Member | Non-Executive & Independent Director |

**Mr. Anil Santosh Verma resigned from the post of Additional, Independent Director w.e.f 11th August, 2022.*

*** Mr. Sanjay Surajmal Gaggar was appointed as an Independent Director w.e.f. 11th August, 2022.*

The members of the Nomination and Remuneration Committee during the Financial Year 2022-23 met 5 (five) times which was held on 18th May, 2022, 17th June, 2022, 11th August, 2022, 13th February, 2023 and 27th March, 2023. The attendance for the same are as follows:

| Name of Members | Designation | No. of Meetings held during the tenure and eligible to attend. | No. of Meetings attended |
|------------------------------|-------------|--|--------------------------|
| Mr. Chetan Navinchandra Shah | Chairman | 5 | 5 |
| Mr. Mahesh Karsandas Rachh | Member | 5 | 5 |
| *Mr. Anil Santosh Verma | Member | 3 | 3 |
| **Mr. Sanjay Surajmal Gaggar | Member | 2 | 2 |

**Mr. Anil Santosh Verma resigned from the post of Additional, Independent Director w.e.f 11th August, 2022.*

*** Mr. Sanjay Surajmal Gaggar was appointed as an Independent Director w.e.f. 11th August, 2022.*

The Chairman of the Nomination and Remuneration Committee was present in last Annual General Meeting to answer the queries to the shareholders.

Remuneration Policy

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy on remuneration of Directors and Senior Management Employees. The remuneration policy has been disclosed as an **Annexure A** of Board's Report and is available on the Company's Website: https://www.focuslightingandfixtures.com/focus_investor/policies/Remuneration%20Policy.pdf

C. Stakeholders' Relationship Committee

The Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations. The object of establishing Stakeholders Relationship Committee is to assist the Board in understanding and addressing the needs of various stakeholders in a time bound manner. The Stakeholders Relationship Committee considers various aspect of interest of the shareholders and other stakeholders.

Role of the Stakeholders' Relationship Committee:

The role of the committee shall *inter-alia* include the following:

- 1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- 2) Review of measures taken for effective exercise of voting rights by shareholders.
- 3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Composition, Meetings and Attendance:

The composition of Stakeholders' Relationship Committee is conformity with provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. As on 31st March, 2023.

The Composition of Stakeholders' Relationship Committee for the Financial Year 2022-23 is as under:

| Name of Members | Designation | Category |
|------------------------------|-------------|--------------------------------------|
| Mr. Mahesh Karsandas Rachh | Chairman | Non-Executive & Independent Director |
| Mr. Chetan Navinchandra Shah | Member | Non-Executive & Independent Director |
| Mrs. Deepali Amit Sheth | Member | Executive Director |

The members of the Stakeholders' Relationship Committee during the Financial Year 2022-23 met 2 (two) times which was held on 18th May, 2022, and 13th February, 2023. The attendance for the same are as follows:

| Name of Members | Designation | No. of Meetings held during the tenure and eligible to attend. | No. of Meetings attended |
|------------------------------|-------------|--|--------------------------|
| Mr. Mahesh Karsandas Rachh | Chairman | 2 | 2 |
| Mr. Chetan Navinchandra Shah | Member | 2 | 2 |
| Mrs. Deepali Amit Sheth | Member | 2 | 2 |

The Chairman of the Stakeholders Relationship committee was present in last Annual General Meeting to answer the queries to the shareholders.

| Complaints pending at the beginning of the year i.e., 1 st April, 2022 | Complaints received during the year 2022-23 | Complaints disposed/ solved during the year 2022-23 | Complaints pending at the end of the year i.e., 31 st March, 2023 |
|---|---|---|--|
| 0 | 0 | 0 | 0 |

Name, Designation and Address of Compliance Officer

Mrs. Drashti Senjaliya is a Company Secretary & Compliance officer of the Company in order to comply with the requirements of Securities Laws and SEBI Listing Agreement with Stock Exchange.

The Compliance Officer can be contacted at:

Focus Lighting and Fixtures Limited
 1007-1010, Corporate Avenue Wing A,
 Sonawala Road, Near Udyog Bhawan,
 Goregaon (East), Mumbai - 400063
Tel: +91 22 2686 5671
Fax: +91 22 2686 5676
Email: cs@pluslighttech.com
Website: www.pluslighttech.com

D. Corporate Social Responsibility Committee

The Company has constituted a Corporate Social Responsibility (CSR) Committee, as per the provisions of Section 135 of the Companies Act, 2013, vide resolution passed in the meeting of the Board of Directors held on June 29, 2018. This Committee of the Board is constituted to actively initiate projects and/ or participate in projects to improve the life of people, to provide enhancing environmental and natural capital, promoting education including skill development providing preventive healthcare, animal welfare, Eradicating hunger, poverty, malnutrition, in rural and urban India and such other activities for the well-being of the society.

The term of reference of CSR Committee includes:

- Formulate and recommend to the Board CSR policy and an Annual Action Plan, inter-alia in compliance with section 135 of the Companies Act, 2013 read with rules 5(2) of Companies (CSR) Amendment Rules, 2021 and schedule VII thereof and the Companies (Corporate Social Responsibility Policy) Rules, 2014 and any other applicable provisions, as prescribed and amended from time to time.
- Identify and recommend to the Board, from time to time, the activities/ projects in line with such CSR policy, implementation, mode of utilisation of funds and monitoring process of CSR activities.
- Recommend to the Board an amount of expenditure to be incurred on the activities as per CSR Policy and Annual Action Plan for an ongoing project, if any.
- Put and institute the transparent monitoring mechanism to review the implementation status of each activities/ project.
- Recommend to the Board, modifications to the CSR policy as and when required.
- Formulate a CSR Management Committee, if required to monitor the approved CSR activities, spending thereon from time to time with a robust and transparent governance structure to oversee the implementation of CSR Policy.
- Monitor the compliance of Corporate Social Responsibility Policy from time to time.

Composition, Meetings and Attendance:

The Composition of CSR Committee is conformity with provisions of Section 135 of the Companies Act, 2013 for the Financial Year 2022-23 is as under:

| Name of Member | Designation | Category |
|------------------------------|-------------|--------------------------------------|
| Mr. Amit Vinod Sheth | Chairman | Managing Director |
| Mr. Chetan Navinchandra Shah | Member | Non-Executive & Independent Director |
| Mrs. Deepali Amit Sheth | Member | Executive Director |

The members of the CSR Committee during the Financial Year 2022-23 met 2 (two) times which was held on 18th May, 2022, and 11th August, 2022. The attendance for the same are as follows:

| Name of Members | Designation | No. of Meetings held during the tenure and eligible to attend. | No. of Meetings attended |
|------------------------------|-------------|--|--------------------------|
| Mr. Amit Vinod Sheth | Chairman | 2 | 2 |
| Mr. Chetan Navinchandra Shah | Member | 2 | 2 |
| Mrs. Deepali Amit Sheth | Member | 2 | 2 |

The Chairman of the CSR Committee was present in last Annual General Meeting to answer the queries to the shareholders.

E. SENIOR MANAGEMENT

The Company has list of persons as a Senior Management who has effective leadership and is crucial for the success of the organization, guiding the strategic direction, making critical decisions, and driving organizational performance. The particulars of Senior Management are as follows:

| Sr.No. | Name of Senior Management | Designation |
|--------|---------------------------|---|
| 1 | Mr. Santosh Prasad | National Head - Sales |
| 2 | Mr. Sunil Bakhshi | Business Head – Trix/ L&B |
| 3 | Mr. Paritosh Desai | HOD EXP – IMP |
| 4 | Mr. R Nagendra | Head – International Business Development |
| 6 | Mr. Amit Raj | Country Manager |
| 8 | Mr. Anil Patel | President Operations |
| 9 | Mr. Dharmesh Shah | General Manager |

| | | |
|----|------------------------|-------------------------|
| 10 | Mr. Tarun Udeshi | Chief Financial Officer |
| 11 | Mrs. Drashti Senjaliya | Company Secretary |

4. REMUNERATION OF DIRECTORS

a) Pecuniary relationship or transactions of the Non-Executive Directors:

During the Year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees paid to them for the purpose of attending Meetings of the Company.

b) Criteria of making payments to Non-Executive Directors:

The Board of Directors has devised Remuneration Policy in accordance with Section 178 (3) and (4) of the Companies Act, 2013 which consists criteria of making payments to non-executive directors and other disclosures as per Companies Act, 2013 and SEBI Listing Regulations. Further, Nomination and Remuneration Committee adheres to the terms and conditions of the policy while approving the remuneration payable. The Remuneration Policy is available on our website viz: https://www.focuslightingandfixtures.com/focus_investor/policies/Remuneration%20Policy.pdf

c) Disclosures with respect to remuneration:

Non-Executive Directors

Non-Executive Independent and Non- Independent Directors are entitled to the sitting fees for attending the meetings of the Board and Committee and reimbursement of expenses incurred in performance of their duties as Directors and Members of the Committees.

The remuneration paid to Non-Executive Independent and Non- Independent Directors during the Financial Year 2022-23 is as under:

| Name of Non-Executive Director | Sitting fees paid for FY 2022-2023 (Rs) |
|--------------------------------|---|
| Mr. Mahesh Karsandas Rachh | 65,000 |
| Mr. Chetan Navinchandra Shah | 75,000 |
| Mr. Anil Santosh Verma | 20,000 |
| Mr. Sanjay Surajmal Gaggar | 60,000 |
| Ms. Khushi Amit Sheth | 60,000 |

Executive Directors

The remuneration of the Chairman & Managing Director and Whole-time Director(s) is recommended by the Nomination and Remuneration Committee which is subsequently approved by Board of Directors and Shareholders.

i) **Remuneration to Managing Director and Whole Time Director**

Details of the Managerial Remuneration paid to the Managing Director during Financial Year 2022-23 is as under:

(Rupees)

| Executive Director | Relationship with other Directors | Business Relationship with the Company, if any | Remuneration during 2022-2023 | | | |
|-------------------------|---|--|--|--|--|------------------------------|
| | | | All elements of remuneration package i.e. salary, allowance and other benefits etc | Fixed Component & performance linked incentives, along with performance criteria | Service Contract, notice period, severance fee | Stock Option details, if any |
| Mr. Amit Vinod Sheth | Spouse of Mrs. Deepali Amit Sheth & Father of Ms. Khushi Amit Sheth | Managing Director | 99,99,997 | - | - | - |
| Mrs. Deepali Amit Sheth | Spouse of Mr. Amit Vinod Sheth & Mother of Ms. Khushi Amit Sheth | Executive Director | 42,00,000 | - | - | - |

ii) **Service Contracts, Notice Period, Severance Fees:**

None of the Directors have Service Contracts, apart from resolutions passed towards their appointment as Whole-time Directors/ Managing Director. All the executive directors are required to serve the Notice Period as mandated in the HR Policy of the Company. The terms related to severance fees are also captured in the HR Policy of the Company.

5. **GENERAL BODY MEETINGS**

(i) **Location and time of last three Annual General Meetings and number of special resolutions passed there at:**

| Financial Year | Date & Time | Special Resolutions Passed | Venue |
|----------------|--|---|---|
| 2021-22 | 24 th September, 2022 at 2:00 P.M | <ul style="list-style-type: none"> Approval for Preferential Issuance of Warrants on a Private Placement Basis. To approve the Appointment of Mr. Sanjay Surajmal Gaggar (DIN:03083767) as an Independent Director of the Company. To re-appoint Mr. Chetan Shah (DIN: 08038633) as an Independent Director of the Company. To re-appoint Mr. Mahesh Karsandas Rachh (DIN: 00458665) as an Independent Director of the Company. | 11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic Cinema, Andheri West, Mumbai-400058. |
| 2020-21 | 24 th August, 2021 at 2:00 P.M. | <ul style="list-style-type: none"> To approve the re-appointment and remuneration payable to Mr. Amit Sheth as a Managing director of the company. To increase the overall managerial remuneration of the Directors of the company. | 11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic Cinema, Andheri West, Mumbai-400058. |

| | | | |
|---------|---|---|--|
| 2019-20 | 29 th September, 2020 at 3:00 P.M. | <ul style="list-style-type: none"> Regularisation of Additional Director, Mr. Shailesh Madhav Pethe by appointing him as an Independent Director of the Company. | 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhavan, Goregaon (East), Mumbai – 400063 |
|---------|---|---|--|

(ii) Postal Ballot

The special resolutions passed through Postal Ballot during the financial year 2022-23:

The Company had sought the approval of the shareholders by way of a Special Resolution through Notice of postal ballot dated 14th February, 2023 to approve the increase in the limits for the loans and investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013, to approve for giving loan or guarantee or providing security in connection with loan availed by any of the company's subsidiary(ies) or any other person specified under section 185 of the Companies Act, 2013 and to approve amendment of the Articles of Association of the Company, which was duly passed and the results of which were announced on 18th March, 2023. Mr. Mayank Arora & Co., (FCS No. F10378 CP No.13609), Practicing Company Secretary, was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means (remote e-voting) in a fair and transparent manner.

| Item No. | Description | Type of Resolution | Votes in favour of the Resolution | | Votes against the Resolution | |
|----------|---|--------------------|-----------------------------------|---------|------------------------------|--------|
| | | | Nos. | % | Nos. | % |
| 1 | To Approve the increase in the limits for the loans and investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013 | Special Resolution | 75,10,211 | 99.9767 | 1,750 | 0.0233 |
| 2 | To Approve for giving loan or guarantee or providing security in connection with loan availed by any of the company's subsidiary(ies) or any other person specified under section 185 of the companies Act, 2013. | Special Resolution | 74,420 | 97.7025 | 1,750 | 2.2975 |
| 3 | To Approve alteration in the Articles of Association of the Company. | Special Resolution | 75,10,211 | 99.9767 | 1,750 | 0.0233 |

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

Procedure for Postal Ballot:

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and read with the General Circulars Nos. 14/2020 dated April 8, 2020, 11/2022 dated 28th December, 2022 or any other such circulars as issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 or such other circulars as issued by the Securities and Exchange Board of India ("**SEBI Circular**"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force and pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**")

iii) Extra-ordinary General Meeting:

During the year under review, there was no Extra-Ordinary General meetings held.

6. MEANS OF COMMUNICATION:

| Sr. No | Particulars | Description |
|--------|--|--|
| 1. | Quarterly results | The Un-Audited Quarterly and Audited financial results of the Company, as approved and authenticated by the Board of Directors of the Company within prescribed time from the end of the respective quarter are communicated to exchanges within 30 minutes of the end of the relevant Board Meeting and are uploaded on the websites of the Exchanges |
| 2. | Publication of Quarterly Results: | Quarterly, half-yearly and annual financial results of the Company were published in The Financial Express (English) and Mumbai Lakshadeep (Marathi) newspapers. |
| 3. | Company's Website | The Company's website is in line with the requirements laid down under Regulation 46 of the SEBI Listing Regulations. It is a comprehensive reference of the Company's management, vision, mission, policies, and corporate governance, and corporate sustainability, disclosures to investors and updates. The section on 'Investors' serves to inform the Members by giving complete financial details, annual reports, shareholding patterns, presentation made to institutional investors and analysts, information relating to stock exchange intimations, Company policies, Registrar and Transfer Agent ('RTA'), etc. |
| 4. | Stock Exchange Intimations | The Company makes timely disclosures of necessary information to the National Stock Exchange of India Limited in terms of the SEBI Listing Regulations and other rules and regulations issued by the SEBI. NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings, inter alia, shareholding pattern, Corporate Governance Report, Corporate announcements, amongst others are in accordance with the SEBI Listing Regulations filed electronically. |
| 5. | Presentations made to institutional investors or to the analysts | The Company commenced to conduct from Quarter 3 of financial year 2022-23, earnings calls, presentation and timely disclosures to the Stock Exchange with respect to intimation, audio recording and transcripts as specified under SEBI (LODR), 2015. |

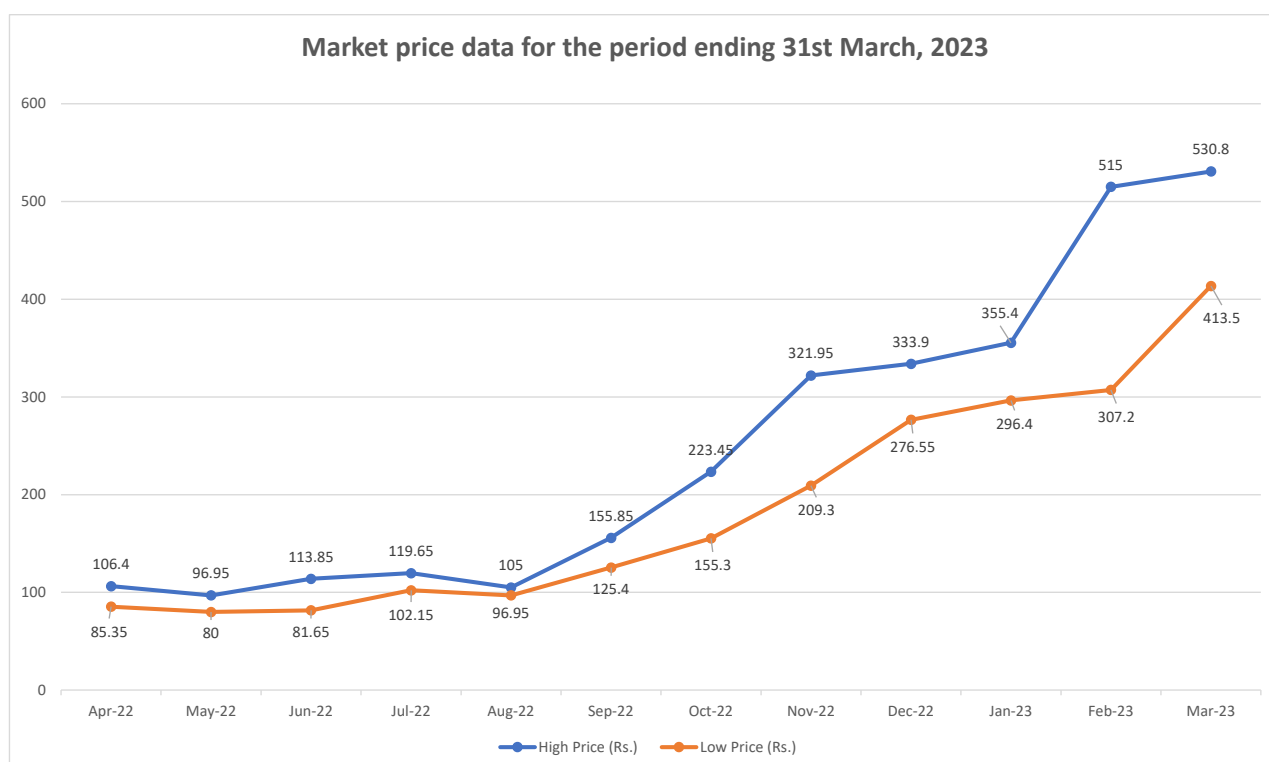
7. GENERAL SHAREHOLDER INFORMATION:

| Sr. No | Particulars | Description |
|--------|---|---|
| 1. | AGM Date and Time | 31 st August, 2023 |
| 2. | Venue of AGM | 11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic, Cinema, Andheri West, Mumbai – 400058. |
| 3. | Financial Year | 2022-23 |
| 4. | Registered Office | 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhavan, Goregaon (East), Mumbai-400063. |
| 5. | Record Date for Dividend | 18 th August, 2023 |
| 6. | Dividend payment date | Dividend shall be paid on or before 29 th September, 2023 subject to the approval of Shareholders in the 18th Annual General Meeting. |
| 7. | Listing of Stock Exchange | National Stock Exchange of India Limited ("NSE") Exchange Plaza, C-1, Block- G, Bandra Kurla Complex, Bandra E Mumbai -4000051. |
| 8. | Listing Fees | Listing Fees for the Financial Year 2022-23 has been paid to National Stock Exchange of India Limited. |
| 9. | Stock Code | NSE: FOCUS |
| 10. | ISIN No. of Equity Shares | INE593W01010 |
| 11. | Registrar to the Issue and Share Transfer Agent | M/s. Bigshare Services Private Limited Office No. S6-2, 6 th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai- 400093. Tel: +91-22-6263 8200 E-mail: investor@bigshareonline.com |

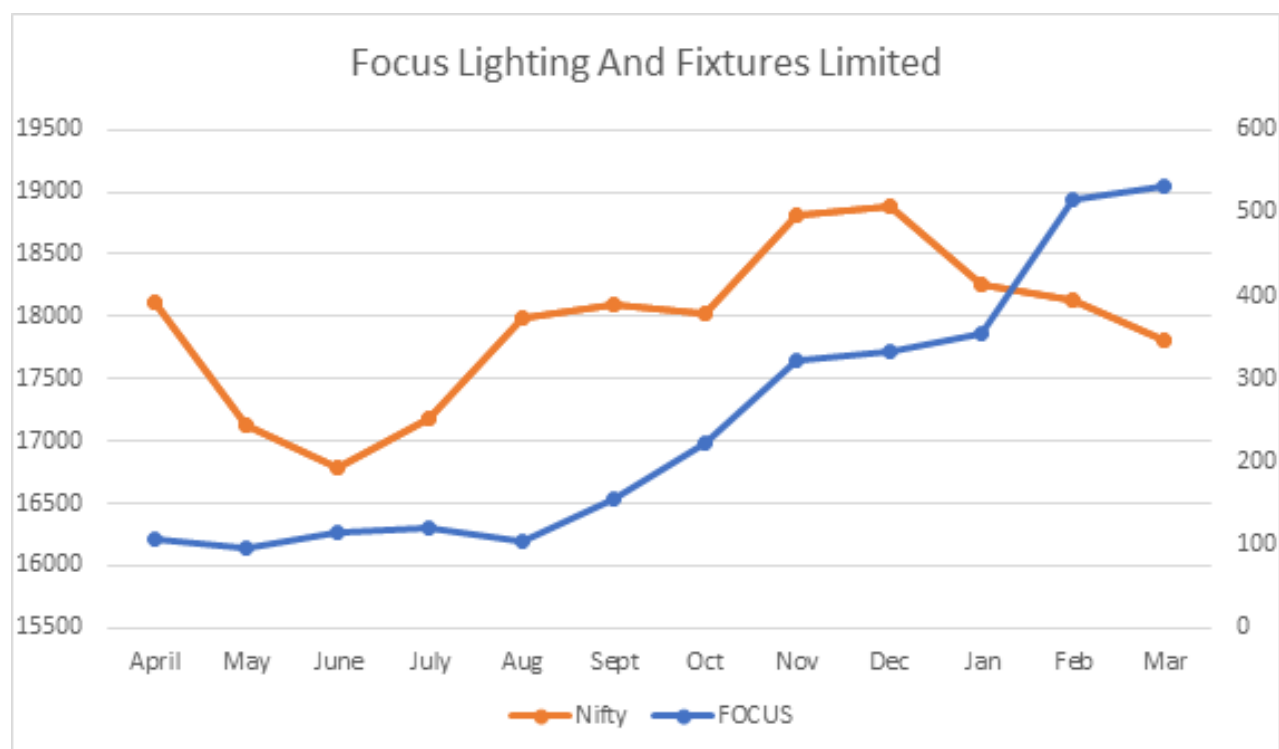
| | | |
|-----|----------------------------|---|
| 12. | Plant Location | Plot No. 71/72, New Ahmedabad Industrial Estate, Behind Zydus Research Centre, NH 8A, Next to Modtech Machines Pvt. Ltd Moraiya, District Sanand, Gujarat -382213 |
| 13. | Address for correspondence | In order to facilitate quick redressal of the grievances/ queries, the Investors and Shareholders may contact the Company Secretary at the under mentioned address for any assistance: Mrs. Drashti Senjaliya Company Secretary & Compliance Officer 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhavan, Goregaon (East), Mumbai- 400063 Tel: +91-22-2686 5671-5 Fax: +91-22-2686 5676 E-mail: cs@pluslighttech.com |

Market price data for the period ending 31st March, 2023

| Month | NSE | |
|----------------|------------------|-----------------|
| | High Price (Rs.) | Low Price (Rs.) |
| April 2022 | 106.40 | 85.35 |
| May 2022 | 96.95 | 80 |
| June 2022 | 113.85 | 81.65 |
| July 2022 | 119.65 | 102.15 |
| August 2022 | 105 | 96.95 |
| September 2022 | 155.85 | 125.40 |
| October 2022 | 223.45 | 155.3 |
| November 2022 | 321.95 | 209.30 |
| December 2022 | 333.90 | 276.55 |
| January 2023 | 355.40 | 296.40 |
| February 2023 | 515 | 307.20 |
| March 2023 | 530.80 | 413.50 |



Performance in comparison to broad-based indices such as NSE Nifty Index.



In case the securities are suspended from trading, the directors report shall explain the reason thereof:
Not Applicable as the shares of the Company are not suspended from trading.

Share Transfer System:

The Company's shares are traded under compulsory dematerialised mode, freely tradeable and the entire share transfer process is monitored by the Registrar and Share Transfer Agent of the Company.

Shareholders' requests for transfer / transmission of equity shares and other related matters are handled by Registrar and Transfer Agent and are affected within stipulated timelines, if all the documents are valid and in order. Pursuant to the provisions of Regulation 40 of the SEBI Listing Regulations, 2015, securities can be transferred only in dematerialised form w.e.f. 1 April 2019. Members are requested to convert their physical holdings into demat form and may write to Mrs. Drashti Senjaliya, Company Secretary at cs@pluslighttech.com or to Registrar and Share Transfer Agent at investor@bigshareonline.com in case they wish to get their securities dematerialized.

The Company obtains yearly certificate from a Company Secretary in Practice confirming the issue of share certificates for transfer, sub-division, consolidation etc., and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of SEBI Listing Regulations, 2015. Further, the Compliance Certificate under Regulation 7(3) of the SEBI Listing Regulations, 2015 confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with the Securities and Exchange Board of India is also submitted to the Stock Exchanges on a yearly basis.

Distribution of Shareholding:

i) By size- Distribution of Shareholding as on 31st March, 2023:

| Shares | No. of Shareholders | Percentage of Total Shareholders | Share Amount | Percentage of Total |
|----------------|---------------------|----------------------------------|--------------|---------------------|
| 1 to 5000 | 2,908 | 87.7754 | 18,98,590 | 1.4502 |
| 5001 to 10000 | 137 | 4.1352 | 10,81,650 | 0.8262 |
| 10001 to 20000 | 83 | 2.5053 | 12,30,920 | 0.9402 |
| 20001 to 30000 | 49 | 1.4790 | 13,28,160 | 1.0145 |
| 30001 to 40000 | 16 | 0.4829 | 5,64,240 | 0.4310 |
| 40001 to 50000 | 18 | 0.5433 | 8,43,920 | 0.6446 |

| | | | | | |
|-----------|------------------|--------------|---------------|---------------------|------------|
| 50001 to | 100000 | 45 | 1.3583 | 34,01,880 | 2.5984 |
| 100001 to | 9999999999999999 | 57 | 1.7205 | 12,05,71,790 | 92.0950 |
| | TOTAL | 3,313 | 100.00 | 13,09,21,150 | 100 |

ii) **By Category of Investors as on 31st March, 2023:**

| Sr. No. | Category | Total Securities | Percentage |
|---------|--|--------------------|------------|
| 1 | Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) | 42,000 | 0.3208 |
| 2 | Alternate Investment Fund | 32,000 | 0.2444 |
| 3 | Clearing Member | 30,890 | 0.2359 |
| 4 | Corporate Bodies | 58,547 | 0.4472 |
| 5 | Corporate Bodies (Promoter Co) | 5,90,580 | 4.5110 |
| 6 | Key Managerial Personnel | 5,000 | 0.0382 |
| 7 | Non-Resident Indian | 60,127 | 0.4593 |
| 8 | Promoters | 68,45,211 | 52.2850 |
| 9 | Public | 54,24,185 | 41.4309 |
| 10 | Trusts | 3,575 | 0.0273 |
| | Total | 1,30,92,115 | 100 |

iii) **Bifurcation of Shares held in physical and Dematerialised form:**

| Particulars | No. of Shares | Percentage of Shares |
|-----------------|---------------|----------------------|
| Physical | 5 | 0.00% |
| Dematerialised: | | |
| NSDL | 80,10,791 | 61.19% |
| CDSL | 50,81,319 | 38.81% |
| Total | 1,30,92,115 | 100 |

- **Dematerialisation of Shares**

As on 31st March, 2023, out of 1,30,92,115 Equity shares of the Company, 1,30,92,110 Equity shares were held in dematerialised form and available for trading compulsorily in the dematerialised form under both the depositories' viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The requisite fees were duly paid to the depositories.

- **Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, Conversion Date and likely impact on equity:**

The Company has not issued any GDRs/ADRs/ Warrants or any Convertible Instruments.

- **Commodity price risks and commodity hedging activities**

During the financial year 2022-23, Company is not involved into any activity relating to Commodity Price Risk, commodity hedging activities.

- **Credit Rating**

The Company has not obtained any Credit Rating during the period under review.

8. OTHER DISCLOSURES:

1. Related Party Transactions:

All related party transactions entered during the period under review were on arm's length basis and were approved by the Audit Committee. There are no materially significant RPT transactions that may have potential conflict with the interests of listed entity at large. However, the Company has obtained prior shareholder approval in case of material RPTs. In terms of Section 134(3)(h) of the Companies Act, 2013, the details of material contracts / arrangements entered into with Related Parties are provided in Form AOC-2 attached as an "Annexure VI" to the Board's Report. The details of the transactions with Related Parties are provided in the accompanying financial statements as required under Accounting Standard 18.

In line with requirement of the Companies Act, 2013 and Regulation 23 of the Listing Regulations, your Company has adopted a Policy on Related Party Transactions which is available at Company's website: https://www.focuslightingandfixtures.com/focus_investor/policies/Policy%20for%20Related%20Party%20Transactions%20updated%20w.e.f%2010.02.2022.pdf

2. Details of Non-Compliance:

There was no non-compliance by the Company and no penalties, or strictures have been imposed on the Company by the Stock Exchange(s)/SEBI or any other Statutory authorities on matters relating to the capital market during the last three years.

3. Whistle Blower Policy

Your Company has established a Vigil Mechanism/ Whistle Blower Policy for Directors and employees pursuant to which a committee has been constituted for addressing complaints received from Directors and employees concerning unethical behaviour, actual or suspected fraud and violation of Code of Conduct or ethics policy of your Company. The Policy provides adequate safeguards against victimisation of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. Your Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee. The said Policy is available on the website of the Company: https://www.focuslightingandfixtures.com/focus_investor/policies/Vigil%20Mechanism.pdf

4. Code of Conduct

The Board of Directors have laid down the Code of Conduct for all the Board Members (incorporating, inter-alia, duties of Independent Directors) and Senior Management Personnel of the Company, which is also uploaded on the website of the Company i.e https://www.focuslightingandfixtures.com/focus_investor/policies/Code%20of%20Conduct%20for%20Board%20of%20Directors%20and%20Senior%20Management%20w.e.f%2003.05.2023.pdf. The Code is derived from three inter-linked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct. Code of conduct provides guidance and support for ethical conduct of the business. All Board Members and Senior Management Personnel have affirmed compliance to the Code of Conduct. A declaration signed by the Managing Director affirming the compliance with the Code of Conduct by the Board Members and Senior Management Personnel of the Company for the Financial Year ended 31st March, 2023 is attached and forms part of this Report.

5. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements. The Company has complied with all the mandatory requirements of the SEBI Listing Regulations. The status of compliance with the non-mandatory requirements of this clause has been detailed herein:

6. Adoption of Non-mandatory requirement:

The Company has fairly complied with the non-mandatory requirements specified in Part E of Schedule II of the SEBI Listing Regulations.

7. Web link:

- i. Policy for determining 'material' subsidiaries:

https://www.focuslightingandfixtures.com/focus_investor/policies/Policy%20on%20Material%20Subsidiary%20updated%20w.e.f%2024.11.2021.pdf

- ii. Policy on dealing with related party transactions: https://www.focuslightingandfixtures.com/focus_investor/policies/Policy%20for%20Related%20Party%20Transactions%20updated%20w.e.f%2010.02.2022.pdf

8. Commodity Price Risk/ Foreign Exchange Risk and Hedging activities:

The Company does not deal in Commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not applicable.

9. Details of utilization of funds raised through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A):

The Company has raised fund through Preferential Allotment of 28,58,815 convertible warrants as per Regulation 32 (7A) of SEBI (LODR) 2015. On 12th January, 2023, the warrants were converted into 28,58,815 Equity Shares of Rs. 10/- in the ratio of 1:1.

The details for utilization of funds raised:

| | |
|---|---|
| Name of listed entity | Focus Lighting And Fixtures Limited |
| Mode of Fund Raising | Public Issues / Rights Issues / Preferential Issues / QIP / Others |
| Date of Raising Funds | <ul style="list-style-type: none"> 7th October, 2022 (being 25% of the Issue price of the Warrants of face value of Rs. 110/- per Warrant, towards the warrant subscription price aggregating to Rs. 7,86,17,413/-). 21st November, 2022 (being received 3.41% of the Issue price of the Warrants of face value of Rs. 110/- per Warrant, towards part payment aggregating to Rs. 1,07,20,556/-) 5th January, 2023 (being received 71.59% of the Issue price of the Warrants of face value of Rs. 110/- per Warrant, towards full payment aggregating to Rs.22,51,31,681/-) |
| Amount Raised | Rs. 31,44,69,650 |
| Report filed for Quarter ended | 31 st March, 2023 |
| Monitoring Agency | applicable / Not applicable |
| Monitoring Agency Name, if applicable | Not Applicable |
| Is there a Deviation / Variation in use of funds raised | Yes / No |
| If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders | Not Applicable |
| If Yes, Date of shareholder Approval | Not Applicable |
| Explanation for the Deviation / Variation | Not Applicable |
| Comments of the Audit Committee after review | No Comments - The Audit Committee of the Company reviewed the statement in its meeting held on 03 rd May, 2023. |
| Comments of the auditors, if any | No Comments |

| Objects for which funds have been raised and where there has been a deviation, in the following table. | | | | | | |
|--|-------------------------|---------------------|-----------------------------|----------------|---|----------------|
| Original Object | Modified Object, if any | Original Allocation | Modified allocation, if any | Funds Utilized | Amount of Deviation/ Variation for the quarter according to applicable object | Remarks if any |
| To meet the funding and business-related requirements of the Company but not limited to funding business growth, capital expenditure, expansion, exploring new initiatives, working capital, and for other general corporate purposes. | Not Applicable | 31,44,69,650 | Not Applicable | 23,08,02,403 | There is no deviation/ variation for the quarter ended 31 st March, 2023 | None |

*Please note that pursuant to the approval of Board of Directors in their meeting held on 13th February 2023, Company has invested Rs. 8,00,00,000 in the liquid fund whether open ended or close ended, managed by one or more renowned fund house. Further, it may be noted that the funds of the Company will be utilized for the aforesaid purpose for different activities in trenches as the requirement from time to time and till the time the funds are utilized for the above-mentioned purpose, it was approved to invest the funds on short term basis.

10. Certificate from a Company Secretary in Practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority:

The Company has received a certificate from M/s. Rathod & Co., Practising Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by the SEBI / MCA or any such authority. The certificate is attached as an “Annexure IV(a)”

11. Recommendations of the Committees:

No instances have been observed where the Board has not accepted recommendations of any of the Board Committee(s).

12. Fees Paid to Statutory Auditor:

The total fees paid by the Company to M/s. N.P. Patwa & Co., Statutory Auditors of the Company for the Financial Year is Rs. 8,85,000/- (Rupees Eight Lakhs Eighty-Five Thousand Only).

13. Details in relation to the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero-tolerance towards sexual harassment at the workplace and has adopted a Prevention of Sexual Harassment Policy, which is available on its Website: https://www.focuslightingandfixtures.com/focus_investor/general_policies/Prevention%20of%20Sexual%20Harassment%20Policy-1.pdf. in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. During the financial year 2022-23, the Company has not received any complaint of Sexual Harassment from any employee and hence no complaints were outstanding as on 31st March, 2023.

14. Loans and advances in the nature of loans by the Company and its subsidiaries to firms/companies in which directors are interested by name and amount:

The details of loans and advances in the nature of loans by the Company and its subsidiaries to firms/companies in which directors are interested have been specified in Note No. 5 of the Financial Statements.

15. Non-compliance of any requirement of Corporate Governance Report:

The Company has complied with all the conditions as specified in paras (2) to (10) of the Schedule V of the SEBI Listing Regulations.

16. Details of material subsidiary with respect to:

| | |
|---|--|
| Name of the material subsidiary(s) | Plus Light Tech F.Z.E |
| Date and place of incorporation | 19 th July, 2019 and United Arab Emirates |
| Name of Statutory Auditors | M/s. Kaid Auditing Co. |
| Date of appointment of Statutory Auditor | 2 nd July, 2021 |

17. The Corporate Governance Report shall also disclose the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted:

- i. The Board:** The Chairman of the Company is an Executive Director.
- ii. Shareholder Rights:** The Company's quarterly, half-yearly and yearly results are furnished to the Stock Exchanges and are also published in the newspapers and on the website of the Company.
- iii. Modified opinion(s) in Audit Report:** For the Financial Year ended 31st March, 2023, the Independent Statutory Auditor have given unmodified opinion on the Company's Financial Statements. The Company continues to adopt best practices to ensure the regime of unmodified Financial Statements.
- iv. Separate posts of Chairperson and the Managing Director or the Chief Executive Officer:** The Company has not designated any director as a Chairperson of the Company.
- v. Reporting of Internal Auditor:** The Internal Auditor of the Company directly reports to the Audit Committee of the Company.

18. The disclosures of the compliance with Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 shall be made in the section on Corporate Governance of the Annual Report:

The Company has complied with all the applicable regulations as mentioned under regulation 17 to 27 and regulation 46 of Listing Regulations.

19. Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account:

There are no shares in DEMAT Suspense account or unclaimed suspense account of the Company, and hence no separate disclosures for the same are stated herein.

20. SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status. Your Company has been registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint. The Company has not received any complaint on the SCORES during financial year 2022-23 which was resolved forthwith, hence no complaints are pending as on 31st March, 2023.

21. Code of Conduct for Prohibition of Insider Trading:

The Board has adopted a Code for the Prohibition of Insider Trading to regulate, monitor and report

trading by Designated Person(s) in securities of the Company. The code inter alia requires pre-clearance for dealing in the securities and prohibits the purchase/ sale/dealing in securities while in possession of unpublished price sensitive information and during the period when the trading window is closed. The Company periodically reviews the efficacy of its systems, controls and processes to ensure that access to unpublished price sensitive information relating to its financial results or that of its securities is on a need-to-know basis. The Code is hosted on the website of the Company at: https://www.focuslightingandfixtures.com/focus_investor/general_policies/Code%20of%20Conduct-Insider%20Trading-1.pdf

22. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

All new independent directors inducted into the Board are familiarized with the operations and functioning of the Company.

The details of the training and familiarization program are provided in the Corporate Governance Report and website of the Company at: https://www.focuslightingandfixtures.com/focus_investor/policies/Familiarisation%20Programme%20for%20Independent%20Directors.pdf

23. Declaration on Compliance with Code of Conduct

As provided under the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors and the Senior Management Personnel of Focus Lighting and Fixtures Limited have confirmed compliance with the Code of Conduct for the year ended 31st March, 2023.

**For and on Behalf of the Board of Directors,
Focus Lighting and Fixtures Limited**

**Date: 24th July, 2023
Place: Mumbai**

**Sd/-
Amit Vinod Sheth,
Managing Director,
DIN: 01468052**

CEO AND CFO CERTIFICATION

CEO AND CFO CERTIFICATION

To,
The Board of Directors
Focus Lighting and Fixtures Limited

We, Amit Vinod Sheth, Managing Director and Tarun Ramesh Udeshi, Chief Financial Officer of Focus Lighting and Fixtures Limited ('the Company'), to the best of our knowledge and belief, hereby certify that:

1. We have reviewed the financial statements and cash flow statements of the Company for the year ended 31st March, 2023 and:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. There are no transactions entered into by the Company during the year ended 31st March, 2023, which are fraudulent, illegal or violative of the Company's code of conduct.
3. We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which we are aware and steps that have been taken to rectify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee, wherever applicable:
 - Significant changes in the internal control over financial reporting during the year;
 - Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Date: 3rd May, 2023
Place: Mumbai

Sd/-
Amit Vinod Sheth
Managing Director
DIN: 01468052

Sd/-
Tarun Udeshi
Chief Financial Officer
PAN: AAJPU9806D

**CORPORATE
GOVERNANCE
COMPLIANCE
CERTIFICATE**

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

(Pursuant to Regulation 34(3) and Schedule V Para E of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Focus Lighting and Fixtures Limited
1007-1010, Corporate Avenue, Wing A,
Sonawala Road, Near Udyog Bhawan,
Goregaon (East), Mumbai - 400063

I, Chirag Rathod, Proprietor, Rathod & Co., Practicing Company Secretary, have examined the compliance of conditions of Corporate Governance by Focus Lighting and Fixtures Limited ('the Company') for the financial year ended on 31st March, 2023, as stipulated in Chapter IV and referred in Regulation 15 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes design, implementation and maintenance of internal control and procedures to ensure the compliances with the conditions of the Corporate Governance stipulated in SEBI (LODR) Regulations, 2015.

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring Compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the Compliance with Corporate Governance requirements by the Company and based on our examination of the relevant records and according to the information and explanations provided to us and the presentations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and Para C, D and E of Schedule V of the SEBI (LODR) Regulations, 2015 during the financial year ended March 31, 2023.

I further state that such Compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Rathod & Co.
Practicing Company Secretaries**

Sd/-

Chirag Vinodbhai Rathod
Membership No. 54460
C.O.P. No. 20186
Peer Review Certificate No.:
1762/2022

Date: 18th July, 2023
Place: Anand
UDIN: A054460E000629971

**CERTIFICATE OF
NON-DISQUALIFICATION OF
DIRECTORS**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Focus Lighting and Fixtures Limited
1007-1010, Corporate Avenue, Wing A,
Sonawala Road, Near Udyog Bhawan,
Goregaon (East), Mumbai - 400063

I, Chirag Rathod, Proprietor, Rathod & Co., Practicing Company Secretary, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Focus Lighting and Fixtures Limited, having CIN: L31500MH2005PLC155278 and having registered office at 1007-1010, Corporate Avenue, Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai - 400063, (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA) or any such other Statutory Authority.

The list of the Directors as at 31st March, 2023 is as follows:

| Sr. No. | Name of Director | DIN | Date of appointment in Company |
|---------|------------------------------|----------|--------------------------------|
| 1 | Mr. Mahesh Karsandas Rachh | 00458665 | 29/12/2017 |
| 2 | Mrs. Deepali Amit Sheth | 01141083 | 11/08/2005 |
| 3 | Mr. Amit Vinod Sheth | 01468052 | 11/08/2005 |
| 4 | Mr. Chetan Navinchandra Shah | 08038633 | 29/12/2017 |
| 5 | *Mr. Anil Santosh Verma | 08580680 | 02/09/2021 |
| 6 | Mr. Sanjay Surajmal Gaggar | 03083767 | 11/08/2022 |
| 7 | Ms. Khushi Amit Sheth | 09351537 | 08/10/2021 |

* Mr. Anil Santosh Verma has resigned from the post of Additional, Independent Director w.e.f. 11th August, 2022.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Rathod & Co.
Practicing Company Secretaries**

**Sd/-
Chirag Vinodbhai Rathod
Membership No.: 54460
CP. No.: 20186
Peer Review Certificate No.: 1762/2022**

**Date: 18th July, 2023
Place: Anand
UDIN: A054460E000630046**

ANNUAL REPORT ON CSR ACTIVITES

ANNEXURE C TO THE BOARD'S REPORT

ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of the Company's CSR policy:

In accordance with the provisions of Section 135 of the Companies Act, 2013, as amended from time to time, read with the Notification issued by the Ministry of Corporate Affairs dated the 22nd January, 2021 and the rules made thereunder, the Company has amended its CSR Policy to carry out its CSR activities in accordance with Schedule VII of the Act. Through the values and principles inherent within the Focus Group, the Company strives to positively impact the community by promoting inclusive growth in the areas of education, animal welfare, art, healthcare, sports, environmental sustainability and conservation etc. The Company also partners with non-government organizations (NGOs) to make a difference among local communities. The Company's focus has always been to contribute to the sustainable development of the society and environment and to make our planet a better place for future generations. This Policy shall apply to all CSR initiatives and activities taken up by the Company for the benefit of different sections of the society. The Company's revised CSR policy is placed on its website at www.focuslightingandfixtures.com.

2. Composition of CSR Committee:

| Sr. No. | Name of the Director | Designation/ Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|----------------|-----------------------------|--|---|---|
| 1 | Amit Sheth | Managing Director | 2 | 2 |
| 2 | Chetan Shah | Independent Director | 2 | 2 |
| 3 | Deepali Sheth | Executive Director | 2 | 2 |

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company: www.focuslightingandfixtures.com.

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: Not applicable.

5.

| | |
|---|-------------------|
| (a) Average net profit of the Company as per sub section (5) of Section 135: | Rs. 4,59,90,820/- |
| (b) Two percent of average net profit of the Company as per sub section (5) of Section 135: | Rs. 9,19,816 /- |
| (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: | Rs. 53,000/- |
| (d) Amount required to be set off for the financial year, if any: | Rs. 53,000/- |
| (e) Total CSR obligation for the financial year [(b) + (c) - (d)]: | Rs. 8,67,000/- |

6. (a) Details of CSR amount spent against ongoing projects for the financial year

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | (9) | (10) | (11) | |
|----------------|---------------------|---|----------------------|-------------------------|----------|------------------|---|---|--|---|--|-------------------------|
| Sr. No | Name of the Project | Item from the list of activities in Schedule VII to the Act | Local area (Yes/ No) | Location of the project | | Project duration | Amount allocated for the project (in Rs.) | Amount spent in the current Financial Year (in Rs.) | Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.) | Mode of Implementation - Direct (Yes/ No) | Mode of Implementation - Through Implementing Agency | |
| | | | | State | District | | | | | | Name | CSR Registration Number |
| Not Applicable | | | | | | | | | | | | |

(b) Details of CSR amount spent against other than ongoing projects for the financial year:

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | |
|-------|---|--|----------------------|-------------------------|-----------|--|---|--|-------------------------|
| Sr.No | Name of the Project | Item from the list of activities in Schedule VII to the Act* | Local area (Yes/ No) | Location of the project | | Amount spent for the project (in Rs.). | Mode of Implementation - Direct (Yes/ No) | Mode of Implementation - Through Implementing Agency | |
| | | | | State | Dis-trict | | | Name | CSR Registration Number |
| | Anvi Medical and Educational Foundation | *(ii) Education and Medical | Yes | Maha-rash-tra | Mum-bai | Rs. 8,67,000 | No | Anvi Medical and Edicational Foundation. | CSR00012251 |

*Note: (ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently-abled and livelihood enhancement projects.

(c) Amount spent in administrative overheads: 0

(d) Amount spent on Impact Assessment, if applicable: Not Applicable

(e) Total amount spent for the Financial Year [(a) + (b) + (c)]: Rs. 8,67,000/-

(f) CSR amount spent or unspent for the Financial Year

| Total Amount Spent for the Financial Year (in Rs.) | Amount Unspent (in Rs.) | | | | |
|--|---|------------------|---|--------|------------------|
| | Total Amount transferred to Unspent CSR Account as per Section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) | | |
| | Amount | Date of Transfer | Name of Fund | Amount | Date of Transfer |
| Rs. 8,67,000/- | NIL | | NIL | | |

(g) Excess amount for set-off, if any:

| Sr. No. | Particular | Amount (₹ in Lacs) |
|---------|---|--------------------|
| (i) | Two percent of average net profit of the company as per Section 135(5) | Not Applicable |
| (ii) | Total amount spent for the Financial Year | |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | |

7. Details of unspent Corporate Social Responsibility amount for the preceding three Financial Years:

| Sr. No. | Preceding Financial Year | Amount transferred to Unspent CSR Account under Section 135 (6) (in ₹) | Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (in Rs.) | Amount spent in the reporting Financial Year (in ₹) | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any | | | Amount remaining to be spent in succeeding financial years (in ₹) | Deficiency, if any |
|---------|--------------------------|--|---|---|---|---------------|------------------|---|--------------------|
| | | | | | Name of the Fund | Amount (in ₹) | Date of transfer | | |
| NIL | | | | | | | | | |

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes/ No: No

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135:

Not Applicable

**For and on behalf of the CSR Committee of
Focus Lighting and Fixtures Limited**

Date: 24th July, 2023

Place: Mumbai

**Sd/-
Amit Vinod Sheth
Chairman- CSR Committee
DIN: 01468052**

**Sd/-
Deepali Amit Sheth
Director
DIN: 01141083**

SECRETARIAL AUDIT REPORT

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[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 Lighting and Fixtures Limited
1007-1010, Corporate Avenue, Wing A,
Sonawala Road, Near Udyog Bhawan,
Goregaon (East), Mumbai - 400063

I, Chirag Rathod, Proprietor, Rathod & Co., Practicing Company Secretary, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Focus Lighting and Fixtures 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 verification of the Focus Lighting and Fixtures 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 March 31, 2023, 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, forms and returns filed and other records maintained by Focus Lighting and Fixtures Limited for the financial year ended on 31st March 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the Audit Period)**
 - (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; **(Not applicable to the Company during the Audit Period)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable to the Company during the Audit Period)**
 - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi) other laws as may be applicable specifically to the Company are as follows:
- (a) The Environment (Protection) Act, 1986 and the Rules made thereunder;
 - (b) The Factories Act, 1948 and the Rules made thereunder;
 - (c) Minimum Wages Act, 1948 and the Rules made thereunder;
 - (d) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and the Rules made thereunder.

I have also examined compliance with the applicable clauses of the following:

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

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. 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 Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Dissenting members' views were not required to be captured and recorded as part of the minutes of Board Meetings and Committee Meetings as there was no such instance.

I further report that based on the review of systems and processes adopted by the Company and the certificate for compliance of various applicable laws submitted by the Company Secretary and other officials of the Company on quarterly basis and placed before the meeting of Board of Directors and which were taken on record by the Board of Directors, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

I further report that during the audit period the Company issued and allotted 28,58,815 warrants on pref-

erential basis which were further converted into 28,58,815 fully paid-up equity shares on 12th January 2023. Also, during the audit period the company has allotted 97,500 equity shares to FLFL Employee Welfare Trust on 17th June 2022 under Focus Lighting and Fixture Limited Employee Stock Option Plan 2019 (FLFL ESOP 2019) out of which 55,500 Equity Shares were transferred to the employee of the Company on 28th March 2023 pursuant to the options exercised by them under FLFL ESOP 2019.

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

**For Rathod & Co.
Practicing Company Secretaries**

**Sd/-
Chirag Vinodbhai Rathod
Membership No. 54460
C.O.P. No. 20186
Peer Review Certificate No.: 1762/2022**

**Date: 18th July 2023
Place: Anand
UDIN: A054460E000630211**

Annexure A

To,
The Members,
Focus Lighting and Fixtures Limited
1007-1010, Corporate Avenue, Wing A,
Sonawala Road, Near Udyog Bhawan,
Goregaon (East), Mumbai - 400063

My report of even date is to be read along with this letter.

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 my opinion.
3. I have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
4. My Audit was based on examination, in physical or electronic form, as feasible under the prevailing circumstances, of books and records maintained by the Company.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
6. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on a test basis.
7. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Rathod & Co.
Practicing Company Secretaries

Sd/-
Chirag Vinodbhai Rathod
Membership No. 54460
C.O.P. No. 20186
Peer Review Certificate No.: 1762/2022

Date: 18th July 2023
Place: Anand
UDIN: A054460E000630211

FORM AOC - 1

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint ventures

PART A SUBSIDIARIES (Information in respect of each subsidiary to be presented with amounts in Rs.)

| Sr. No | Particulars | Details as on 31 st March, 2023 | | |
|--------|--|--|-------------------------------------|--|
| | | Plus Light Tech F.Z.E. | Focus Lighting & Fixtures Pte. Ltd. | Xandos Lighting and Fixtures Private Limited |
| 1 | Name of Subsidiary | Plus Light Tech F.Z.E. | Focus Lighting & Fixtures Pte. Ltd. | Xandos Lighting and Fixtures Private Limited |
| 2 | The date since when subsidiary was acquired | 02/08/2017 | 28/03/2018 | 09/06/2022 |
| 3 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period. | Not Applicable | Not Applicable | Not Applicable |
| 4 | Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries. | Dirhams | Singapore Dollar | INR |
| | | 21.85 | 60.30 | - |
| 5 | Share capital | 35,70,500 | 26,37,551 | 1,00,000 |
| 6 | Reserves and surplus | 1,66,91,440 | (1,78,46,176) | (95,74,660) |
| 7 | Total assets | 10,60,76,869 | 28,70,905 | 1,96,83,270 |
| 8 | Total Liabilities | 8,58,14,929 | 1,80,79,529 | 2,91,57,930 |
| 9 | Investments | 0 | 0 | 0 |
| 10 | Turnover | 19,16,43,170 | 1,78,38,014 | 0 |
| 11 | Profit before taxation | 68,30,255 | 53,49,693 | (95,74,660) |
| 12 | Provision for taxation | 0 | 0 | 0 |
| 13 | Profit after taxation | 68,30,255 | 53,49,693 | (95,74,660) |
| 14 | Proposed Dividend | 0 | 0 | 0 |
| 15 | Extent of shareholding (in percentage) | 100% | 100% | 51% |

Note: Financial statement was prepared by transaction wise exchange rate

PART B: ASSOCIATES/ JOINT VENTURES

| Sr. No. | Particulars | Details |
|---------|---|----------------|
| 1 | Name of Associates or Joint Ventures | Not Applicable |
| 2 | Latest audited Balance Sheet Date | |
| 3 | Date on which the Associate or Joint Venture was associated or acquired | |
| 4 | Shares of Associate or Joint Ventures held by the company on the year end | |
| 5 | No. | |
| 6 | Amount of Investment in Associates or Joint Venture | |
| 7 | Extent of Holding (in percentage) | |

1. Name of associates or joint ventures which are yet to commence operations:

Not Applicable

2. Names of associates or joint ventures which have been liquidated or sold during the year:

Not Applicable

**For and on Behalf of the Board of Directors,
Focus Lighting and Fixtures Limited**

**Date: 24th July,
2023 Place: Mumbai**

**Sd/-
Amit Vinod Sheth
Managing Director
DIN: 01468052**

**Sd/-
Deepali Amit Sheth
Director
DIN: 01141083**

FORM AOC - 2

FORM 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 proviso thereto.

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

Not Applicable, since all contracts or arrangements or transactions with related parties have been done on an arm's length basis.

- Name(s) of the related party and nature of relationship
- Nature of contracts/arrangements/transactions
- Duration of the contracts/arrangements/transactions
- Salient terms of the contracts or arrangements or transactions including the value, if any
- Justification for entering into such contracts or arrangements or transactions
- Date of approval by the Board
- Amount paid as advances, if any:
- Date on which the special resolution was passed in general meeting as required under first proviso to section 188

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

| Name(s) of the related party and nature of the relationship | Nature of contracts/arrangements/transactions | Duration of the contracts/arrangements/transactions | Salient terms of the contracts or arrangements or transactions including the value, if any | Date(s) of approval by the Board, if any | Amount paid as advances, if any |
|---|---|---|--|--|---------------------------------|
| Shethvinod Lighting Private Limited | Purchase of goods or services | Continuing | Rs. 5,03,864.75 | 11-08-2022 | - |
| Shethvinod Lighting Private Limited | Purchase of Fixed Assets | Continuing | Rs. 5,17,20,923 | 11-08-2022 | - |
| Plus Light Tech FZE | Purchase of goods or services | FY 22-23 | Rs. 1,90,67,971 | 11-02-2022 | - |
| Plus Light Tech FZE | Sales of goods or services | FY 22-23 | Rs. 14,56,25,964 | 11-02-2022 | - |
| Focus Lighting & Fixtures PTE Limited | Sale of goods or services | FY 22-23 | Rs. 1,31,59,782 | 11-02-2022 | - |
| Mrs. Deepali Sheth | Rent Paid | FY 22-23 | Rs. 6,55,004 | 11-02-2022 | - |
| Jigar Ghelani | Remuneration | FY 22-23 | Rs. 1,09,10,729 | 29-05-2019 | - |

**For and on behalf of the Board of Directors of
Focus Lighting and Fixtures Limited**

**Date: 24th July, 2023
Place: Mumbai**

**Sd/-
Amit Vinod Sheth
Managing Director
DIN: 01468052**

**Sd/-
Deepali Amit Sheth
Director
DIN: 01141083**

**MANAGEMENT
DISCUSSION
AND
ANALYSIS**

MANAGEMENT DISCUSSION AND ANALYSIS

A. INDIAN LIGHTING & FIXTURES INDUSTRY STRUCTURE AND DEVELOPMENT:

The lighting and fixtures structure in India has witnessed significant growth and transformation over the years. With a vast population and a rapidly expanding economy, India has emerged as one of the largest markets for lighting products and fixtures in the world. This overview will provide an insight into the various aspects of the Indian lighting and fixtures industry.

Further, this Industry has continued its upward trajectory, driven by factors such as urbanization, infrastructure development, and technological advancements. The market size reached approx. INR 281.57 billion as on March, 2023, representing huge growth compared to the previous year. The industry witnessed robust demand across various segments, including residential, commercial, industrial, and outdoor lighting.

The Company's contribution to the lighting market is uplifting recently to the large extent. However, if we take a look at the statistics, various report conducted by researchers suggests that the Indian LED Lighting market is estimated to grow at a CAGR of approx..11.9% each year.

The key drivers of Market Growth:

- **Urbanization:** India's rapid urbanization has led to a surge in demand for lighting products, particularly in the residential and commercial sectors. As cities expand, the need for efficient and well-designed lighting solutions increases, creating opportunities for market growth.
- **Infrastructure Development:** Infrastructure projects, such as airports, metro systems, highways, and commercial complexes, require comprehensive lighting and fixtures solutions. The government's focus on developing smart cities and upgrading existing infrastructure further drives the demand for advanced lighting technologies.
- **Energy Efficiency:** With rising environmental concerns and the need to reduce energy consumption, there is a growing emphasis on energy-efficient lighting solutions. LED lighting has gained significant popularity due to its energy efficiency, longer lifespan, and lower operating costs, thereby driving market growth.
- **Technological Advancements:** The lighting industry has witnessed rapid technological advancements, leading to the development of smart lighting solutions. Integration with IoT, wireless connectivity, and automation capabilities has transformed lighting systems, providing enhanced functionality, convenience, and control to users.

DEVELOPMENTS

Lighting and fixtures developments in India have witnessed significant advancements and transformations in recent years. With a focus on energy efficiency, sustainability, and technological innovations, the Indian market has embraced various developments in lighting and fixtures. Here are some noteworthy developments in the industry:

- **Shift to LED Lighting:** LED (Light Emitting Diode) lighting has emerged as a game-changer in the Indian market. LED technology offers numerous advantages over traditional lighting sources, including energy efficiency, longer lifespan, and reduced maintenance costs. In recent years, there has been a massive shift from conventional lighting to LED lighting across residential, commercial, and industrial sectors in India.
- **Smart Lighting Solutions:** The rise of smart technologies and the Internet of Things (IoT) has led to the development of smart lighting solutions in India. These solutions allow remote control, automation, and customization of lighting settings through smartphone apps or voice commands. Smart lighting provides enhanced convenience, energy efficiency, and flexibility to users, leading to its growing popularity across residential and commercial applications.
- **Outdoor and Architectural Lighting:** The Indian market has witnessed significant developments in outdoor and architectural lighting. With the rapid growth of urban infrastructure and public spaces, there is a rising demand for well-designed and energy-efficient lighting

solutions. Outdoor lighting encompasses streetlights, landscape lighting, and façade lighting, while architectural lighting focuses on enhancing the aesthetics and functionality of buildings.

B. OPPORTUNITIES AND CHALLENGES/THREATS:

The Indian lighting and fixtures market offers immense opportunities for growth and innovation. The increasing focus on energy efficiency, the rise of smart lighting solutions, and the need for outdoor and architectural lighting present favourable prospects for companies operating in this industry. Additionally, the ongoing infrastructure development and urbanization create a steady demand for lighting products.

However, the market also faces certain challenges. Intense competition, price sensitivity, and the presence of unorganized local manufacturers can impact profitability. Moreover, evolving customer preferences, the need for continuous product innovation, and adapting to emerging technologies require companies to stay agile and proactive.

C. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The following is the Income mix in terms of value of total income of our Company for sale of products and Profit After Tax:

(Rs. in Lacs)

| Sr. No. | Financial Year | Trading | Manufacturing | Profit After Tax |
|---------|----------------|----------|---------------|------------------|
| 1 | 2022-23 | 4084.50 | 6454.62 | 472.56 |
| 2 | 2021-22 | 3369.36 | 2626.45 | (232.85) |
| 3 | 2020-21 | 4625.78 | 5306.51 | 229.54 |
| 4 | 2019-20 | 6,565.14 | 5,536.79 | 975.57 |
| 5 | 2018-19 | 6,460.33 | 2,762.27 | 596.12 |
| 6 | 2017-18 | 7,138.16 | - | 401.60 |

D. OUTLOOK

Looking ahead, the Indian Lighting & Fixtures Industry is poised for significant growth and transformation. Factors such as increasing urbanization, government initiatives promoting energy efficiency, and the adoption of smart lighting solutions will continue to drive market expansion. Moreover, the industry is witnessing advancements in technology, including connected lighting, Internet of Things (IoT) integration, and sustainable lighting solutions.

Focus Lighting And Fixtures Limited is well-positioned to capitalize on these opportunities by leveraging our strong brand reputation, expanding product portfolio, and customer-centric approach. We remain committed to delivering innovative, high-quality lighting and fixtures solutions to cater to the evolving needs of our customers.

E. RISKS AND CONCERNS

The Indian lighting and fixtures industry, like any other industry, is exposed to certain risks that can impact its growth and profitability. Understanding these risks is essential for companies operating in the industry to develop effective risk management strategies. Here are some key risks associated with the Indian lighting and fixtures industry:

- **Market Competition:** The industry is highly competitive, with both domestic and international players vying for market share. Intense competition can lead to pricing pressures, reduced profit margins, and the need for constant innovation to stay ahead. Companies must continuously monitor market dynamics and differentiate themselves through product quality, innovation, and customer service to mitigate the risk of losing market share.
- **Economic Factors:** The Indian lighting and fixtures industry is susceptible to fluctuations in the overall economy. Economic downturns, inflation, changes in interest rates, and currency volatility can impact consumer spending patterns and overall demand for lighting products. Companies need to be prepared for potential declines in demand during economic downturns and adopt strategies to diversify their customer base and manage costs effectively.

- **Technological Disruptions:** The lighting and fixtures industry is undergoing rapid technological advancements. While these advancements present opportunities, they also pose risks. Companies that fail to adapt to emerging technologies and industry trends may face obsolescence or lose market relevance. Staying abreast of technological developments, investing in research and development, and fostering a culture of innovation are crucial to mitigate the risk of technological disruptions.
- **Supply Chain Disruptions:** The industry heavily relies on the availability of raw materials, components, and manufacturing capabilities. Supply chain disruptions, such as shortages, delays, or price fluctuations of key inputs, can adversely impact production schedules and profitability. Building robust supplier relationships, implementing effective inventory management practices, and diversifying supply sources can help mitigate supply chain risks.
- **Counterfeit Products:** The lighting and fixtures industry is vulnerable to counterfeit products that imitate established brands. Counterfeit products not only harm brand reputation but also pose safety risks for consumers. Companies need to implement robust anti-counterfeiting measures, such as brand protection technologies, supply chain traceability, and public awareness campaigns, to mitigate the risk of counterfeit products.

F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The lighting and fixtures industry, like any other industry, relies on an effective internal control system to ensure operational efficiency, safeguard assets, mitigate risks, and maintain compliance with applicable laws and regulations. An adequately designed and implemented internal control system is crucial for companies operating in the lighting and fixtures industry.

- **Financial Controls:** The lighting and fixtures industry deals with financial transactions, including sales, purchases, inventory management, and cash flow. An adequate internal control system includes robust financial controls such as segregation of duties, authorization and approval processes, periodic financial reporting and analysis, and reconciliation of financial records. These controls help prevent fraud, errors, and misstatements in financial statements and ensure accurate financial reporting.
- **Inventory Management Controls:** Efficient management of inventory is essential in the lighting and fixtures industry, where various products are manufactured, stored, and distributed. An adequate internal control system incorporates controls for inventory management, including accurate tracking of inventory levels, regular stocktaking, proper documentation of inward and outward movements, and reconciliation with financial records. These controls help prevent stockouts, overstocking, and inventory discrepancies.
- **Manufacturing and Quality Controls:** For companies involved in manufacturing lighting fixtures, an adequate internal control system includes controls related to the manufacturing process and product quality. These controls ensure adherence to quality standards, compliance with design specifications, proper testing and inspection of products, and documentation of manufacturing processes. Effective quality controls help maintain customer satisfaction, minimize product defects, and enhance the company's reputation.
- **Procurement and Vendor Management Controls:** The lighting and fixtures industry relies on suppliers and vendors for the procurement of raw materials, components, and equipment. An adequate internal control system includes controls for vendor selection, evaluation, and ongoing monitoring. These controls help ensure the integrity of the procurement process, competitive pricing, timely delivery, and adherence to quality standards.
- **IT and Data Security Controls:** In the digital age, the lighting and fixtures industry relies on information technology systems for various operations, including order processing, inventory management, and financial transactions. An adequate internal control system includes controls for IT security, data protection, access controls, regular backups, and disaster recovery planning. These controls help safeguard sensitive information, prevent unauthorized access, and ensure the integrity and availability of IT systems.
- **Compliance and Legal Controls:** The lighting and fixtures industry is subject to various legal and regulatory requirements related to product safety, environmental standards, labor laws, taxation,

and financial reporting. An adequate internal control system includes controls to monitor compliance with applicable laws and regulations, maintain proper documentation, and ensure timely reporting. Compliance controls help mitigate legal and regulatory risks, prevent penalties and fines, and maintain the company's reputation.

- **Internal Audit and Monitoring:** An adequate internal control system incorporates an internal audit function or regular monitoring activities to assess the effectiveness of internal controls. Internal audits help identify control weaknesses, evaluate operational efficiency, and recommend improvements. Ongoing monitoring activities, such as management reviews, periodic reconciliations, and exception reporting, help detect and address control deficiencies in a timely manner.

The adequacy of the internal control system in the lighting and fixtures industry depends on several factors, including the company's size, complexity, and risk profile. It is important for companies to regularly assess and update their internal control system to address emerging risks, changes in business operations, and evolving regulatory requirements. Adequate internal controls enhance operational efficiency, promote ethical practices, safeguard assets, and contribute to the overall success and sustainability of the lighting and fixtures industry.

G. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Overview of Revenue & Expenditure

(Rs. in Lacs)

| Particulars | As at 31 st March | | | | | |
|-------------------------|------------------------------|----------|---------|-----------|----------|----------|
| | 2023 | 2022 | 2021 | 2020 | 2019 | 2018 |
| Income | | | | | | |
| Revenue from Operations | 10,539.12 | 5995.80 | 9932.29 | 12,101.93 | 9,222.59 | 7,138.16 |
| Increase/Decrease in % | 75.77 | -39.63 | -17.93 | 31.22 | 29.20 | 17.35 |
| Other Income | 121.07 | 88.03 | 61.02 | 73.25 | 40.45 | 56.48 |
| Increase/Decrease in % | 37.53 | 44.26 | -13.84% | 81.11 | (28.39) | 504.71 |
| Profit | | | | | | |
| Profit After Tax | 472.56 | (232.85) | 229.54 | 975.57 | 596.12 | 401.60 |
| Increase/Decrease in % | 302.94 | 231.93 | -76.47% | 63.65 | 48.44 | 37.67 |

The financial performance of a company is closely linked to its operational performance, as revenue from operations serves as a key indicator of business growth and success. A comparison of the revenue from operations for the financial year 2022-23 is Rs. 1,62,15,90,139 with the previous financial year 2021-22 of Rs. 1,01,54,54,748 provides insights into the company's financial and operational progress.

The significant increase in revenue from operations indicates substantial growth in the company's top line. This growth can be attributed to various factors, including increased sales volume, expansion into new markets or product lines, improved pricing strategies, and enhanced customer acquisition and retention efforts.

The higher revenue from operations suggests that the company has been successful in generating more sales and capturing a larger market share. It reflects the effectiveness of the company's operational activities, such as production, distribution, marketing, and sales. A strong operational performance typically leads to increased customer satisfaction, repeat business, and positive word-of-mouth, which, in turn, contribute to higher revenues.

Moreover, the growth in revenue from operations can be an indication of the company's ability to capitalize on market opportunities and adapt to changing customer demands. It reflects the company's competitive positioning within the lighting and fixtures industry and its effectiveness in meeting customer needs with its products and services.

By analysing these financial performance metrics alongside the revenue from operations, stakeholders can gain a comprehensive understanding of the company's operational efficiency, profitability, liquidity, and overall financial performance. This analysis can guide strategic decision-making, identify areas for improvement, and help ensure the company's long-term sustainability and success in the lighting and fixtures industry.

H. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

Your Company has undertaken employee's development initiatives, which have very positive impact on the morale and team spirit of the employees. The Company has continued to give special attention to human resources and overall development. The total number of people employed as on 31st March, 2023 are 182.

The Company has also recruited highly qualified and skilled professionals, to help in the growth and functioning of the Company. Your management feels proud to state that there were no instances of strikes, lockouts or any other action on part of the employees that affected the functioning of the Company. It is noteworthy that there is no Employee Union within the organization.

I. DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFOR, INCLUDING

The details in the change of 25% or more for financial year 2022-23 as compared to the Financial Year 2021-22 in key financial ratios along with detailed explanations, wherever required are mentioned in Note No. 1.34 to the Notes of Standalone Financial Statement.

**INDEPENDENT
AUDITOR'S REPORT
(STANDALONE)**

INDEPENDENT AUDITOR'S REPORT

To the Members of
Focus Lighting and Fixtures Limited
CIN L31500MH2005PLC155278
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the Standalone financial statements of **Focus Lighting and Fixtures Limited** ("the Company"), which comprise the balance sheet as at 31st March 2023, and the statement of Profit and Loss including the Statement of Other Comprehensive income, statement of cash flows and Statement of changes in Equity for the year then ended, and notes to the standalone financial statements, including 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 standalone financial statements give the information required by the Companies Act, 2013 ("the Act") 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, 2023, its profit and other comprehensive income, and its cash flows and the changes in Equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other 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.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no Key Audit Matters Reportable as per SA 701 issued by ICAI.

Information Other than the 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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, 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 such other information is materially inconsistent with the 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.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding

of 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 the 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 standalone 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.

Those 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 SAs 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 SAs, we exercise professional judgment and maintain professional skepticism 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 expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements 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 Company'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 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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 for the financial year ended March 31, 2023 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 terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (1) 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.
 - (2) 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.
 - (3) The Balance Sheet, the Statement of Profit and Loss and Other Comprehensive Income, the Cash Flow Statement and statement of changes in Equity dealt with by this Report are in agreement with the books of account.
 - (4) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (INDAS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (5) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - (6) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, the audit opinion is given in Annexure B forming part of this report.
 - (7) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (8) 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:
 - (a) The Company has disclosed details regarding pending litigations in Note 1.18 of financial statements, which would impact its financial position.
 - (b) The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - (d) (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds 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, whether, 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;

(ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds 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, whether, 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; and

(iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

- (e) The Final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
- (f) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For N P Patwa and Company
Chartered Accountants
FRN 107845W
UDIN : 23042384BGWAQS2153

Sd/-
Jitendra Shah
Partner
Membership Number- 42384
Date: 03.05.2023
Place: Mumbai

**ANNEXTURE A TO THE
INDEPENDENT
AUDITOR'S REPORT**

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Report as required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 (Refer to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date) With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31, 2023,

We report the following:

1.
 - (A) The Company has proper records related to full particulars including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company maintains proper records and related particulars in relation to the intangible asset.
 - (C) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noted on such verification. The immovable properties are held in the name of the company.
 - (D) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease arrangement are duly executed in favour of the lessee) are in held in the name of the Company
 - (E) The company has not revalued its Property, Plant and Equipment during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company.
 - (F) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the company
2.
 - (A) In our opinion, physical verification of inventory has been conducted at reasonable intervals by the management and the coverage and procedure of such verification by the management is appropriate. No material discrepancies were noticed on such verification.
 - (B) As disclosed in note 1.27 to the standalone financial statements, the Company has been sanctioned working capital limits in excess of five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/ statements filed by the Company with such banks and financial institutions are in agreement with the books of accounts of the Company.
3. (a) During the year the Company has (a) provided loans, advances in the nature of loans and stood guarantee to companies as follows :

Rupees in Lacs

| | Guarantees | Security | Loans | Advance In Nature of Loans |
|---|-------------------|-----------------|--------------|-----------------------------------|
| Aggregate amount granted/ provided during the year - Subsidiaries | Nil | Nil | Nil | Nil |
| Aggregate amount granted/ provided during the year – Subsidiaries | | | | |
| Aggregate amount granted/ provided during the year – Associates | Nil | Nil | 39.73 | Nil |
| Balance outstanding as at balance sheet date in respect of above cases – Subsidiaries | Nil | Nil | 113.17 | Nil |
| Balance outstanding as at balance sheet date in respect of above cases - Associates | Nil | Nil | 99.58 | Nil |

- (b) During the year the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans, investments and guarantees to companies are not prejudicial to the Company's interest.

- (c) In respect of loans and / or advance in the nature of loans granted to companies, the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular
- (d) There were no loans or advance in the nature of loan granted to companies which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (e) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company
4. Loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public. Therefore, the provisions of Clause (v) of paragraph 3 of the order are not applicable to the Company.
6. As explained to us, the Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for the company.
- 7.
- (A) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, Sales Tax, Wealth tax, Service tax, Duty of Customs, duty of Excise, Value Added Tax, GST, Cess and other statutory dues with the appropriate authorities to the extent applicable to it. There are no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, value added tax, duty of customs, duty of excise or cess which have remained outstanding as at March 31, 2023 for a period of more than 6 months from the date they became payable.
- (B) According to the information and explanations given to us, there are not any statutory dues referred in sub- clause (a) which have not been deposited on account of any dispute except TDS under Income Tax Act, 1961 as per detailed given below:

| Statute | Nature of dues | Amount (Rs.in lakhs) | Period to which the amount relates | Forum where the dispute is pending |
|-----------------|----------------|----------------------|------------------------------------|-------------------------------------|
| Income Tax Dues | TDS | 5.50 | Periods from 2007-08 to 2016-2017 | Assessing Officer for rectification |
| Income Tax Dues | TDS | 76.91 | Periods from 2019-2020 and 2020-21 | Assessing Officer for rectification |

8. In our opinion and according to the information and explanations given to us, there is not any transaction not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- 9.
- (A) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any loan or other borrowings or any interest due thereon to any lender.
- (B) In our opinion and according to the information and explanations given to us, the company has not been a declared wilful 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 loans were applied for the purpose for which the loans were obtained.
- (D) In our opinion and according to the information and explanations given to us, there are no funds raised on short term basis which have been utilised for long term purposes.
- (E) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (F) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- 10.
- (A) The Company has not raised money by way of initial public offer or further public offer (including debt instruments). Therefore, the provisions of Clause (x)(a) of paragraph 3 of the order are not applicable to the Company.
- (B) In our opinion and according to the information and explanations given to us, the company has made preferential allotment or private placement of shares during the year and the requirements

of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.

11.
 - (A) We have not noticed any case of fraud by the company or any fraud on the Company by its officers or employees during the year. The management has also not reported any case of fraud during the year.
 - (B) In view of the comments in para (A) above and the fact that there is fraud detected during the course of audit, we are not required to file report under sub-section (12) of section 143 of the Companies Act.
 - (C) As auditor, we did not receive any whistle- blower complaint during the year.
12. The company is not a Nidhi Company. Therefore, the provisions of Clause (xii) of paragraph 3 of the order are not applicable to the Company.
13. As per the information and explanations received to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable, and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards. Identification of related parties were made and provided by the management of the company.
14. (a) The Company has an internal audit system commensurate with the size and nature of its business.
(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us
15. The Company has not entered into any non-cash transactions with directors or persons connected with him for the year under review. Therefore, the provisions of Clause (xv) of paragraph 3 of the order 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.
 - (B) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
 - (C) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
 - (D) As per the information and explanations received, the group does not have any CIC as part of the group.
17. The company has not incurred cash loss in current financial year or in the previous financial year is Rs 65.99 Lacs.
18. There has been no resignation of the previous statutory auditors during the year.
19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
20. There is no unpaid liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility for the project other then ongoing project and therefore company is not required to transfer the amount to specified account.
21. The company is required to prepare consolidated financial statement. However, CARO,2020 is not applicable to the subsidiaries being Overseas Subsidiaries. Therefore, the provisions of Clause (xii) of paragraph 3 of the order are not applicable to the Company.

For N P Patwa and Company
Chartered Accountants
Firm Registration No.107845W
UDIN : 23042384BGWAQS2153
Sd/-
Jitendra Shah
Partner
Membership Number- 42384

Date: 03.05.2023
Place: Mumbai

Annexure B to the Independent Auditors' Report on the standalone financial statements of Focus Lighting and Fixtures Limited for the year ended 31st March 2023

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

We have audited the internal financial controls with reference to standalone financial statements of Focus Lighting and Fixtures Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to financial statements based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 the 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 with reference to financial statements were established and maintained and whether 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, 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 judgement, 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 with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements 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 controls with reference to financial statements include 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 authorisations of management and directors of the company; and (3) provide

reasonable assurance regarding prevention or timely detection of unauthorised 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 with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements 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, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements 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 (the "Guidance Note").

For N P Patwa & Company
Chartered Accountants
Firm Registration No.107845W
UDIN – 23042384BGWAQS2153

Sd/-
Jitendra Shah
Partner
Membership No. 042384
Place: Mumbai
Date: 03.05.2023

STANDALONE FINANCIAL STATEMENTS

FOCUS LIGHTING AND FIXTURES LIMITED

Standalone Balance Sheet as at 31st March, 2023

(Rs.in Lacs except EPS and Share Capital)

| | Particulars | Notes | 31-Mar-2023 | 31-Mar-2022 |
|-------------------------------|---|-------|------------------|-----------------|
| ASSETS | | | | |
| | Non-Current Assets | | | |
| | (a) Property, Plant and Equipments | 2 | 1,578.63 | 1,135.78 |
| | (c) Capital Work-In-progress | 2 | 195.67 | 110.41 |
| | (b) Intangible Assets | 2 | 29.14 | - |
| | (d) Right-of-use Assets | 3 | 359.98 | 321.15 |
| | (e) Financial Assets | | - | - |
| | (i) Investments | 4 | 62.59 | 62.08 |
| | (ii) Trade receivables | | - | - |
| | (iii) Loans | 5 | 313.36 | 172.63 |
| | (iv) Others Financial Assets | 6 | 1,113.00 | 78.59 |
| | (f) Deferred Tax Assets (net) | 7 | 227.67 | 139.79 |
| | (g) Other Non Current Assets | 8 | 21.19 | 21.19 |
| | (h) Income Tax Asset (net) | | | - |
| | Total Non-Current Assets | | 3,901.23 | 2,041.63 |
| | Current Assets | | | |
| | (a) Inventories | 9 | 3,457.57 | 2,069.95 |
| | (b) Financial Assets | | - | - |
| | (i) Investments | | - | - |
| | (ii) Trade Receivables | 10 | 3,550.41 | 2,932.77 |
| | (iii) Cash and Cash Equivalentents | 11 | 642.74 | 26.20 |
| | (iv) Other Balances with Banks other then (iii) above | - | - | - |
| | (v) Loans | 12 | 82.36 | 27.77 |
| | (vi) Others Current Fianncial Assets | | - | - |
| | (c) Current Tax Assets (net) | | - | - |
| | (d) Other Current Assets | 13 | 1,123.10 | 1,125.59 |
| | Total Current Assets | | 8,856.18 | 6,182.28 |
| | TOTAL ASSETS | | 12,757.42 | 8,223.91 |
| EQUITY AND LIABILITIES | | | | |
| | Equity | | | |
| | (a) Equity Share Capital | 14 | 1,305.01 | 1,013.58 |
| | (b) Other Equity | 15 | 7,796.37 | 2,653.98 |
| | (C) Share Warrant | 15 | | |
| | Total Equity | | 9,101.38 | 3,667.56 |
| LIABILITIES | | | | |
| | Non Current Liabilities | | | |
| | (a) Financial Liabilities | | | |
| | (i) Borrowings | 16 | - | 36.00 |
| | (ii) Trade Payable | | - | - |
| | (iii) Other financial Liabilities | 17 | 420.58 | 369.63 |
| | (b) Provisions | 18 | 118.12 | 103.31 |

| | | | | | |
|--|-----|---|----|------------------|-----------------|
| | (c) | Other Non-Current Liabilities | | - | - |
| | (d) | Deferred Tax Liabilities (net) | | | |
| | | Total Non-Current Liabilities | | 538.69 | 508.94 |
| | | Current Liabilities | | | |
| | (a) | Financial Liabilities | | | |
| | | (i) Borrowings | 19 | 295.00 | 220.34 |
| | | (ii) Trade Payables | 20 | 1,721.29 | 2,596.29 |
| | | (iii) Other Financial Liabilities | 21 | 488.80 | 514.15 |
| | (b) | Provisions | 22 | 43.99 | 80.92 |
| | (c) | Other Current Financial Liabilities | 23 | 329.19 | 581.99 |
| | (d) | Current Tax Liabilities (net) | 24 | 239.07 | 53.72 |
| | | Total Current Liabilities | | 3,117.34 | 4,047.41 |
| | | | | | |
| | | TOTAL EQUITY AND LIABILITIES | | 12,757.42 | 8,223.91 |
| | | The accompanying notes form 1 to 33 an integral part of the Financial State-ments | | - | - |

**In terms of our report of even date
For N P Patwa & Company
Chartered Accountants
FRN 107845W
UDIN 23042384BGWAQS2153**

**Sd/-
Jitendra C Shah
Partner
M No 042384**

**Dated : 3rd May 2023,
Mumbai**

**For and on behalf of the Board
Focus Lighting and Fixtures Limited
CIN : L31500MH2005PTC155278**

**Sd/-
Amit Sheth
Managing Director
DIN 01468052**

**Sd/-
Tarun Udeshi
Chief Financial Officer
PAN: AAJPU9806D**

**Sd/-
Deepali Sheth
Executive Director DIN
01141083**

**Sd/-
Drashti Senjaliya
Company Secretary
PAN: BHEPB9334G**

FOCUS LIGHTING AND FIXTURES LIMITED

Standalone Statement Profit & Loss for the year ended 31st March,2023

(Rs.in Lacs except EPS and Share Capital)

| Particulars | Notes | 31-Mar-2023 | 31-Mar-2022 |
|--|-----------|------------------|------------------|
| Revenue from Operations | 25 | 16,215.90 | 10,154.55 |
| Other Income | 26 | 70.88 | 94.50 |
| TOTAL INCOME | | 16,286.78 | 10,249.05 |
| EXPENSES | | | |
| Cost of Raw Materials Consumed | 27 | 6,665.77 | 4,007.87 |
| Purchase of Traded Goods | 28 | 3,262.43 | 2,981.13 |
| Changes in inventories of Finished Goods, Traded Goods | 29 | -657.50 | 3.39 |
| Employee Benefits Expense | 30 | 1,711.98 | 1,150.32 |
| Finance costs | 31 | 92.39 | 87.13 |
| Depreciation and Amortization Expense | 2 | 426.35 | 330.68 |
| Other Expenses | 32 | 1,888.88 | 1,200.19 |
| TOTAL EXPENSES | | 13,390.30 | 9,760.72 |
| Profit Before Exceptional Items and Tax | | 2,896.49 | 488.32 |
| Exceptional Items | | | - |
| Profit Before Tax | | 2,896.49 | 488.32 |
| Tax Expenses | | | |
| Current Tax | | 728.33 | 165.34 |
| Previous Year Tax | | 3.41 | 1.31 |
| MAT Credit Entitlement/Reversal | | - | - |
| Deferred Tax | | -78.44 | 27.76 |
| Profit for the year | | 2,243.20 | 349.44 |
| Other Comprehensive Income | | | |
| Items that will not be reclassified subsequently to Profit or Loss | 33 | | |
| Actuarial Gain on Defined Plan Liability | | 64.88 | - |
| Income tax on Actuarial Loss | | 16.33 | - |
| Actuarial Loss on Defined Plan Liability | | 15.06 | 67.15 |
| Income tax on Actuarial Loss | | -4.72 | -16.90 |
| Total Comprehensive Income Net of Tax | | 2,281.41 | 299.19 |
| Earnings per share before exception items- Face Value '10.00 per share | | | |
| (1) Basic (in') | | 17.43 | 2.95 |
| (2) Diluted (in') | | 17.16 | 2.87 |
| Earnings per share before exception items- Face Value '10.00 per share | | | |
| (1) Basic (in') | | 17.43 | 2.95 |

| | | | |
|--|--|--------------|--------------|
| (2) Diluted (in') | | 17.43 | 2.95 |
| Number of Shares | | 1,30,50,115 | 1,01,35,800 |
| Paid up Equity Share Capital (Paid-up Value Rs. 10/- Each) | | 13,05,01,150 | 10,13,58,000 |

The accompanying notes form 1 to 33 an integral part of the Financial Statements

In terms of our report of even date
For N P Patwa & Company
Chartered Accountants
FRN 107845W
UDIN 23042384BGWAQS2153

For and on behalf of the Board
Focus Lighting and Fixtures Limited
CIN : L31500MH2005PTC155278

Sd/-
Jitendra C Shah
Partner M No 042384
Mumbai, Dated : 3rd May 2023

Sd/-
Amit Sheth
Managing Director
DIN 01468052

Sd/-
Deepali Sheth
Executive Director
DIN 01141083

Sd/-
Tarun Udeshi
Chief Financial Officer
PAN: AAJPU9806D

Sd/-
Drashti Senjaliya
Company Secretary
PAN: BHEPB9334G

FOCUS LIGHTING AND FIXTURES LIMITED

STATEMENT OF STANDALONE AUDITED CASH FLOW FOR THE YEAR ENDED 31st MARCH,2023

| | | (Rs.in Lacs) | |
|-----------|---|------------------|----------------|
| | Particulars | 31-Mar-2023 | 31-Mar-2022 |
| A. | Cash Flow from Operating Activities | | |
| | Net profit before Tax as per Profit & Loss Account | 2,896.49 | 488.32 |
| | Adjusted for: | | - |
| | Assets Write off | 14.23 | 36.55 |
| | Depreciation | 426.35 | 330.68 |
| | Employee Benefit Expenses | 49.82 | -67.15 |
| | INDAS Lease Adjustment | 64.35 | 7.29 |
| | Provision for Doubtful Debts | 99.00 | 66.90 |
| | Loss / (Profit) on sale of Asset | - | 0.08 |
| | Dividend Paid | -50.68 | - |
| | ESOP Compensation | 23.43 | - |
| | Finance Cost | 92.39 | 87.13 |
| | Operating Profit before Working Capital Changes | 3,615.38 | 949.82 |
| | Adjusted for: | | |
| | (Increase)/ Decrease in Inventories | -1,387.62 | -425.81 |
| | (Increase)/ Decrease in Trade receivables | -716.65 | -886.05 |
| | (Increase)/ Decrease in Other Current assets | 2.49 | -533.42 |
| | Increase/ (Decrease) in Current Loans given | -54.58 | 8.84 |
| | Increase/ (Decrease) in Other Financial assets Non Current | -1,034.42 | -10.13 |
| | Increase/ (Decrease) in Other Non-Current Assets | 0.00 | -21.19 |
| | Increase/ (Decrease) in Provision | -36.93 | 64.03 |
| | Increase/ (Decrease) in Trade Payables | -875.00 | 949.05 |
| | Increase/ (Decrease) in Short Term Borrowings | 74.66 | -181.53 |
| | Increase/ (Decrease) in Other Current Liabilities | -25.35 | 426.69 |
| | Increase/ (Decrease) in Other current financial liabilities | -252.80 | 272.49 |
| | Increase/ (Decrease) in Other non current financial liabilities | 50.95 | -87.47 |
| | Increase/ (Decrease) in Non Current Provision | 14.81 | 103.31 |
| | | -625.05 | 628.62 |
| | Less: Taxes Paid | 743.34 | 166.65 |
| | Cash Flow from Operating Activities (A) | -1,368.39 | 461.97 |
| B. | Cash Flow from Investing Activities | | |
| | Purchase of Fixed Assets | -948.52 | -363.72 |
| | FD with Banks | -0.51 | 10.66 |
| | Sale of Fixed Assets | 0.00 | 0.00 |
| | | | |
| | Net Cash used in Investing Activities (B) | -949.03 | -353.06 |

| | | | |
|---------------|--|-----------------|----------------|
| C. | Cash Flow from Financing Activities | | |
| | Issue of Equity share Capital | | |
| | Repayment/Received of long term loans & advances | -176.73 | -34.02 |
| | Share Warrants | 0.00 | 0.00 |
| | Finance Cost | -92.39 | -87.13 |
| | Equity Shares Issued on preferntial basis / ESOP | 3,203.09 | 0.00 |
| | Restatement of Foreign Exchange Loan | 0.00 | 0.00 |
| | Net Cash used in Financing Activities (C) | 2,933.97 | -121.15 |
| | Net Increase/(Decrease) in Cash and Cash Equivalents (A + B + C) | 616.54 | -12.24 |
| | Opening Balance of Cash and Cash Equivalents | 26.20 | 36.66 |
| | Closing Balance of Cash and Cash Equivalents | 642.74 | 26.20 |
| Notes: | | | |
| 1 | The above Cash flow Statement has been prepared under the "Indirect Method" set out in Ind AS-7 on Statement of Cash flow. | | |
| 2 | Previous year figures have been reclassified to confirm with current Year's presentation, wherever applicable. | | |

**In terms of our report of even date
For N P Patwa & Company
Chartered Accountants
FRN 107845W
UDIN 23042384BGWAQS2153**

**Sd/-
Jitendra C Shah
Partner M No 042384
Mumbai,
Dated : 3rd May 2023**

**For and on behalf of the Board
Focus Lighting and Fixtures Limited
CIN : L31500MH2005PTC155278**

**Sd/-
Amit Sheth
Managing Director
DIN 01468052**

**Sd/-
Deepali Sheth
Executive Director
DIN 01141083**

**Sd/-
Tarun Udeshi
Chief Financial Officer
PAN: AAJPU9806D**

**Sd/-
Drashti Senjaliya
Company Secretary
PAN: BHEPB9334G**

FOCUS LIGHTING & FIXTURES LIMITED

F.Y. 2022-2023

2.0 FIXED ASSETS

| Block of Assets | Gross Block | | | | Depreciation | | | | Net Block | |
|--|---------------------|--------------------|--------------------|---------------------|---------------------|--------------------|--------------------|---------------------|---------------------|---------------------|
| | 01-04-2022 | Additions | Sale/Adj. | 31-03-2023 | 01-04-2022 | For the Year | Sale/Adj. | 31-03-2023 | 31-03-2023 | 31-03-2022 |
| | Rupees | Rupees | Rupees | Rupees | Rupees | Rupees | Rupees | Rupees | Rupees | Rupees |
| BUILDINGS | 6,13,01,679 | - | - | 6,13,01,679 | 1,87,93,109 | 39,95,853 | - | 2,27,88,962 | 3,85,12,717 | 4,25,08,570 |
| COMPUTERS AND DATA PROCESSING UNITS | 2,80,62,254 | 49,25,018 | 2,28,07,526 | 1,01,79,746 | 2,45,53,513 | 29,75,353 | 2,15,79,858 | 59,49,008 | 42,30,738 | 35,08,741 |
| ELECTRICAL INSTALLATIONS AND EQUIPMENT | 1,69,71,162 | 3,20,150 | - | 1,72,91,312 | 1,17,80,455 | 15,09,308 | - | 1,32,89,763 | 40,01,549 | 51,90,707 |
| FURNITURE AND FITTINGS | 3,13,27,434 | 23,51,915 | 37,07,609 | 2,99,71,740 | 2,23,14,442 | 30,17,058 | 34,60,661 | 2,18,70,839 | 81,00,901 | 90,12,991 |
| MOTOR VEHICLES | 69,97,510 | - | - | 69,97,510 | 52,47,149 | 5,03,621 | - | 57,50,770 | 12,46,740 | 17,50,361 |
| OFFICE EQUIPMENT | 88,74,457.59 | 12,23,107 | 19,33,826 | 81,63,739 | 77,80,341 | 7,33,124 | 18,37,301 | 66,76,164 | 14,87,575 | 10,94,117 |
| PLANT AND MACHINERY | 8,03,53,647.73 | 6,17,84,181 | 2,94,556 | 14,18,43,272 | 2,98,40,758 | 1,20,01,665 | 2,82,373 | 4,15,60,049 | 10,02,83,223 | 5,05,12,890 |
| WIP | 1,10,41,199.32 | 1,71,74,907 | - | 2,82,16,106 | - | - | 86,49,159 | 86,49,159 | 1,95,66,947 | 1,10,41,199 |
| Intangible Assets | - | 86,49,159 | - | 86,49,159 | - | 57,35,354 | - | 57,35,354 | 29,13,805 | - |
| Grand Total | 24,49,29,343 | 9,64,28,437 | 2,87,43,517 | 31,26,14,263 | 12,03,09,766 | 3,04,71,336 | 3,58,09,353 | 13,22,70,068 | 18,03,44,195 | 12,46,19,577 |

Annexures forming Part of Financial Statements

Note 2 :- Property, Plant and Equipments , Capital Work-In-progress

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|----------------------------|-----------------|-----------------|
| Tangible assets | 1,825.99 | 1,364.39 |
| Depreciation | 247.36 | 228.61 |
| Capital Work in Progress | 195.67 | 110.41 |
| Net Tangible assets | 1,578.63 | 1,135.78 |

Note 2 :- Intangible assets

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|------------------------------|--------------|-------------|
| Tangible assets | 86.49 | - |
| Depreciation | 57.35 | - |
| Net Intangible assets | 29.14 | - |

Note 3 :- Right-of-use Assets

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|---------------------------------|---------------|---------------|
| Right-of -use Assest | 481.62 | 423.23 |
| Depreciation | 121.64 | 102.07 |
| Net Right-of -use Assest | 359.98 | 321.15 |

Financial Assets - Non Current

Note: 4 Investments

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|---|--------------|--------------|
| Investment in equity of Wholly Owned Subsidiary * | | |
| (i) Shares of Focus Lighting & Fixtures PTE LTD (Unquoted investments, carried at cost) | 26.38 | 26.38 |
| | - | - |
| (i) Shares of Plus Light Tech (Unquoted investments, carried at cost) | 35.71 | 35.71 |
| | - | - |
| (i) Shares of Xandos Lighting & Fixtures Private Limited (Unquoted investments, carried at cost) | 0.51 | - |
| | - | - |
| TOTAL | 62.59 | 62.08 |

* Under previous GAAP, Investment in Subsidiaries were stated at cost and provisions made to recognise the decline, other than temporary decline. Under IND AS, the Company has elected to regard such carrying amount as at 31st March, 2020 as deemed cost at the date of transition.

Note: 5 Loans

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|-------------------------------------|---------------|---------------|
| (a) Loans to Related Parties | | |
| Considered Good - Unsecured | 313.36 | 172.63 |
| TOTAL | 313.36 | 172.63 |

| Note: 6 Other Financial Assets Non Current | | |
|---|--------------------|--------------------|
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| (a). Deposits with Banks | 1,051.57 | 22.66 |
| (b) Security Deposits | - | - |
| Considered Good - Unsecured | 61.43 | 55.93 |
| TOTAL | 1,113.00 | 78.59 |
| Note: 7 Deferred tax assets (net) | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Deferred Tax Assets | 227.67 | 139.79 |
| TOTAL | 227.67 | 139.79 |
| Note: 8 Other Non Current Assets | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Fair Value Plan Asset | 21.19 | 21.19 |
| TOTAL | 21.19 | 21.19 |
| Current Assest | | |
| Note: 9 Inventory | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Raw Material | 2,173.00 | 1,464.91 |
| Finished Goods | 646.18 | 355.30 |
| Stock in Trade | 605.24 | 238.62 |
| Packing Material | 33.15 | 11.12 |
| Goods in Transit | - | - |
| TOTAL | 3,457.57 | 2,069.95 |
| Financial Assets - Current | | |
| Note: 10 Trade receivables | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Trade receivables outstanding for a period exceeding six months from the date they were due | | |
| Secured, considered good | - | - |
| Unsecured, considered good | 413.49 | 563.47 |
| Other Trade receivables | - | - |
| Secured, considered good | - | - |
| Unsecured | 3,379.95 | 2,513.32 |
| Less : Less: Allowance for Credit Losses (RDD) | 243.03 | 144.03 |
| TOTAL | 3,550.41 | 2,932.77 |
| Note: 11 Cash and Cash Equivalents | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Balances with Bank | | |
| in current accounts | 565.53 | 26.02 |

| | | |
|-----------------------|---------------|--------------|
| Remittance in Transit | 75.05 | - |
| Cash on Hand | 2.16 | 0.18 |
| TOTAL | 642.74 | 26.20 |

There are no restrictions with regards to cash and cash equivalents as at the end of the reporting period and prior period.

Note: 12 Loans

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|-------------------------------|--------------|--------------|
| Unsecured and considered Good | | |
| Other Loans and Advances | 82.36 | 27.77 |
| FLFL Employees Welfare Trust | | |
| TOTAL | 82.36 | 27.77 |

* Loans given to Employees at market rate of return considered as Fair Value

Note: 13 Other Current Assets

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|----------------------------------|-----------------|-----------------|
| Advance to suppliers for Goods | 869.88 | 487.35 |
| Balance with Revenue Authorities | 225.25 | 591.46 |
| Prepaid Expenses | 27.97 | 46.77 |
| TOTAL | 1,123.10 | 1,125.59 |

Note 14 :- Equity Share Capital

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|--|-----------------|-----------------|
| Authorised Capital | | |
| 1,50,00,000 Equity Shares of ` Rs.10/- Each | 1,500.00 | 1,200.00 |
| Issued, Subscribed and Paid Up Capital | - | - |
| 1,30,50,115 Equity Shares of ` Rs 10/- Each Fully Paidup | 1,305.01 | 1,013.58 |
| Total Issued, subscribed and fully paid-up shares | 1,305.01 | 1,013.58 |

Note 14.1 :- Reconciliation of the shares outstanding at the beginning and end of the reporting year

| Particulars | 31-Mar-2023 | | 31-Mar-2022 | |
|--|--------------------|---------------------|--------------------|---------------------|
| | Equity Shares | | Equity Shares | |
| | Number of shares | Amount (Rs.) | Number of shares | Amount (Rs.) |
| Equity Shares | | | | |
| At the beginning of the year | 1,01,35,800 | 10,13,58,000 | 1,01,35,800 | 10,13,58,000 |
| Equity Shares Issued during the year | 29,56,315 | 2,95,63,150 | - | - |
| Less :- Amount Recoveable from ESPOs Trust | -42,000 | -4,20,000 | - | - |
| Outstanding at the end of the year | 1,30,50,115 | 13,05,01,150 | 1,01,35,800 | 10,13,58,000 |

During the Quarter ended 31.03.2023 the employees have subscribed to 55,500 Fully Paid up Equity Shares of the company of Rs.10 each at the offer price of Rs. 63 per share in terms of the Company's Employee Stock Option Scheme of 2019. The company had allotted 97,500 Equity shares to FLFL Employee Welfare Trust on 17.06.2022. The subscribed and paid up capital of the company Rs 13050115 is net of the 42,000 ESOP shares held with FLFL Employee Welfare Trust.

Note 14.2 :- Shares held by each shareholder holding more than 5% of equity share capital:

| Particulars | 31-Mar-2023 | | 31-Mar-2022 | |
|---------------------------------|------------------|---------------|------------------|---------------|
| | Equity Shares | | Equity Shares | |
| | No of Shares | % of holding | No of Shares | % of holding |
| Amit Vinod Sheth | 68,45,211 | 52.28% | 68,45,211 | 67.53% |
| Rajendra Suganchand Shah | 14,29,408 | 10.92% | - | |
| Rishi Rajendra Shah | 14,29,407 | 10.92% | - | |
| Shri Jay Pharma Exim LLP | - | 0.00% | 5,90,580 | 5.83% |
| TOTAL [5% & above] | 97,04,026 | 74.12% | 74,35,791 | 73.36% |

Note 14.3 Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting. In event of liquidation of the Company the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity shares held by the shareholders.

Note 15 :- Other Equity

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|--|-----------------|-----------------|
| Retained Earnings | | |
| Securities Premium Opening | | |
| Add Addition During the year | 75.10 | - |
| Add Addition During the year | 2,858.82 | - |
| Less :- Amount Recoverable from ESOPS | -32.92 | - |
| Stock Option FLFL Employee Welfare Turst | 10.66 | - |
| Profit and Loss Opening | 2,653.98 | 2,354.79 |
| Add : Transitional INDAS Adj | - | - |
| Profit / (Loss) for Current year as per IND AS | 2,281.41 | 299.19 |
| Less : Dividend to Share Holders | 50.68 | - |
| Closing Balance of Profit and Loss Account as per IND AS | 7,796.37 | 2,653.98 |
| Share Warrant | - | - |
| | 7,796.37 | 2,653.98 |

Financial Liability Non- Current**Note: 16 Borrowings**

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|--|-------------|---------------|
| <u>Secured</u> | | |
| Car Loan - HDFC Bank | - | - |
| Loan from AXIS Bank | - | 60.000 |
| Less: Current Maturity of Long term borrowings | - | -24.000 |
| | - | 36.000 |

Note: 17 Other Non-Current Financial Liabilities

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|-------------------|---------------|---------------|
| Lease Liabilities | 420.58 | 369.63 |
| | 420.58 | 369.63 |

| Note: 18 Non Current- Provisions | | |
|---|--------------------|--------------------|
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Fair Value of Defined Planned Obligation | 118.12 | 89.35 |
| Provision for Leave Encashment | - | 13.96 |
| | 118.12 | 103.31 |
| Financial Liabilities Current | | |
| Note: 19 Borrowings | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Secured Portion | - | - |
| Short Term Borrowings | - | 33.82 |
| Working Capital Loan: - | - | - |
| Indusind Bank | 295.00 | - |
| AXIS Bank Limited | - | 112.72 |
| HDFC Bank Limited | - | - |
| Unsecured Portion | - | - |
| a) From Directors | - | 73.80 |
| b) From Others | - | - |
| | 295.00 | 220.34 |
| Note: 20 Trade Payables | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Due to Micro, Small and Medium Enterprise | 620.72 | 1,441.71 |
| Others | 1,100.57 | 1,154.58 |
| | 1,721.29 | 2,596.29 |
| Note: 21 Other Financial Liabilities | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| (a) Creditors for Expenses | 450.46 | 384.54 |
| (b) Creditors for CAPEX | 38.34 | 129.61 |
| | 488.80 | 514.15 |
| Note: 22 Provisions | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Provision for Employee Benefit Expenses | 8.84 | 26.62 |
| Fair Value of Defined Planned Obligation | 35.15 | 17.79 |
| Provision for Leave Encashment | - | 36.52 |
| | 43.99 | 80.92 |
| Note: 23 Other Current Financial Liabilities | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Advance from Customers | 182.72 | 533.83 |
| Outstanding Expenses | 96.77 | 22.95 |
| Statutory Dues Payable | 49.70 | 25.21 |
| | 329.19 | 581.99 |

| Note: 24 Current Tax Liabilities - (Net) | | |
|---|--------------------|--------------------|
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Provision for Income tax Net Of Taxes paid | 239.07 | 53.72 |
| | 239.07 | 53.72 |
| Note : 25 Revenue from Operations | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Sales and other Operating Income | | |
| Sales Manufacturing | 12,129.77 | 6,454.62 |
| Sales Trading | 4,086.13 | 3,699.93 |
| | 16,215.90 | 10,154.55 |
| Note: 26 Other Income | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Interest | | |
| Bank Interest | 3.62 | 0.75 |
| Interest on loans | 21.17 | 16.81 |
| Interest on Security Deposit | 2.93 | 3.42 |
| Other INDAS Adjustments | - | - |
| Other Non-Operating Income | - | - |
| Miscellaneous Receipt | 13.80 | 35.29 |
| Profit on Sale of Fixed Assets | 0.88 | - |
| Gain on Financial Assets | - | - |
| Foreign Exchange Fluctuation | 28.47 | 38.22 |
| | 70.88 | 94.50 |
| Note: 27 Cost of Raw Material Consumed | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Raw Material Consumed | | |
| Opening Stock - Raw Material | 1,464.91 | 1,037.11 |
| Opening Stock - Packing Material | 11.12 | 9.73 |
| Raw Material Purchase | 7,395.89 | 4,437.07 |
| Less Closing Stock of Raw Material | 2,173.00 | 1,464.91 |
| Less Closing Stock of Packing Material | 33.15 | 11.12 |
| Raw Material Consumed | 6,665.77 | 4,007.87 |
| Note: 28 Purchase of Traded Goods | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Purchase of Stock in Trade | - | |
| - Domestic | 2,558.272 | 2,406.725 |
| - Import | 704.156 | 574.408 |
| Purchase of Stock in Trade | 3,262.428 | 2,981.133 |

| Note: 29 Changes in inventories of Finished Goods and Traded Goods | | |
|---|--------------------|--------------------|
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Opening | | |
| Finished Goods | 355.30 | 234.03 |
| Stock in Trade | 238.62 | 363.27 |
| | 593.92 | 597.31 |
| Closing | | |
| Finished Goods | 646.18 | 355.30 |
| Stock in Trade | 605.24 | 238.62 |
| | 1,251.42 | 593.92 |
| Increase/Decrease | | |
| Finished Goods | -290.89 | -121.26 |
| Stock in Trade | -366.61 | 124.65 |
| | -657.50 | 3.39 |
| Note : 30 Employee Benefits Expense | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Director's Remuneration | 142.25 | 103.13 |
| Salary, Wages & Bonus | 1,337.15 | 907.68 |
| Staff Welfare Expenses | 103.12 | 71.25 |
| Recruitment Expenses | 4.61 | 1.63 |
| Bonus To Employees | 23.92 | 4.47 |
| Mediclaime Expenses | 18.56 | 14.72 |
| Key Man Insurance | 2.24 | - |
| Gratuity Expenses | 23.27 | 19.36 |
| ESIC Expenses | 3.72 | 3.11 |
| Provident Fund Expenses | 29.71 | 24.97 |
| Employee Esop Compensation | 23.43 | - |
| | 1,711.98 | 1,150.32 |
| Note 31- Finance costs | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Interest Expenses | | |
| Interest on Bank Loan | 6.28 | 16.68 |
| Interest other | 6.28 | 9.49 |
| Interest on Statutory Dues | 2.05 | 0.11 |
| Bank Charges | 24.89 | 13.62 |
| Gratuity Interest Cost | 7.81 | - |
| Leave Encashment Interest Cost | - | - |
| Interest Expense on Loans & Advances | - | 0.39 |
| Adjustment for Lease in accordance with IND AS 116 | 45.08 | 46.83 |
| Demat Account Charges | 0.00 | - |
| | 92.39 | 87.13 |

| Note 32- Other Expenses | | |
|---|--------------------|--------------------|
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| <u>Manufacturing Expenses</u> | | |
| Electric Expenses | 34.79 | 18.37 |
| Labour Charges | 94.21 | 24.55 |
| Water Charges - Factory | 1.76 | 1.48 |
| Security Charges | 9.96 | 9.37 |
| Man Power Services | 207.12 | 133.13 |
| Factory Expenses | 4.82 | 1.74 |
| Rent Ahmedabad | 0.30 | - |
| Maintenance Charges | - | 0.25 |
| | 352.96 | 188.89 |
| <u>Administrative Expenses</u> | | |
| Telephone expenses | 8.93 | 9.71 |
| Printing Stationery | 10.81 | 8.16 |
| Donation | - | - |
| Rent | 1.93 | 0.30 |
| Audit Fees Remuneration - Statutory | 8.85 | 8.72 |
| Power Cost | 7.92 | 6.28 |
| Office Expenses | 19.12 | 22.78 |
| Secretarial Expenses | 20.44 | 4.95 |
| Membership & Subscription | 1.92 | 0.74 |
| Corporate Social Responsibility Expenses | 9.20 | 14.47 |
| Board Sitting Fees | 2.50 | 0.30 |
| Professional Tax (Company) | 0.03 | 0.03 |
| Legal And Professional Charges | 286.01 | 82.00 |
| Insurance Expenses | 7.05 | 4.22 |
| Assets Written off | 14.23 | 36.55 |
| Royalty Exp | - | - |
| Vehicle Running Expenses | 20.02 | 15.78 |
| Stamp Duty & Regsitation | 6.81 | - |
| <u>Repairs & Maintenance</u> | | |
| Others | 115.53 | 54.19 |
| Office Society Maintenance Charges | 5.70 | 3.62 |
| | 546.99 | 272.81 |
| | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| <u>Selling and Distribution Expenses</u> | | |
| VAT Assessment Dues | | - |
| Travelling Expenses | 154.28 | 73.25 |
| Sundry Balance W/Off | 18.79 | 44.45 |
| Discount and rate Difference | 0.01 | 0.01 |
| Advertisement Expenses | 6.88 | 2.36 |
| Business Promotion Exp. | 40.22 | 9.13 |
| Foreign Currency Fluctuation | - | 0.22 |

| | | |
|---|-----------------|-----------------|
| Miscellaneous Expenses | 14.10 | 4.26 |
| Exhibition Expenses | 22.50 | 24.75 |
| Commission | 78.48 | 200.48 |
| Freight & Transportation, Loading & Unloading | 231.78 | 233.97 |
| Packing Expenses | 14.71 | 6.36 |
| Selling Expenses | 77.14 | 10.79 |
| Installation Charges | 4.64 | 3.45 |
| Courier Charges | 46.81 | 31.74 |
| Inspection Charges | 12.28 | 14.44 |
| Export Document Process Charges | 1.69 | 1.21 |
| Provision for Doubtful Debtors | 99.00 | 66.90 |
| GST Expenses | 14.75 | - |
| Profit (Loss) on Sales of Assets | - | 0.08 |
| Prior Period Adjustments | 5.39 | 8.03 |
| Technical Fees (Royalty Exp) | 145.47 | 2.61 |
| | 988.92 | 738.50 |
| | | |
| Total | 1,888.88 | 1,200.19 |

Note :- 33 Other Comprehensive Income

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|--|--------------------|--------------------|
| Actuarial Loss on Defined Plan Liability | 15.06 | 67.15 |
| Actuarial Gain on Defined Plan Liability | -64.88 | - |
| Income tax on Actuarial Loss | -4.72 | - |
| Income tax on Actuarial Loss | 16.33 | - |
| | -38.21 | 67.15 |

**NOTES FORMING PART OF
THE STANDALONE
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31ST MARCH 2023**

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

Note 1 Significant Accounting Policies and Notes to Accounts

1A General Information

Focus Lighting and Fixtures Limited ('the Company') is an existing public limited company incorporated on 11th August 2005 under the provisions of the Companies Act, 1956 and exist within the purview of the Companies Act, 2013, having its registered office at 1007-1010, Corporate Avenue, Wing A, Sonawala Lane, Near Udyog Bhavan, Goregaon East, Mumbai 400 063.

The Company is in the business of Manufacturing and dealing in LED Lighting, Fixtures and Lighting Solutions. The equity shares of the Company are listed on National Stock Exchange of India Limited ("NSE"). The Standalone financial statements are presented in Indian Rupee (INR). The Standalone financial statements have been recommended for approval by the audit committee and is approved and adopted by their Board in their meeting held in Mumbai on 3rd May 2023.

1B Significant Accounting Policies & Notes to Accounts

This note provides a list of the significant accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented.

1.1 Basis Of Preparation & Measurement:

The Standalone financial statements of the company have been prepared in accordance with Indian Accounting standards ('Ind AS') notified by the Ministry of Corporate Affairs under section 133 of the Companies Act, 2013 ('Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and the relevant provisions of the Act.

The Standalone financial statements are prepared under the historical cost convention except for the following:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value; (Para 1.7)
- assets held for sale which are measured at lower of carrying value and fair value less cost to sell;
- defined benefit plans where plan assets are measured at fair value; (Para 1.12) and
- share-based payments at fair value as on the grant date of options given to employees.

Estimates, judgements and assumptions used in the preparation of the Standalone financial statements and disclosures are based upon management's evaluation of the relevant facts and circumstances as of the date of the Standalone financial statements, which may differ from the actual results at a subsequent date. The key estimates, judgements and assumptions are presented in note 1.2 below. The Company presents assets and liabilities in the balance sheet based on current and non-current classification. Deferred tax assets and liabilities are classified as non-current. The company has prepared the Standalone financial statements on the basis that it will continue to operate as a going concern. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period All other assets are classified as non-current. A liability is current when:
- It is expected to be settled in normal operating cycle,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period All other liabilities as classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

1.2 Key Accounting Estimates and Judgements

The preparation of financial statements in accordance with Ind AS requires management to make certain judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates, with the differences between the same being recognized in the period in which the results are known or materialize. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

Information about areas involving a higher degree of judgment or complexity or critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities are included in the following notes:

- (a) Measurement of defined benefit obligations;
- (b) Measurement of Provisions and likelihood of occurrence of contingencies;
- (c) Estimation of useful life;
- (d) Fair value measurements and valuation processes;

1.3 Property Plant & Equipment:

(a) Initial Measurement & Recognition

Items of Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of an item of Property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the assets to its working condition for its intended use with any trade discounts or rebates being deducted in arriving at purchase price. Cost of the assets also includes interest on borrowings if any attributable to acquisition of qualifying fixed assets incurred up to the date the asset is ready for its intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of Property, plant and equipment.

Cost of Items of Property, plant and equipment not ready for intended use as on the balance sheet date, is disclosed as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as Capital Advances under Other non-current Assets.

Any gain or loss on disposal of an item of property plant and equipment is recognised in statement of profit and loss.

(b) Subsequent expenditure

Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

(c) First-time Adoption – Deemed Cost

Upon first-time adoption of Ind AS, the Company has elected to measure all its property, plant and equipment at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1 April 2020.

(d) Intangible assets

An intangible asset shall be recognised if, and only if:

- (a) it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company; and
- (b) the cost of the asset can be measured reliably. Intangible assets are stated at cost less accumulated amortization and impairment.

Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use.

1.4 Depreciation:

Depreciation is provided on the Written down value method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013. Depreciation on assets added/disposed off during the year is provided on pro-rata basis from the date of addition or up to the date of disposal, as applicable.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

Useful life of asset is as given below:

| Asset block | Useful Lives (in years) |
|------------------------|-------------------------|
| Building – Office | 30 Years |
| Ownership Premises | 60 Years |
| Plant & Machinery | 15 Years |
| Furniture & Fixtures | 10 Years |
| Electric Installations | 10 Years |
| Office Equipment | 5 Years |
| Vehicles | 10 Years |
| Dies & Jigs | 15 Years |
| IT hardware | 3 Years |
| Laboratory Equipment | 15 years |

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year and adjusted prospectively, if appropriate

1.5 Impairment of non-financial assets:

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss

Impairment loss is recognized wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognized as an expense in the statement of profit and loss and carrying amount of the asset is reduced to its recoverable amount.

Reversal of impairment losses recognized in the prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased.

1.6 Investments in Subsidiaries:

Investments in subsidiaries are carried at Cost as per INDAS 27.

Upon first-time adoption of Ind AS, the Company has elected to measure its investments in subsidiaries at Cost on the date of transition to Ind AS i.e., 1st April, 2020.

1.7 Financial Instruments:

(A) Financial Assets

Recognition and measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified and measured at

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI)

(a) Measured at amortised cost:

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

(b) Measured at fair value through other comprehensive income:

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(c) Measured at fair value through profit or loss:

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value. The Company has made an election to measure the same at fair value through other comprehensive income (FVOCI) on an instrument-by-instrument basis.

Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of Financial Assets

In accordance with Ind AS 109-'Financial instruments', the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure: (a) Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits and bank balance.) (c) Lease receivables under Ind AS 116. (e) Loan commitments which are not measured as at FVTPL. For trade receivables and contract assets/ unbilled revenue, the Company applies the simplified approach required by Ind AS 109 Financial Instruments, which requires lifetime expected losses to be recognized from initial recognition. For recognition of impairment loss on other financial assets and risk exposure (other than purchased or originated credit impaired financial assets), the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment

loss allowance based on 12month ECL. For purchased or originated credit impaired financial assets, a loss allowance is recognized for the cumulative changes in lifetime expected credited losses since initial recognition.

(B) Financial Liabilities:

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

1.8 Fair Value Measurement Disclosures

The Fair Values of Financial assets and liabilities are determined at the amount at which the same could be sold or transferred in an orderly transaction between willing market participants at the measurement date.

Current Financial Assets & Liabilities

The Management has assessed that the fair Value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, and other short-term financial instruments approximate their carrying amounts largely due to the short term maturities of these instruments

Advances to Subsidiaries

The Company has an exposure of Rs.113.66 as at 31st Rs. 107.07 Lacs as at 31st March 2022 (Rs. 101.65 Lacs : 31st March 2021; Rs. 54.89 Lacs : 1st April 2020) in respect of advances given to Subsidiaries. Such advances have been reclassified as non-current financial asset. Interest is receivable on the same and the Management has assessed the fair value of the same which approximates the carrying amount of the said advances

1.9 Inventories

- A. Raw materials are valued at cost where costs are taken as weighted average costs of materials.
- B. Work-in-process is valued at cost of material and other costs to bring the material to present stage (including factory over-heads)
- C. Finished goods are valued at lower of Cost where costs are measured at Weighted Average Cost (including factory overheads and depreciation) or net realizable value.
- D. Traded goods are valued at lower of cost calculated as Weighted Average Cost or net realizable value.

1.10 Revenue Recognition

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. In case of export sales, revenue is recognized as on the date of bill of lading, being the effective date of dispatch. Revenue from the sale of goods is measured at the value of the consideration received or receivable, net of returns and discounts and net of all taxes.

Interest income on financial asset is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through

the expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instruments.

The Company recognises other income (including income from sale of scrap, income from claims received, etc.) on accrual basis. However, where the ultimate collection of the same is uncertain, revenue recognition is postponed to the extent of uncertainty. Rental income arising from operating leases is accounted for on a straight-line basis over lease terms unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases and is included in the Statement of profit or loss due to its operating nature

1.11. Taxation:

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest income/ expenses and penalties, if any, related to income tax are included in current tax expense.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is recognized using the tax rates enacted, or substantively enacted, by the end of the reporting period.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. In case of unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only to the extent there is virtual certainty that sufficient future taxable profits will be available against which the assets can be realized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

For the year ended 31st March, 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. The Company has no collateral in respect of these loans.

Deferred Tax Assets comprises and computed as follows:

Rs in Lacs

| Particulars of Timing Difference | Deferred Tax Assets | Deferred Tax Liability |
|--|---------------------|------------------------|
| Difference in Depreciation and Amortisation | 112.80 | Nil |
| Section 43B ; Gratuity, Leave Encashment, Finance cost ROU | 40.28 | Nil |
| Provisions for RDD | 61.17 | Nil |
| Finance Cost | 13.44 | Nil |
| Closing Balance Deferred Tax Asset | 227.69 | Nil |
| Opening Balance Deferred Tax Asset | 263.61 | Nil |
| Provision of Deferred Tax Expense | 35.94 | Nil |

1.12. Employee Benefits and Retirement Benefits

A. Short Term Obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in the same period in which the employees

render the related service and are measured at the amounts expected to be paid when the liabilities are settled.

Retirement benefit in the form of provident fund is a defined contribution plan. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related services. If the Contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already Paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the prepayment will lead to a reduction in future payment or a cash refund.

B. Other long-term employee benefit obligations

The group has policy to allow the enjoyment of the leave accrued during the financial year and leave remaining unutilized lapses at the end of financial year and group has not policy of allowing encashment of leave remaining unutilized.

C. Post-employment obligations

The Company operates the following post-employment schemes (a) defined benefit plans - gratuity and obligation towards shortfall of Provident Fund Trusts (b) defined contribution plans - Provident fund (RPFC Contributions), superannuation and pension.

Defined benefit plans :

The liability or asset recognised in the Standalone balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets excluding non-qualifying asset (reimbursement right). The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Standalone statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Standalone statement of changes in equity and in the balance sheet.

Insurance policy held by the Group from insurers who are related parties are not qualifying insurance policies and hence the right to reimbursement is recognised as a separate assets under other non-current and/or current assets as the case may be.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in Standalone profit or loss as past service cost.

Defined contribution plans :

In respect of certain employees, the Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. Such contributions are accounted for as employee benefit expense when they are due. Defined contribution to Employees Pension Scheme 1995 is made to Government Provident Fund Authority

The Company has made provision for gratuity for the year under review as certified. Disclosures as per IND AS 19 are given below:

| Particulars | GRATUITY (UNFUNDED) | | |
|---|---------------------|---------------|------------|
| | 31.03.2023 | 31.03.2022 | 01.04.2021 |
| Assumption & Other Details | | | |
| Discount Rate | - | - | - |
| Rate of Returns on Plan Assets | - | - | - |
| Salary Escalation | - | - | - |
| Attrition Rate | - | - | - |
| Normal Retirement age (Years) | - | - | - |
| Number of employees | - | - | - |
| Salary per month | - | - | - |
| | - | - | - |
| Changes in present value of obligations: | - | - | - |
| PVO at beginning of period | 107.13 | - | - |
| Interest cost | 7.81 | - | - |
| Current Service Cost | 23.27 | 107.13 | - |
| Transitional Liability incurred during the period | - | - | - |
| Past Service Cost | - | - | - |
| Transfer In/ (Out) Obligation | - | - | - |
| Loss/ (Gain) on Curtailments | - | - | - |
| Liabilities Extinguished/ Assumed | - | - | - |
| Benefits Paid | - | - | - |
| Actuarial (Gain)/Loss on obligation | 15.06 | - | - |
| PVO at end of period | 153.27 | 107.13 | - |
| | - | - | - |
| Fair Value of Plan Assets | - | - | - |
| Fair Value of Plan Assets at beginning of period | - | - | - |
| Expected Return on Plan Assets | - | - | - |
| Contributions by Employer | - | - | - |
| (Benefit Paid) | - | - | - |
| Actuarial Gains/(Losses) on Plan Assets | - | - | - |
| Fair Value of Plan Assets at end of period | - | - | - |
| | - | - | - |
| Recognition of Actuarial Gain/(Loss) | - | - | - |
| Actuarial Gain/(Loss) on Obligation for the period – Experience | - | - | - |
| Adjustment on Plan Liabilities | - | - | - |
| Actuarial Gain/(Loss) due to Change in Financial Assumptions | - | - | - |
| Actuarial Gain/(Loss) on asset for the period | - | - | - |
| Actuarial Gain/(Loss) recognized in P & L | - | - | - |
| | - | - | - |
| Actual Return on Plan Assets | - | - | - |
| Expected Return on Plan Assets | - | - | - |

| | | | |
|---|-------------|-----------|---|
| Actuarial Gains/(Losses) on Plan Assets | - | - | - |
| Actual Return on Plan Assets | - | - | - |
| | - | - | - |
| Amounts to be recognized in the balance sheet | - | - | - |
| Fair Value of Plan Assets at end of period | (153.27) | (107.13) | - |
| (Present Value of unfunded Obligations at end of period) | - | - | - |
| Unrecognised Past Service Cost At the End of the period | - | - | - |
| Unrecognised Past Transitional Liability At the End of the period | - | - | - |
| Net Asset/(Liability) recognized in the balance sheet | (153.27) | (107.13) | - |
| Expense recognized in the statement of P & L A/C | - | - | - |
| Current Service Cost | 23.27 | 107.13 | - |
| Interest cost | 7.81 | - | - |
| (Expected Return on Plan Assets) | - | - | - |
| Past Service Cost | - | - | - |
| Loss/ (Gain) on Curtailments and Settlement | - | - | - |
| Expense recognized in the statement of P&L A/C | 31.08 | 107.13 | - |
| OCI for the current period | | | |
| Components of Actuarial Gain/ Loss on Obligations | | | |
| Due to Change in Financial Assumptions | | | |
| Due to Change in Demographic Assumptions | - | - | - |
| Due to Experience Adjustments | 118.12 | 88.34 | |
| Return on Plan Assets (Excluding amounts included in Interest Income) | - | - | - |
| Amounts recognized in OCI | 118.12 | 88.34 | |
| Movements in the Liability recognized in Balance Sheet | | | |
| Opening Net Liability | | | |
| Expense as above | 35,14,749 | 18,79,178 | |
| Amounts recognized in OCI | 1,18,11,887 | 88,34,181 | |
| Net Transfer in | | | - |
| (Net Transfer Out) | | | - |
| Benefit Paid | | | - |
| (Employer's Contribution) | | | - |
| Closing Net Liability in Books of Accounts | 153.27 | 107.13 | |

Sensitivity Analysis

Rs in Lacs

| | DR: Discount Rate | | ER: Salary Escalation Rate | |
|-----|-------------------|------------|----------------------------|-------------|
| | PVO DR + 1% | PVO DR -1% | PVO ER + 1% | PVO ER - 1% |
| PVO | 142.63 | 165.55 | 161.17 | 146.12 |

Expected Payout

Rs in Lacs

| Year | Expected outgo First | Expected Outgo Second | Expected Outgo Third | Expected Outgo Fourth | Expected Outgo Fifth | Expected Outgo Six to Ten Years |
|---------|----------------------|-----------------------|----------------------|-----------------------|----------------------|---------------------------------|
| Payouts | 31.88 | 8.98 | 9.15 | 9.34 | 12.76 | 51.21 |

Asset Liability Comparisons

Rs in Lacs

| Year | 31-12-2019 | 31-12-2020 | 31-12-2021 | 31-03-2022 | 31-03-2023 |
|---------------------------------------|------------|------------|------------|------------|------------|
| PVO at the end of period | - | - | - | 107.13 | 153.27 |
| Plan Assets | - | - | - | | |
| Surplus/ (Deficit) | - | - | - | (107.13) | (153.27) |
| Experience adjustments on plan assets | - | - | - | - | |

1.13. Provisions, contingent liabilities and contingent assets

Provision

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or reliable estimate of the amount cannot be made, is termed as contingent liability.

The Company has various tax litigations pending before various authorities, the outcome of which are material but not practicable for the Company to estimate the timings of cash outflows. The total amount of Contingent Liability as on 31st March 2023 is Rs. 82,41,087.

Contingent assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. A contingent asset is not recognised but disclosed where an inflow of economic benefit is probable.

1.14. Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The Earning Per Share (EPS) for the company calculated as per the INDAS 33"earning Per Shares as follows:

| Particulars | ESP as on 31.03.2023 | EPS as on 31.03.2022 |
|-----------------------------|----------------------|----------------------|
| Earning Per Share – Basic | 17.43 | 2.95 |
| Earning Per Share – Diluted | 17.16 | 2.87 |

1.15. Cash Flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

1.16. Foreign Currency Transactions

Functional Currency Financial statements of the Companies are presented in Indian Rupees, which is also the functional currency.

Transactions and Translations

Foreign currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

1.17. Leases

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

A leased asset is depreciated on a straight-line basis over the useful life of the asset. However, if there is no reasonable certainty that the company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset or the lease term.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as Operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straightline basis over the lease term unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

1.18 Pending Litigations

Company has filed a Case in the Court of Learned Metropolitan Magistrate 43rd Court at Borivali on 1st March 2018 ,as per Section 138 of the Negotiable Instrument Act for Rs. 9,40,527/- on M/s Khushi Retail and Mr. Ajay Prusty (Proprietor of Khushi Retail). Outcome of the matter is expected in favour of the Company.

1) Earnings in Foreign Currency**Rs in Lacs**

| Particulars | Current Period | Previous Period |
|---------------------|----------------|-----------------|
| FOB value of Export | Rs. 1430.82 | Rs. 1329.27 |

2) Expenditure in Foreign Currency**Rs in Lacs**

| Particular | Current Period | Previous Period |
|---|----------------|-----------------|
| Expenditure in foreign currency (on payment basis) (net of tax, where applicable) | 177.86 | Rs 123.00 |
| CIF Value of Imports | Rs.4108.10 | Rs1288.33 |

3) Value of Imported & indigenous material consumed:**Rs in Lacs**

| Raw Materials: | Current Year | % | Previous Year | % |
|----------------|--------------|------|---------------|------|
| Indigenous | 4206.28 | 57% | Rs 3423.23 | 77% |
| Imported | 3189.61 | 43% | Rs 1013.83 | 23% |
| | 7,395.89 | 100% | Rs 4437.07 | 100% |

4) Auditors Remunerations (including GST, Service tax for Previous Year)**Rs in Lacs**

| Particular | Current Period (Rupees) | Previous Year (Rupees) |
|---------------------------------|-------------------------|------------------------|
| a) Statutory Audit | Rs. 5.70 | Rs 5.30 |
| b) Compliance | Rs. 1.00 | Rs 1.00 |
| c)Tax Audit | Rs. 0.80 | Rs 0.50 |
| d)Other Audit and Certification | Rs. 1.35 | Rs 1.92 |

5) Prior Period Expense**Rs in Lacs**

| Particular | Current Period | Previous Year |
|---|----------------|---------------|
| Legal and Professional charges | 1.22 | Rs 0.12 |
| Courier Charges | 0.15 | Rs.0.35 |
| Freight & transportation, Loading & Unloading | 0.13 | Rs 4.44 |
| Man Power services | | Rs 3.12 |
| Staff Welfare Expenses | 0.01 | |
| Royalty Exp | 1.31 | |
| Custom Duty Import / Handling Fees | 0.13 | |
| Travelling Expenses | 1.77 | |
| Installation Charges | 0.60 | |
| Repair & Maintance | 0.03 | |

1.20 Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk

- Liquidity risk and
- Market risk

A. Credit risk :-

Credit risk refers to the risk of default on its obligation by the counter-party resulting in a financial loss. The company is exposed to credit risk from its operating activities (primarily for trade receivables and loans) and from its financing activities (deposits with banks and other financial instruments).

Credit risk management: -

Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

i. Trade and other receivables :-

Credit risk on trade receivables is limited based on past experience and management's estimate.

Ageing of trade and other receivables that were not impaired was as follows

Rs in Lacs

| Carrying amount | 31-Mar-23 | 31-Mar-22 |
|-------------------------------|--------------------|-------------------|
| Neither Past due nor impaired | Rs. 3379.95 | Rs 2513.32 |
| Past due but not impaired | - | - |
| Past due more than 180 days | Rs. 413.49 | Rs 563.47 |
| TOTAL | Rs. 3793.44 | Rs 3076.80 |

ii. Cash and Cash Equivalentents

The Company held cash and bank balance with credit worthy banks of **Rs. 6,42,74,441/-** at March 31,2023 , and (26,19,964/- at March 31, 2022) and Term deposits with credit worthy banks **Rs 2,48,11,294/-** as at March 31, 2023 (Rs 22,66,192/- as at March 31, 2022) The credit risk on cash and cash equivalentents is limited as the Company generally invests in deposits with banks where credit risk is largely perceived to be extremely insignificant.

B. Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – trade payables and borrowings.

Liquidity risk management :-

The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. A material and sustained shortfall in cash flow could undermine the Company's credit rating and impair investor confidence.

The Company maintained a cautious funding strategy, with a positive cash balance throughout the year ended 31st March, 2023 and 31st March, 2022. This was the result of cash delivery from the business. Cash flow from operating activities provides the funds to service the financing of financial liabilities on a day-to-day basis. The Company's treasury department regularly monitors the rolling forecasts to ensure it has sufficient cash on-going basis to meet operational needs. Any short term surplus cash generated by the operating entities, over and above the amount required for working capital management and other operational requirements, are retained as cash and cash equivalentents (to the extent required).

| Maturities of non – derivative financial Liabilities | | | | (Rs. In Lacs) | |
|--|---------------------|------------------|---------------------|------------------|--|
| Particulars | As at 31 March 2023 | | As at 31 March 2022 | | |
| | Less than 1 year | More than 1 year | Less than 1 year | More than 1 year | |
| Financial Liabilities – Current | | | | | |
| Current Borrowings * | Rs. 295.00 | - | Rs 220.34 | - | |

| | | | | |
|----------------|--------------------|-----------------|-------------------|----------------|
| Trade payables | Rs. 1720.42 | Rs. 0.87 | Rs 2595.76 | Rs 0.52 |
| Total | Rs. 2015.42 | Rs. 0.87 | Rs 2816.10 | Rs 0.52 |

C. Market risk :-

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments. The Company is exposed to market risk primarily related to interest rate risk and the market value of the investments.

a. Currency Risk :-

The functional currency of the Company is Indian Rupee. Currency risk is not material, as the Company does not have any exposure in foreign currency.

b. Interest Rate Risk :-

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

According to the Company interest rate risk exposure is only for floating rate borrowings. Company does not have any floating rate borrowings on any of the Balance Sheet date disclosed in this financial statements.

c. Price Risk :-

Price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. It arises from financial assets such as investments in quoted instruments.

i. Fair value sensitivity analysis for fixed rate Instruments

The Company does not account for any fixed rate financial assets or financial liabilities at fair value through Profit or Loss. Therefore, a change in interest rates at the reporting date would not affect Profit or Loss.

ii. Cash flow sensitivity analysis for variable rate Instruments.

The company does not have any variable rate instrument in Financial Assets or Financial Liabilities.

1.21 Capital Management

The company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-today needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The management monitors the return on capital as well as the level of dividends to shareholders. The Company will take appropriate steps in order to maintain, or if necessary, adjust, its capital structure.

1.22 Related Party Transactions & Related Party Disclosures under Ind AS-24 "Related Party"

As per Indian Accounting standard 24 "Related Party Disclosures" the Company's related parties and transactions with them are disclosed below.

A) Directors, Key Management Personnel (KMP) & relatives of KMP

| | Name of Related Party | Relation with company |
|----|---|--|
| 1 | Arion Online Private Limited | Enterprise over which KMP and relatives exercise significant influence |
| 2 | Shethvinod Lighting Private Limited | Enterprise over which KMP and relatives exercise significant influence |
| 3 | Opti innovation N lighting solution private limited | Enterprise over which KMP and relatives exercise significant influence |
| 4 | Xandos Lighting And Fixtures Private Limited | Subsidiary |
| 5 | Plus Light Tech FZE | Wholly Owned Subsidiary |
| 6 | Focus lighting & Fixtures PTE limited | Wholly Owned Subsidiary |
| 7 | Mr. Amit Sheth | Key Managerial Personnel |
| 8 | Mrs. Deepali Sheth | Executive Director |
| 9 | Ms. Khushi Sheth | Non-Executive Director |
| 10 | Mr Chetan Shah | Independent Director |
| 11 | Mr Mahesh Rachh | Independent Director |
| 12 | Mr. Sanjay Gaggar | Independent Director |
| 13 | Mr Anil Verma | Independent Director (Resigned w.e.f 11.08.2022) |
| 14 | Mr Jigar Ghelani | Relative of Director |
| 15 | Mr Tarun Udeshi | Key Managerial Personnel |
| 16 | Mrs Drashti Senjaliya | Key Managerial Personnel |

B) Transactions during the year
Rs in Lacs

| Nature of Transaction | Independent Director | KMP/Director | Enterprise over which KMP and relative exercise significant influence. | Wholly Owned Subsidiary/ Subsidiary | Total |
|---|----------------------|--------------|--|-------------------------------------|---------|
| Expense incurred on behalf of Arion Online Arion Online Private Limited | | | 0.02 | | 0.02 |
| Interest on Loan Given Arion Online Private Limited | | | 0.81 | | 0.81 |
| Interest on Loan amount Received Arion Online Private Limited | | | 0.19 | | 0.19 |
| Received on account of Arion Online on account of expenses incurred in his behalf Arion Online Private Limited | | | 0.02 | | 0.02 |
| Payables Shethvinod lighting private limited | | | 1579.71 | | 1579.71 |
| Fixed Asset Shethvinod lighting private limited | | | 517.28 | | 517.28 |

| | | | | | |
|---|-----------------------------|---------------------|---|--|--------------|
| Purchase/Service Shethvinod lighting P Ltd | | | 4.58 | | 4.58 |
| Nature of Transaction | Independent Director | KMP/Director | Enterprise over which KMP and relative exercise significant influence. | Wholly Owned Subsidiary/ Subsidiary | Total |
| Loan Given Opti innovation N lighting solution private limited | | | 39.45 | | 39.45 |
| Loan Given are Repaid | | | 9.15 | | |
| Opti innovation N lighting solution private limited | | | | | 9.15 |
| Interest on Loan Given | | | 9.01 | | |
| Opti innovation N lighting solution private limited | | | | | 9.01 |
| Received on account of Opti Innovation on account of expenses incurred in his behalf Opti innovation N lighting solution private limited | | | 0.26 | | 0.26 |
| Expense incurred on behalf of Opti Innovation Opti innovation N lighting solution private limited | | | 0.26 | | 0.26 |
| Interest on Loan amount Received Opti innovation N lighting solution private limited | | | 2.20 | | 2.20 |
| Receivables | | | | | |
| Plus Light Tech FZE | | | | 1218.80 | 1218.8 |
| Payable Plus Light Tech FZE | | | | 99.39 | 99.39 |
| Sales Plus Light Tech FZE | | | | 1334.21 | 1334.21 |
| Purchase Plus Light Tech FZE | | | | 95.89 | 95.89 |
| Expense incurred on behalf of related party | | | | | |
| Plus Light Tech FZE | | | | 3.33 | 3.33 |
| Receivable Focus lighting & Fixtures PTE limited | | | | 149.51 | 149.51 |
| Sales Focus lighting & Fixtures PTE limited | | | | 118.36 | 118.36 |
| Interest on Loan Given Focus lighting & Fixtures PTE limited | | | | 6.09 | 6.09 |

| Nature of Transaction | Independent Director | KMP/Director | Enterprise over which KMP and relative exercise significant influence. | Wholly Owned Subsidiary/ Subsidiary | Total |
|--|-----------------------------|---------------------|---|--|--------------|
| Remuneration Mr. Amit Sheth | | 100.00 | | | 100.00 |
| Loan Taken are Repaid Mr. Amit Sheth | | 73.80 | | | 73.80 |
| Expense incurred on behalf of Amit Sheth Mr. Amit Sheth | | 1.68 | | | 1.68 |
| Received on account of Amit Sheth on account of expenses incurred in his behalf Mr Amit Sheth | | 1.68 | | | 1.68 |
| Reimbursement of expenses Amit Sheth | | 20.83 | | | 20.83 |
| Remuneration Mrs. Deepali Sheth | | 42.25 | | | 42.25 |
| Rent Paid Mrs. Deepali Sheth | | 6.55 | | | 6.55 |
| Expense incurred on behalf of Deepali Sheth Mrs Deepali Sheth | | 2.34 | | | 2.34 |
| Reimbursement of expenses Mrs Deepali Sheth | | 14.35 | | | 14.35 |
| Received from Deepali Sheth on account of expenses incurred on his behalf Mrs Deepali Sheth | | 2.34 | | | 2.34 |
| Sitting Fees Mr Chetan Shah | 0.65 | | | | 0.65 |
| Sitting Fees Mr Mahesh Rachh | 0.55 | | | | 0.55 |
| Sitting Fees Mr Anil Verma | 0.20 | | | | 0.20 |
| Sitting Fees Sanjay Surajmal Gaggar | 0.50 | | | | 0.50 |
| Sitting Fees Khushi Sheth | | 0.60 | | | 0.60 |
| Loan Given Xandos Lighting & Fixtures Private Limited (Subsidiary Company (51%)) | | | | 100.76 | 100.76 |
| Reimbursement of expenses Xandos Lighting & Fixtures Private Limited (Subsidiary Company (51%)) | | | | 34.06 | 34.06 |

| Nature of Transaction | Independent Director | KMP/Director | Enterprise over which KMP and relative exercise significant influence/Relative of Director. | Wholly Owned Subsidiary/ Subsidiary | Total |
|---|----------------------|--------------|---|-------------------------------------|--------|
| Interest on Loan Given Xandos Lighting & Fixtures Private Limited (Subsidiary Company (51%)) | | | | 3.25 | 3.25 |
| Remuneration (Relative of Director) Mr Jigar Ghelani | | | 109.11 | | 109.11 |
| Reimbursement of Expenses (Relative of Director) Mr Jigar Ghelani | | | 11.64 | | 11.64 |
| Remuneration Mr Tarun Udeshi | | 27.55 | | | 27.55 |
| Loan From RPT of Xandos Rajeev Dogra | | 36.00 | | | 36.00 |
| Loan From RPT of Xandos Amit Shashi Seth | | 6.50 | | | 6.50 |
| Reimbursement of expenses Mr Tarun Udeshi | | 0.53 | | | 0.53 |
| Reimbursement of expenses | | | | | |
| Ms Drashti Senjaliya | | 0.66 | | | 0.66 |
| Remuneration | | | | | |
| Ms Drashti Senjaliya | | 10.65 | | | 10.65 |

**C) Outstanding balances as on 31st March 2023
(Figures in bracket pertains to Previous Year)**

| Nature of Transaction | Independent Director | KMP/Director | Enterprise over which KMP and relative exercise significant influence. | Wholly Owned Subsidiary/ Subsidiary | Total |
|--|----------------------|--------------|--|-------------------------------------|----------------------------|
| Loan Given Arion Online Private Limited | - | | 7.63 (7.08) | | 7.63 (7.08) |
| Payable Shethvinod Lighting Private Limited | - | | -118.22 (932.26) | | -118.22 (932.26) |
| Purchase / Service Shethvinod Lighting Private Limited | - | | 4.58 (1252.46) | | 4.58 (252.46) |
| Fixed Assest Shethvinod Lighting Private Limited | - | | 517.21 (94.23) | | 517.21 (94.23) |
| | | | | | |

| Nature of Transaction | Independent Director | KMP/Director | Enterprise over which KMP and relative exercise significant influence. | Wholly Owned Subsidiary/ Subsidiary | Total |
|---|-----------------------------|-----------------------|---|--|----------------------------|
| Loan Given Opti Innovation N Lighting Solutions Private Limited | - | | 91.95 (55.73) | | 91.95 (55.73) |
| Payables Plus Light Tech FZE | | | | 191.14 (187.80) | 191.14 (187.80) |
| Receivables Plus Light Tech FZE | - | | | 708.15 (628.59) | 708.15 (628.59) |
| Sale Plus Light Tech FZE | - | | | 1334.21 (777.82) | 1334.21 (777.82) |
| Purchase Plus Light Tech FZE | | | | 95.89 (Nil) | 95.89 (Nil) |
| Commission Plus Light Tech FZE | | | | Nil (106.93) | Nil (106.93) |
| Expense incurred on behalf of related party Plus Light Tech FZE | | | | 3.33 (2.72) | 3.33 (2.72) |
| Loan Given Focus Lighting & Fixture PTE Limited | - | | | 113.17 (107.07) | 113.17 (107.07) |
| Sales Focus Lighting & Fixture PTE Limited | | | | 118.36 (39.46) | 118.36 (39.46) |
| Receivables Focus Lighting & Fixture PTE Limited | - | | | 61.55 (86.69) | 61.55 (86.69) |
| Loan Taken Mr Amit Sheth | - | Nil (73.80) | | | Nil (73.80) |
| Reimbursement expenses | - | 0.35 | | | 0.35 |
| Mrs Deepali Sheth | - | (Nil) | | | (Nil) |
| Reimbursement expenses Amit Sheth | | 2.20 (Nil) | | | 2.20 (Nil) |
| Reimbursement of exp Xandos Lighting & Fixtures Private Limited | | | | 34.06 (Nil) | 34.06 Nil |
| Loan Given Xandos Lighting & Fixtures Private Limited | | | | 97.88 (Nil) | 97.88 (Nil) |
| Nature of Transaction | Independent Director | KMP/Director | Enterprise over which KMP and relative exercise significant influence. | Wholly Owned Subsidiary/ Subsidiary | Total |
| Loan Given Mr Tarun Udeshi | - | Nil (2.50) | | | Nil (2.50) |
| Loan From RPT of Xandos Rajeev Dogra | | 36.00 (Nil) | | | 36.00 (Nil) |
| Loan From RPT of Xandos Amit Shashi Seth | | 6.50 (Nil) | | | 6.50 (Nil) |

1.23 Corporate Social Responsibility (CSR)

The company is covered under section 135 of the Companies Act, 2013 and following are the details with regards to CSR activities of the company:

| Rs. In Lakh | |
|---|--|
| Particulars | As at 31st March 2023 |
| (i) amount required to be spent by the company during the year, | Rs. 9.20 |
| (ii) amount of expenditure incurred,(Includes Previous Year's excess Spent) | Rs. 9.20 |
| (iii) Short Fall at the end of the year | Nil |
| (iv) total of previous year's shortfall | Nil |
| (v) Reason for Short Fall | NA |
| (vi) nature of CSR activities, | Animal Welfare and promoting education |
| (vii) Related Party Transaction | Nil |
| (viii) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately. | NA |

1.24 Trade Receivables outstanding

| Rs in Lacs | | | | | | |
|---|---|--------------------------|------------------|------------------|--------------------------|--------------------|
| Particular | Outstanding for following periods from due date of payment | | | | | Total |
| | Less than 6 months | 6months - 1 years | 1-2 years | 2-3 years | More than 3 years | |
| i) Undisputed - considered good | Rs. 3379.95 | Rs.140.22 | | | | Rs. 3520.18 |
| ii) Undisputed - considered doubtful | | | Rs. 36.46 | Rs. 10.88 | Rs. 222.22 | Rs.269.56 |
| iii) Disputed - considered good | | | | | | |
| iv) Disputed - considered doubtful | | | | | Rs. 3.71 | Rs. 3.71 |

1.25 Trade payable outstanding

| Rs in Lacs | | | | | | |
|-------------------|---|--------------------------|------------------|------------------|--------------------------|--------------|
| Particular | Outstanding for following periods from due date of payment | | | | | Total |
| | Less than 6 months | 6months - 1 years | 1-2 years | 2-3 years | More than 3 years | |
| MSME | Rs. 620.72 | - | - | - | - | Rs.620.72 |
| Others | Rs. 1094.83 | Rs. 4.87 | Rs. 0.34 | Rs. 0.49 | Rs.0.03 | Rs.1100.57 |

| | | | | | | |
|------------------------------|---|---|---|---|---|---|
| Disputed Dues- MSME | - | - | - | - | - | - |
| Disputed Dues- Others | - | - | - | - | - | - |

1.26 Micro, Small AND Medium Enterprises:

The Company has amount due to MSME as follows:

| Particulars | FY 2022-23 | FY 2021-22 | FY 2020-21 |
|---|------------|-------------|------------|
| the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year | Rs. 620.72 | Rs. 1441.71 | Rs. 988.34 |
| the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year | 0 | 0 | 0 |
| the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006; | 0 | 0 | 0 |
| the amount of interest accrued and remaining unpaid at the end of each accounting year; and | 0 | 0 | 0 |
| the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. | 0 | 0 | 0 |

Note : The company does not account for interest on payments to MSME beyond stipulates period of 45 days as per MSME Act , as in the past ni such interest is claimed or paid to the vendors.

1.27 Security For Banking Facilities

Cash Credit, Packing Credit and demand working capital loan from banks are primarily secured by hypothecation of stock and book debts and term loan from banks were secured by pari-passu charge on all the immoveable properties of the Company and hypothecation of moveable assets.

1.28 The Company has not made any transactions with the struck off companies during the previous Year.

1.29 The Company has no any Virtual Currency / Crypto Currency transactions during the Year.

1.30 The Company has not been declared willful defaulter by any bank or financial institution or government or any

1.31 The Company does not have any pending creation of charge and satisfaction as well as registration of charge with Registrar of Companies.

1.32 No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

1.33 Segment Reporting

The Company Operates in two Segments viz.

- A. Own Manufactured and
- B. Trading

a) SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED FOR THE YEAR ENDED ON MARCH 31, 2023

(Rs. In Lacs)

| Particulars | 31.03.2023 | 31.03.2022 |
|--|-----------------|------------------|
| Segment Revenue | | |
| a) Own Manufactured | 12129.77 | 6,454.62 |
| b) Trading | 4086.13 | 3,699.93 |
| Net Sales/Income From Operation | 16215.90 | 10,154.55 |
| Segment Results | | |
| a) Own Manufactured | 2605.31 | 528.09 |
| b) Trading | 383.56 | 47.37 |
| c) Unallocable | | - |
| Less : Interest and Finance Charges | 92.39 | 87.13 |
| Total Segment Result before Tax | 2896.49 | 488.33 |
| Less: Other Unallocable Expenditure | | - |
| Total Profit before Tax | 2896.49 | 488.33 |
| Capital Employed | | |
| (Segment Assets - Segment Liabilities) | | |
| a) Own Manufactured | 6163.62 | 3,268.21 |
| b) Trading | 1124.13 | 139.51 |
| c) Unallocable | 1813.63 | 281.02 |
| TOTAL CAPITAL EMPLOYED | 9101.38 | 3,688.75 |

Items of Incomes, Expenses, Assets or even Liabilities including but not limited to borrowings as well as advances, provision for taxation, common administrative expenses, which are not directly attributable/identifiable/allocable to an operating segment have been shown as Unallocable items.

b) SEGMENT WISE ASSETS AND LIABILITIES FOR THE YEAR ENDED ON MARCH 31, 2023

(Rs. In Lacs)

| Particulars | 31.03.2023 | 31.03.2022 |
|-----------------------------|-----------------|-----------------|
| Segment Assets | | |
| a) Own Manufactured | 7904.62 | 5,961.76 |
| b) Traded Goods | 2646.83 | 1,948.59 |
| Other Un - allocable assets | 2205.96 | 313.56 |
| Total Segment Assets | 12757.42 | 8,223.91 |
| Segment Liabilities | | |
| a) Own Manufactured | 1741.00 | 2,693.55 |

| | | |
|----------------------------------|----------------|-----------------|
| b) Traded Goods | 1522.70 | 1,809.08 |
| Other Un-allocable Liabilities | 392.33 | 53.72 |
| Total Segment Liabilities | 3656.04 | 4,556.35 |

1.34 Financial Ratio:-

| Particulars | Numerator | Denominator | 31st March, 2023 | 31st March, 2022 | Change | Where the change between the ratios of Previous Year and Preceding Previous Year exceeds 25%, the Management has provided following explanation for the same |
|---|---------------------------------|--|------------------|------------------|--------|---|
| (a) Current Ratio, | Current Assets | Current Liability | 2.84 | 1.53 | 86% | The company has fresh issue of Equity shares to investors and overall increase in turnover coupled with strategy to sale against advance has improved the working capital cycle and resultant improvement in the ratio. |
| (b) Debt-Equity Ratio, | Total Borrowings | Shareholder's Equity | 0.06 | 0.07 | -15% | |
| (c) Debt Service Coverage Ratio, | Net Operating Income | Finance Cost | 31.77 | 6.60 | 381% | Increase in turnover and profitability resulted in the increase in this ratio. Also COVID impact has been diluted. |
| (d) Return on Equity Ratio, | Net Profit | Shareholder's Equity | 0.25 | 0.10 | 151% | Increase in turnover and profitability resulted in the increase in this ratio. Also COVID impact has been diluted. |
| (e) Inventory turnover ratio, | COGS | Average Inventory | 3.35 | 3.87 | -13% | |
| (f) Trade Receivables turnover ratio/ Debtors Turnover Ratio | Total Net Sales | Average Trade Receivables | 5.00 | 4.02 | 24% | |
| (g) Trade payables turnover ratio, | Total net Purchases | Average Trade payables | 4.94 | 3.50 | 41% | The overall increase in turnover coupled with strategy to sale against advance has improved the working capital cycle and resultant improvement in the ratio. |
| (h) Net capital turnover ratio, | Net Sales | average Working Capital | 4.12 | 5.02 | -18% | |
| (i) Net profit ratio or Operating Profit margin ratio, | Net Profit | Net Sales | 0.14 | 0.03 | 369% | Increase in turnover and profitability resulted in the increase in this ratio. Also COVID impact has been diluted. |
| (j) Return on Capital employed, | Earning before Tax and Interest | Shareholder's Equity+longterm debt+ deferred Tax Laibility | 0.31 | 0.16 | 96% | Increase in turnover and profitability resulted in the increase in this ratio. Also COVID impact has been diluted. |

| | | | | | | |
|----------------------------------|--|----------------------------------|------|------|------|--|
| (k) Return on investment. | Closing Networth - Opening Net Worth - Net cash Flow | (Opening Networth-Net cash Flow) | 1.48 | 0.73 | 103% | Increase in turnover and profitability resulted in the increase in this ratio. Also COVID impact has been diluted. |
|----------------------------------|--|----------------------------------|------|------|------|--|

1.35 Other Information required as per Schedule III of Companies Act, 2013

(a) Stock of Trading Goods

| Particulars | Opening Stock | | Closing Stock | |
|-------------------------|---------------|-------------|---------------|-------------|
| | 2022-23 | 2021-22 | 2022-23 | 2021-22 |
| | In Rs. Lacs | In Rs. Lacs | In Rs. Lacs | In Rs. Lacs |
| LED Lights and Fixtures | 238.62 | 363.27 | 605.18 | 238.62 |

(b) Stock of Manufacturing Goods

| Particulars | Opening Stock | | Closing Stock | |
|------------------|---------------|-------------|---------------|-------------|
| | 2022-23 | 2021-22 | 2022-23 | 2021-22 |
| | In Rs. Lacs | In Rs. Lacs | In Rs. Lacs | In Rs. Lacs |
| Raw Material | 1464.91 | 1037.11 | 2173.00 | 1464.91 |
| Packing Material | 11.12 | 9.73 | 33.15 | 11.12 |
| Finished Goods | 355.30 | 234.03 | 646.18 | 355.30 |

(c) Sales

| Particulars | Value | Value |
|-------------------------|-------------|-------------|
| | 31-Mar-2023 | 31-Mar-2022 |
| | In Rs. Lacs | In Rs. Lacs |
| LED Lights and Fixtures | | |
| - Manufacturing | 12129.77 | 6,454.62 |
| - Trading | 4086.13 | 3,699.93 |

(d) Consumption Raw Materials

| Particulars | Value | Value |
|--|-------------|-------------|
| | 31-Mar-2023 | 31-Mar-2022 |
| | In Rs. Lacs | In Rs. Lacs |
| LED, Housing, Reflector, Adaptors, Accessories | 6665.77 | 4,007.87 |

(e) Purchase of Stock in Trade:

| Particulars | Value | Value |
|------------------|-------------|-------------|
| | 31-Mar-2023 | 31-Mar-2022 |
| | In Rs. Lacs | In Rs. Lacs |
| LED and Fixtures | 3262.43 | 2981.13 |

- 1.36** The previous year figures have been regrouped /reclassified wherever considered necessary. Figures have been rounded off to the nearest rupee.
- 1.37** The accompanying notes are an integral part of the financial statements.

**For N P Patwa and Co.
Chartered Accountants
Firm Reg No 107845W
UDIN 23042384BGWAQS2153**

**For and On Behalf of the Board
Focus Lighting and Fixtures Limited
CIN L31500MH2005PTC155278**

**Sd/-
Jitendra Shah
Partner
M No 042384**

**Date : 03.05.2023
Mumbai**

**Sd/-
Amit V Sheth
Managing Director
DIN 01468052**

**Tarun Udeshi
Chief Financial officer
PAN: AAJPU9806D**

**Sd/-
Deepali A Sheth
Director
DIN 01141083**

**Drashti Senjaliya
Company Secretary
PAN: BHEPB9334G**

**INDEPENDENT
AUDITOR'S
REPORT
(CONSOLIDATED)**

INDEPENDENT AUDITOR'S REPORT

To the Members of
Focus Lighting and Fixtures Limited
CIN L31500MH2005PLC155278
Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the Consolidated financial statements of **Focus Lighting and Fixtures Limited** (“the Holding Company”) and its subsidiaries (the Holding company and its Subsidiaries together referred to as “the Group”) which comprise the balance sheet as at 31st March 2023, and the statement of Profit and Loss including the Statement of Other Comprehensive income, statement of cash flows and Statement of changes in Equity for the year then ended, and notes to the Consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statement”).

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 as amended (“the Act”) 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 Group as at March 31, 2023, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other 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 on the Consolidated Financial Statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no Key Audit Matters Reportable as per SA 701 issued by ICAI.

Information Other than the 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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated 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.

Responsibilities of Management for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 SAs 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 consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated 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 expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements 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 ability of the Group Consolidated 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 consolidated 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 Group Consolidated to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group Consolidated of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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 consolidated financial statements for the financial year ended March 31, 2023 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.

Other Matter

The accompanying consolidated financial statements include unaudited financial statement and other unaudited financial information in respect of three subsidiaries, whose financial statement and other financial information reflect total assets of Rs 1189.25 Lacs as at March 31, 2023, and total revenues of Rs 2170.68 Lacs and net cash outflows of Rs 55.69 Lacs for the year ended on that date. These unaudited financial statements and other unaudited financial information have been furnished to us by the management. Our opinion, in so far as it relates amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial statement and other unaudited financial information.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

- (a) We/the other auditors whose report we have relied upon 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 of the aforesaid consolidated financial statements,
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors,
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements,
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended,
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies, is disqualified as on March 31, 2023 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 with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.
- (g) In our opinion and based on the consideration of reports of other statutory auditors, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Holding Company, its subsidiary incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act,
- (h) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:
 1. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group Consolidated in its consolidated financial statements – Refer Note 1.19 to the consolidated financial statements,
 2. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts,
 3. There was no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, incorporated in India during the year ended March 31, 2023.
 4.
 - a. The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b. The respective managements of the Holding Company and its subsidiaries Consolidated which are companies incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries Consolidated from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries Consolidated shall, whether, 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; and
- c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- d. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

For N P Patwa and Company
Chartered Accountants
FRN 107845W
UDIN : 23042384BGWAQT7654

Sd/-
Jitendra Shah
Partner
Membership Number- 42384
Date: 03.05.2023
Place: Mumbai

ANNEXTURE A TO THE INDEPENDENT AUDITOR'S REPORT

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF FOCUS LIGHTING AND FIXTURES LIMITED

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

In conjunction with our audit of the consolidated financial statements of Focus Lighting and Fixtures Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") Consolidated, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group Consolidated, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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 the respective 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements 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, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. 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 with reference to consolidated financial statements 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, 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 judgement, 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements 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 with reference to consolidated financial statements 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 with Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial

statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements 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 Group Consolidated, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31,2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For N P Patwa and Company Chartered Accountants

FRN 107845W

UDIN : 23042384BGWAQT7654

Sd/-

Jitendra Shah

Partner

Membership Number- 42384

Date: 03.05.2023

Place: Mumbai

CONSOLIDATED FINANCIAL STATEMENTS

FOCUS LIGHTING AND FIXTURES LIMITED

Consolidated Balance Sheet as at 31st March ,2023

Rupees In Lacs

| Particulars | | Notes | 31-Mar-2023 | 31-Mar-2022 |
|---------------------------------|---|-------|------------------|-----------------|
| ASSETS | | | | |
| Non-Current Assets | | | | |
| (a) | Property, Plant and Equipments | 2 | 1,586.41 | 1,138.45 |
| (b) | Capital Work-In-progress | 2 | 195.67 | 110.41 |
| (c) | Intangible Assest | 2 | 29.14 | - |
| (d) | Right-of-use Assets | 2 | 449.06 | 321.15 |
| (e) | Financial Assets | | - | - |
| | (i) Investments | | - | - |
| | (ii) Trade receivables | | - | - |
| | (iii) Loans | 3 | 102.31 | 65.56 |
| | (iv) Others Financial Assets | 4 | 1,141.79 | 94.14 |
| (f) | Deferred Tax Assets (net) | 5 | 227.67 | 139.79 |
| (g) | Other Non Current Assets | 6 | 21.19 | 21.19 |
| (h) | Income Tax Asset (net) | | - | - |
| Total Non-Current Assets | | | 3,753.24 | 1,890.69 |
| Current Assets | | | | |
| (a) | Inventories | 7 | ,850.76 | 2,363.41 |
| (b) | Financial Assets | | - | - |
| | (i) Investments | | - | - |
| | (ii) Trade Receivables | 8 | 3,161.31 | 2,471.16 |
| | (iii) Cash and Cash Equivalents | 9 | 735.11 | 62.88 |
| | (iv) Other Balances with Banks other then (iii) above | - | - | - |
| | (v) Loans | 10 | 83.43 | 28.73 |
| | (vi) Others | | - | - |
| (c) | Current Tax Assets (net) | | - | - |
| (d) | Other Current Assets | 11 | 1,191.33 | 1,142.10 |
| Total Current Assets | | | 9,021.94 | 6,068.27 |
| TOTAL ASSETS | | | 12,775.18 | 7,958.97 |
| EQUITY AND LIABILITIES | | | | |
| Equity | | | | |
| (a) | Equity Share Capital | 12 | 1,305.01 | 1,013.58 |
| (b) | Other Equity | 13 | 7,689.57 | 2,510.89 |
| (c) | #REF! | | - | - |
| Total Equity | | | 8,994.58 | 3,524.47 |
| LIABILITIES | | | | |
| Non Current Liabilities | | | | |
| (a) | Financial Liabilities | | | |

| | | | | | |
|--|-----|-----------------------------------|----|------------------|-----------------|
| | | (i) Borrowings | 14 | - | 36.00 |
| | | (ii) Trade Payable | | - | - |
| | | (iii) Other financial Liabilities | 15 | 512.66 | 369.63 |
| | (b) | Provisions | 16 | 118.12 | 103.31 |
| | (c) | Other Non-Current Liabilities | | - | - |
| | (d) | Deferred Tax Liabilities (net) | | - | - |
| Total Non-Current Liabilities | | | | 630.78 | 508.94 |
| Current Liabilities | | | | | |
| | (a) | Financial Liabilities | | | |
| | | (i) Borrowings | 17 | 295.00 | 220.34 |
| | | (ii) Trade Payables | 18 | 1,721.29 | 2,608.00 |
| | | (iii) Other Financial Liabilities | 19 | 377.74 | 332.10 |
| | (b) | Provisions | 20 | 43.99 | 80.92 |
| | (c) | Other Current Liabilities | 21 | 472.73 | 630.48 |
| | (d) | Current Tax Liabilities (net) | 22 | 239.07 | 53.72 |
| Total Current Liabilities | | | | 3,149.82 | 3,925.56 |
| TOTAL EQUITY AND LIABILITIES | | | | 12,775.18 | 7,958.97 |
| The accompanying notes form 1 to 35 an integral part of the Financial Statements | | | | | |

In terms of our report of even date
For N P Patwa & Company
Chartered Accountants
FRN 107845W
UDIN: 23042384BGWAQT7654

For and on behalf of the Board
Focus Lighting and Fixtures Ltd.
CIN : L31500MH2005PTC155278

Sd/-
Jitendra C Shah
Partner M No 042384
Mumbai, Dated : 3rd May 2023
Place :Mumbai

Sd/-
Amit Sheth
Managing Director
DIN 01468052

Sd/-
Deepali Sheth
Executive Director
DIN 01141083

Sd/-
Tarun Udeshi
Chief Financial Officer
PAN: AAJPU9806D

Sd/-
Drashti Senjaliya
Company Secretary
PAN: BHEPB9334G

FOCUS LIGHTING AND FIXTURES LIMITED

Consolidated Statement of Profit & Loss for the year ended 31st March, 2023

Rupees In Lacs

| Particulars | Notes | 31-Mar-2023 | 31-Mar-2022 |
|--|-------|------------------|------------------|
| Revenue from Operations | 23 | 16,858.38 | 10,539.12 |
| Other Income | 24 | 137.73 | 115.65 |
| TOTAL INCOME | | 16,996.12 | 10,654.77 |
| EXPENSES | | | |
| Cost of Materials Consumed | 25 | 6,665.77 | 4,007.87 |
| Purchase of Stock in Trade | 26 | 3,345.70 | 3,087.05 |
| Changes in inventories of Finished Goods, Traded Goods | 27 | -757.24 | -112.01 |
| Employee Benefits Expense | 28 | 2,105.72 | 1,461.47 |
| Finance costs | 29 | 103.34 | 82.98 |
| Depreciation and Amortization Expense | 2 | 458.65 | 336.14 |
| Other Expenses | 30 | 2,151.65 | 1,196.73 |
| TOTAL EXPENSES | | 14,073.58 | 10,060.23 |
| Profit Before Exceptional Items and Tax | | 2,922.54 | 594.54 |
| Exceptional Items | | | - |
| Profit Before Tax | | 2,922.54 | 594.54 |
| Tax Expenses | | | |
| Current Tax | | 728.33 | 165.34 |
| Previous Year Tax | | 3.41 | 1.31 |
| MAT Credit Entitlement/Reversal | | - | - |
| Deferred Tax | | -78.44 | 27.76 |
| Profit for the year before adjustment of Minority Income | | 2,269.25 | 455.66 |
| Adjustment for Minority Interest in Subsidiary Share of Loss | | 46.92 | |
| Profit for the year | | 2,316.17 | 455.66 |
| Other Comprehensive Income | | | |
| Items that will not be reclassified subsequently to Profit or Loss | | | - |
| Foreign Exchange Gain | | 6.09 | 4.48 |
| Actuarial Gain on Defined Plan Liability | | 64.88 | - |
| Income tax on Actuarial Loss | | 16.33 | - |
| Actuarial Loss on Defined Plan Liability | | 15.06 | 67.15 |
| Income tax on Actuarial Loss | | -4.72 | -16.90 |
| Total Comprehensive Income for the year | | 2,360.47 | 409.89 |

| | | | |
|--|--|-------|------|
| Earnings per share - Face Value '10.00 per share | | | |
| (1) Basic (in') | | 18.03 | 4.04 |
| (2) Diluted (in') | | 17.76 | 3.93 |
| The accompanying notes form 1 to 31 an integral part of the Financial Statements | | | |

**In terms of our report of even date
For N P Patwa & Company
Chartered Accountants
FRN 107845W
UDIN: 23042384BGWAQT7654**

**For and on behalf of the Board
Focus Lighting and Fixtures Ltd.
CIN : L31500MH2005PTC155278**

**Sd/-
Jitendra C Shah
Partner
Mmbership No 042384
Mumbai, Dated : 3rd May
2023**

**Sd/-
Amit Sheth
Managing Director
DIN 01468052**

**Sd/-
Deepali Sheth
Executive Director
DIN 01141083**

**Sd/-
Tarun Udeshi
Chief Financial Officer
PAN: AAJPU9806D**

**Sd/-
Drashti Senjaliya
Company Secretary
PAN: BHEPB9334G**

FOCUS LIGHTING AND FIXTURES LIMITED

Consolidated Cash Flow Statement For The Year Ended 31st March, 2023

| | | (Rs in Lacs) | |
|-------------|--|------------------|-----------------|
| Particulars | | 31-Mar-2023 | 31-Mar-2022 |
| A. | Cash Flow from Operating Activities | | |
| | Net profit before Tax as per Profit & Loss Account | 2,922.54 | 607.14 |
| | Adjusted for: | | |
| | Depreciation | 458.65 | 336.14 |
| | Assets Write off | 14.23 | 36.55 |
| | Employee Benefit Expenses | 49.82 | -67.15 |
| | INDAS Adjustment Lease | 58.16 | 7.29 |
| | Provision for Doubtful Debts | 99.00 | 66.90 |
| | (Profit)/Loss on sale of Assets | -0.88 | 0.08 |
| | Dividend | -50.68 | 0.00 |
| | Finance Cost | 103.34 | 88.40 |
| | Operating Profit before Working Capital Changes | 3,654.18 | 1,075.35 |
| | Adjusted for: | | |
| | (Increase)/ Decrease in Inventories | -1,487.35 | -541.21 |
| | (Increase)/ Decrease in Trade receivables | -789.16 | -805.18 |
| | (Increase)/ Decrease in Other Current assets | -54.70 | -239.92 |
| | (Increase)/ Decrease in Current Loans given | -49.22 | -282.87 |
| | (Increase)/ Decrease in Long term Loans given | -36.75 | -4.71 |
| | (Increase)/ Decrease in Other Financial assets (non -current) | -1,047.65 | 0.00 |
| | Increase/ (Decrease) in Provision (current) | -36.93 | 64.03 |
| | Increase/ (Decrease) in Trade Payables | -886.71 | 927.38 |
| | Increase/ (Decrease) in Other Current Liabilities | -157.74 | 371.96 |
| | Increase/ (Decrease) in Other Non- current financial liabilities | 143.03 | -87.47 |
| | Increase/ (Decrease) in Other current financial liabilities | 45.64 | 159.43 |
| | Increase/ (Decrease) in Provision (non-current) | 14.81 | 103.31 |
| | Increase/ (Decrease) in Current tax liabilities | 0.00 | 53.72 |
| | (Increase)/ Decrease in Other Non-Current Assets | 0.00 | -25.33 |
| | | -688.56 | 768.49 |
| | Less: Taxes Paid | 743.34 | 166.65 |
| | Cash Flow from Operating Activities (A) | -1,431.91 | 601.84 |
| B. | Cash Flow from Investing Activities | | |
| | Purchase of Fixed Assets | -1,045.67 | -363.72 |
| | Sales Proceeds from Fixed Assets | 1.64 | 0.03 |
| | FD with Banks | 0.00 | 14.51 |
| | Currency Fluctuation | 9.75 | 0.00 |
| | Net Cash used in Investing Activities (B) | -1,034.28 | -349.18 |
| C. | Cash Flow from Financing Activities | | |
| | Issue of Equity share Capital | | |

| | | | |
|--------|--|-----------------|----------------|
| | Repayment/Received of long term loans & advances | -36.00 | -34.02 |
| | Proceeds from Other Short-Term Borrowings | 74.67 | -181.53 |
| | Preferential Allotment of Shares and ESOP | 3,203.09 | 0.00 |
| | Finance Cost | -103.34 | -88.40 |
| | Currency Fluctuation | 0.00 | 0.00 |
| | Net Cash used in Financing Activities (C) | 3,138.42 | -303.95 |
| | Net Increase/(Decrease) in Cash and Cash Equivalents (A + B + C) | 672.23 | -51.29 |
| | Opening Balance of Cash and Cash Equivalents | 62.88 | 114.17 |
| | Closing Balance of Cash and Cash Equivalents | 735.11 | 62.88 |
| Notes: | | | |
| 1 | The above Cash flow Statement has been prepared under the "Indirect Method" set out in Ind AS-7 on Statement of Cash flow. | | |
| 2 | Previous year figures have been reclassified to confirm with current Year's presentation, wherever applicable. | | |
| 3 | This is the cashflows Statement referred to in our report of even date. | | |

**In terms of our report of even date
For N P Patwa & Company
Chartered Accountants
FRN 107845W
UDIN: 23042384BGWAQT7654**

**For and on behalf of the Board
Focus Lighting and Fixtures Ltd.
CIN : L31500MH2005PTC155278**

**Sd/-
Jitendra C Shah
Partner
Membership No 042384
Mumbai, Dated : 3rd May 2023**

**Sd/-
Amit Sheth
Managing Director
DIN 01468052**

**Sd/-
Deepali Sheth
Executive Director
DIN 01141083**

**Sd/-
Tarun Udeshi
Chief Financial Officer
PAN: AAJPU9806D**

**Sd/-
Drashti Senjaliya
Company Secretary
PAN: BHEPB9334G**

FOCUS LIGHTING & FIXTURES LIMITED

F.Y. 2022-2023

2.0 TANGIBLE ASSETS

| Block of Assets | Gross Block | | | | Depreciation | | Assets written off | Net Block | | |
|--|----------------------|---------------------|---------------------|----------------------|----------------------|------------------------|--------------------|---------------------|----------------------|----------------------|
| | 01-04-2022 Rupees | Additions Rupees | Sale/Adj. Rupees | 31-03-2023 Rupees | 01-04-2022 Rupees | For the Year Rupees | | Sale/Adj. Rupees | 31-03-2023 Rupees | 31-03-2023 Rupees |
| BUILDINGS | 6,13,01,679 | - | - | 6,13,01,679 | 1,87,93,109 | 39,95,853 | - | 2,27,88,962 | 3,85,12,717 | 4,25,08,570 |
| COMPUTERS AND DATA PROCESSING UNITS | 2,95,36,521 | 50,75,277 | 2,42,81,793 | 1,03,30,005 | 2,59,60,037 | 30,20,420 | 2,30,17,995 | 59,62,462 | 43,67,543 | 35,76,484 |
| ELECTRICAL INSTALLATIONS AND EQUIPMENT | 1,69,71,162 | 3,20,150 | - | 1,72,91,312 | 1,17,80,455 | 15,09,308 | - | 1,32,89,763 | 40,01,549 | 51,90,707 |
| FURNITURE AND FITTINGS | 3,13,27,434 | 23,89,989 | 37,07,609 | 3,00,09,813 | 2,23,14,442 | 30,27,363 | 34,60,661 | 2,18,81,144 | 81,28,669 | 90,12,991 |
| MOTOR VEHICLES | 81,04,721 | - | - | 81,04,721 | 61,55,289 | 6,20,766 | - | 67,76,055 | 13,28,667 | 19,49,433 |
| OFFICE EQUIPMENT | 88,74,458 | 18,88,107 | 19,33,826 | 88,28,739 | 77,80,341 | 8,20,441 | 18,37,301 | 67,63,480 | 20,65,258 | 10,94,117 |
| PLANT AND MACHINERY | 8,03,53,647 | 6,17,84,181 | 2,94,556 | 14,18,43,271 | 2,98,40,758 | 1,20,01,665 | 2,82,373 | 4,15,60,049 | 10,02,83,222 | 5,05,12,889 |
| WIP | 1,10,41,199 | 1,71,74,907 | - | 2,82,16,106 | - | 86,49,159 | 86,49,159 | 86,49,159 | 1,95,66,947 | 1,10,41,199 |
| Intangible Assets | | 86,49,159 | | 86,49,159 | - | 57,35,354 | 57,35,354 | 57,35,354 | 29,13,805 | |
| Grand Total | 24,75,10,821 | 9,72,81,770 | 3,02,17,784 | 31,45,74,806 | 12,26,24,430 | 3,07,31,170 | 3,72,47,489 | 13,34,06,429 | 18,11,68,377 | 12,48,86,391 |

Annexures forming Part of Financial Statements

Note 2 :- Depreciation and Property, Plant and Equipments , Capital Work-In-progress

Rupees In Lacs

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|----------------------------|-----------------|-----------------|
| Tangible assets | 1,836.37 | 1,372.52 |
| Depreciation | 249.96 | 234.07 |
| Capital Work in Progress | 195.67 | 110.41 |
| Net Tangible assets | 1,586.41 | 1,138.45 |

Note 2 :- Intangible Assest

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|------------------------------|--------------|-------------|
| Tangible assets | 86.49 | - |
| Depreciation | 57.35 | - |
| Net Intangible assets | 29.14 | - |

Note 2 :- Depreciation and Right-of-use Assets

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|---------------------------------|---------------|---------------|
| Right-of -use Assest | 600.40 | 423.23 |
| Depreciation | 151.34 | 102.07 |
| Net Right-of -use Assest | 449.06 | 321.15 |

Financial Assets - Non Current

Note: 3 Loans

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|-------------------------------------|---------------|--------------|
| (a) Loans to Related Parties | | |
| Considered Good - Unsecured | 102.31 | 65.56 |
| (b) Other Loans | | |
| Considered Good - Unsecured | | |
| TOTAL | 102.31 | 65.56 |

Note: 4 Other Financial Assets Non Current

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|--------------------------------|-----------------|--------------|
| (a) Deposits with Banks | 1,051.57 | 22.66 |
| | - | - |
| b) Security Deposits | 90.22 | 71.48 |
| Considered Good - Unsecured | | |
| TOTAL | 1,141.79 | 94.14 |

| Note: 5 Deferred tax assets (net) | | |
|--|--------------------|--------------------|
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Deferred Tax Assets | 227.67 | 139.79 |
| TOTAL | 227.67 | 139.79 |
| Note: 6 Other Non Current Assets | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Fair Value Plan Asset | 21.19 | 21.19 |
| TOTAL | 21.19 | 21.19 |
| Current Assest | | |
| Note: 7 Inventories | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Raw Material | 2,173.00 | 1,464.91 |
| Packing Material | 33.15 | 11.12 |
| Finished Goods | 646.18 | 355.30 |
| Stock in Trade | 799.03 | 532.08 |
| Goods in Transit | 199.40 | - |
| TOTAL | 3,850.76 | 2,363.41 |
| Note: 8 Trade receivables | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Trade receivables outstanding for a period exceeding six months from the date they were due | | |
| Secured, considered good | | |
| Unsecured | 439.06 | 464.94 |
| Other Trade receivables | - | - |
| Secured, considered good | - | - |
| Unsecured | 2,965.29 | 2,150.24 |
| Less : Less: Allowance for Credit Losses (RDD) | 243.03 | 144.03 |
| TOTAL | 3,161.31 | 2,471.16 |
| Note: 9 Cash and Cash Equivalentents | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Balances with Bank | | |
| On current accounts | 657.05 | 62.56 |
| Remittance in Transit | 75.05 | - |
| Cash on Hand | 3.01 | 0.32 |
| TOTAL | 735.11 | 62.88 |
| There are no restrictions with regards to cash and cash equivalentents as at the end of the reporting period and prior period. | | |

| Note: 10 Loans | | |
|---|--------------------|--------------------|
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Unsecured and considered Good | | |
| Staff Loan* | 83.43 | 28.73 |
| TOTAL | 83.43 | 28.73 |
| * Loans given to Employees at market rate considered as Fair Value. | | |
| Note: 11 Other Current Assets | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Advance to Suppliers | 907.67 | 490.78 |
| Balance with Revenue Authorities | 239.18 | 591.46 |
| Prepaid Expenses | 44.47 | 59.86 |
| TOTAL | 1,191.33 | 1,142.10 |
| Note 12 :- Share Capital | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Authorised Capital | | |
| 1,50,00,000 Equity Shares of ` Rs.10/- Each | 1,500.00 | 1,200.00 |
| Issued, Subscribed and Paid Up Capital | - | - |
| 1,30,50,115 Equity Shares of ` Rs 10/- Each Fully Paidup | 1,305.01 | 1,013.58 |
| Total Issued, subscribed and fully paid-up shares | 1,305.01 | 1,013.58 |

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Note 12.1 :- Reconciliation of the shares outstanding at the beginning and end of the reporting year

| Particulars | 31-Mar-2023 | | 31-Mar-2022 | |
|--|--------------------|---------------------|--------------------|---------------------|
| | Equity Shares | | Equity Shares | |
| | Number of shares | Amount (Rs.) | Number of shares | Amount (Rs.) |
| Equity Shares | | | | |
| At the beginning of the year | 1,01,35,800 | 10,13,58,000 | 1,01,35,800 | 10,13,58,000 |
| Equity Shares Issued during the year | 29,56,315 | 2,95,63,150 | - | - |
| Less :- Amount Recoveable from ESPOs Trust | -42,000 | -4,20,000 | - | - |
| Outstanding at the end of the year | 1,30,50,115 | 13,05,01,150 | 1,01,35,800 | 10,13,58,000 |

During the Quarter ended 31.03.2023 the employees have subscribed to 55,500 Fully Paid up Equity Shares of the company of Rs.10 each at the offer price of Rs. 63 per share in terms of the Company's Employee Stock Option Scheme of 2019. The company had allotted 97,500 Equity shares to FLFL Employee Welfare Trust on 17.06.2022. The subscribed and paid up capital of the company Rs 13050115 is net of the 42,000 ESOP shares held with FLFL Employee Welfare Trust.

Note 12.2 :- Shares held by each shareholder holding more than 5% of equity share capital:

| Particulars | 31-Mar-2023 | | 31-Mar-2022 | |
|---------------------------------|------------------|---------------|------------------|---------------|
| | Equity Shares | | Equity Shares | |
| | No of Shares | % of holding | No of Shares | % of holding |
| Amit Vinod Sheth | 68,45,211 | 52.28% | 68,45,211 | 67.53% |
| Rajendra Suganchand Shah | 14,29,408 | 10.92% | - | |
| Rishi Rajendra Shah | 14,29,407 | 10.92% | - | |
| Shri Jay Pharma Exim LLP | - | 0.00% | 5,90,580 | 5.83% |
| TOTAL [5% & above] | 97,04,026 | 74.12% | 74,35,791 | 73.36% |

Note 12.3 Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting. In event of liquidation of the Company the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity shares held by the shareholders.

| Note 13 :- Other Equity | | |
|---|--------------------|--------------------|
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Securities Premium Opening | | |
| Add Addition During the year | 75.10 | |
| Add Addition During the year | 2,858.82 | |
| Less :- Amount Recoverable from ESOPS | -32.92 | |
| | - | |
| Stock Option FLFL Employee Welfare Turst | 10.66 | |
| | 2,911.66 | |
| Retained Earnings | | |
| Profit and Loss Opening | 2,510.89 | 2,092.87 |
| Profit / (Loss) for Current year as per Previous GAAP | - | - |
| Adj: Transition Adj | - | - |
| Profit / (Loss) for Current year as per IND AS | 2,360.47 | 409.89 |
| Exchange Profit / Loss on Consolidation | 3.66 | 8.13 |
| Less : Dividend to Share Holders | 50.68 | - |
| Adjustment for Minoity Interest in Subsidairy Share of Loss | -46.43 | - |
| Closing Balance of Profit and Loss Account as per IND AS | 7,689.57 | 2,510.89 |
| | 7,689.57 | 2,510.89 |
| Financial Liability Non- Current | | |
| Note: 14 Borrowings | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Secured | | |
| Car Loan - HDFC Bank | | - |
| Loan from AXIS Bank | - | 60.00 |
| Less: Current Maturity of Long term borrowings | - | -24.00 |
| | | |
| | - | 36.00 |
| Note: 15 Other Financial Liabilities - Non-Current | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Lease Liabilities | 512.66 | 369.63 |
| | 512.66 | 369.63 |
| Note: 16 Non Current- Provisions | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Fair Value of Defined Planned Obligation | 118.12 | 89.35 |
| Provision for Leave Encashment | - | 13.96 |
| | 118.12 | 103.31 |

| Financial Liabilities Current | | |
|---|--------------------|--------------------|
| Note: 17 Borrowings | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Secured Portion | | |
| Short Term Borrowings | - | 33.82 |
| Working Capital Loan: - | - | - |
| AXIS Bank Limited | - | 112.72 |
| Indusind Bank | 295.00 | - |
| Unsecured Portion | | |
| a) From Directors * | - | 73.80 |
| b) From Others | 0.00 | - |
| | 295.00 | 220.34 |
| Note: 18 Trade Payables | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Due to Micro and Small Enterprise | 620.72 | 1,441.71 |
| Other than Micro and Small Enterprise | 1,100.57 | 1,166.29 |
| | 1,721.29 | 2,608.00 |
| Note: 19 Other Financial Liabilities | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| (a) Creditors for Expenses | 339.40 | 202.49 |
| (b) Creditors for CAPEX | 38.34 | 129.61 |
| | 377.74 | 332.10 |
| Note: 20 Provisions | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Provision for Employee Benefit Expenses | 8.84 | 26.62 |
| Fair Value of Defined Planned Obligation | 35.15 | 17.79 |
| Provision for Leave Encashment | - | 36.52 |
| | 43.99 | 80.92 |
| Note: 21 Other Current Financial Liabilities | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Advance from Customers | 254.74 | 543.12 |
| Outstanding Expenses | 155.85 | 50.43 |
| Statutory Dues Payable | 62.15 | 36.93 |
| | 472.73 | 630.48 |
| Note: 22 Current Tax Liabilities | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Provision for Income tax | 239.07 | 53.72 |
| | 239.07 | 53.72 |

| Note : 23 Revenue from Operations | | |
|---|--------------------|--------------------|
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Sales and other Operating Income | | |
| Sales of Products | | |
| Sales Manufacturing | 12,129.77 | 6,454.62 |
| Sales Trading | 4,728.61 | 4,084.50 |
| | 16,858.38 | 10,539.12 |
| | | |
| Note: 24 Other Income | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Interest | | |
| Bank Interest | 3.62 | 0.75 |
| Interest on loans | 11.82 | 5.98 |
| Interest on Security Deposit | 3.59 | 3.42 |
| Freight Charges | 66.68 | 34.57 |
| Other Non-Operating Income | - | - |
| Miscellaneous Receipt | 21.77 | 40.50 |
| Profit on Sale of Fixed Assets | 0.88 | - |
| Gain on Financial Assets | - | - |
| Foreign Exchange Fluctuation | 29.37 | 30.43 |
| | 137.73 | 115.65 |
| | | |
| Note: 25 Cost of raw Material Consumed | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Raw Material Consumed | | |
| Opening Stock - Raw Material | 1,464.91 | 1,037.11 |
| Opening Stock - Packing Material | 11.12 | 9.73 |
| Raw Material Purchase | 7,395.89 | 4,437.07 |
| Sub-Total | 8,871.92 | 5,483.91 |
| Less Closing Stock of Raw Material | 2,173.00 | 1,464.91 |
| Less Closing Stock of Packing Material | 33.15 | 11.12 |
| Raw Material Consumed | 6,665.77 | 4,007.87 |
| | | |
| Note: 26 Purchase of Traded Goods | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Purchase of Stock in Trade | 3,345.70 | 3,087.05 |
| Purchase of Stock in Trade | 3,345.70 | 3,087.05 |
| | | |
| Note: 27 Changes in inventories of Finished Goods and Traded Goods | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Opening | | |
| Finished Goods | 355.30 | 234.03 |
| Stock in Trade | 532.08 | 541.33 |
| | 887.37 | 775.36 |
| Closing | | |
| Finished Goods | 646.18 | 355.30 |

| | | |
|--|--------------------|--------------------|
| Stock in Trade | 998.42 | 532.08 |
| | 1,644.61 | 887.37 |
| Increase/Decrease | | |
| Finished Goods | (290.89) | (121.26) |
| Stock in Trade | (466.35) | 9.25 |
| | (757.24) | (112.01) |
| | | |
| Note : 28 Employee Benefits Expenses | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Director's Remuneration | 142.25 | 103.13 |
| Salary, Wages & Bonus | 1,665.17 | 1,197.04 |
| Staff Welfare Expenses | 104.60 | 71.67 |
| Recruitment Expenses | 4.61 | 1.63 |
| Bonus To Employees | 23.92 | 4.47 |
| Mediclaime Expenses | 39.23 | 30.41 |
| Key Man Insurance | 2.24 | - |
| Gratuity Expenses | 66.83 | 25.05 |
| ESIC Expenses | 3.72 | 3.11 |
| Provident Fund Expenses | 29.71 | 24.97 |
| Employee Esop Compensation | 23.43 | - |
| | 2,105.72 | 1,461.47 |
| | | |
| Note 29- Finance costs | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| Interest Expenses | | |
| Interest on Bank Loan | 6.28 | 16.68 |
| Interest other | 6.28 | 4.07 |
| Interest on Statutory Dues | 2.05 | 0.11 |
| Bank Charges | 26.98 | 14.89 |
| Interest Expense on Loans & Advances | - | 0.39 |
| Adjustment for Lease in accordance with IND AS 116 | 53.94 | 46.83 |
| Gratuity Interest Cost | 7.81 | - |
| Demat Account Charges | 0.00 | - |
| | 103.34 | 82.98 |
| | | |
| Note 30- Other Expenses | | |
| Particulars | 31-Mar-2023 | 31-Mar-2022 |
| <u>Manufacturing Expenses</u> | | |
| Electric Expenses | 34.79 | 18.37 |
| Labour Charges | 94.21 | 24.55 |
| Water Charges - Factory | 1.76 | 1.48 |
| Security Charges | 9.96 | 9.37 |
| Man Power Services | 207.12 | 133.13 |
| Factory Expenses | 4.82 | 1.74 |
| Rent Ahmedabad | 0.30 | - |
| Maintenance Charges | - | 0.25 |
| | 352.96 | 188.89 |

| | | |
|---|---------------|---------------|
| <u>Administrative Expenses</u> | | |
| Telephone expenses | 21.26 | 20.07 |
| Printing Stationery | 11.14 | 8.41 |
| Rent | 2.97 | 0.30 |
| Audit Fees Remuneration - Statutory | 8.88 | 11.11 |
| Power Cost | 9.39 | 6.63 |
| Office Expenses | 23.94 | 26.14 |
| Secretarial Expenses | 21.82 | 6.35 |
| Director's Fees | 0.93 | 2.04 |
| Membership & Subscription | 8.01 | 4.65 |
| CSR Expenses | 9.20 | 14.47 |
| Board Sitting Fees | 2.50 | - |
| Professional Tax (Company) | 0.03 | - |
| Legal And Professional Charges | 315.05 | 96.73 |
| Insurance Expenses | 7.36 | 4.49 |
| Vehicle Running Expenses | 29.19 | 22.62 |
| Assets Written off | 14.23 | 36.55 |
| License Fee | 11.25 | 10.57 |
| Stamp Duty & Regsitration | 6.81 | - |
| <u>Repairs & Maintenance</u> | - | - |
| Others | 117.58 | 57.18 |
| Office Society Maintenance Charges | 5.70 | 3.62 |
| | 627.25 | 331.93 |
| | | |
| <u>Selling and Distribution Expenses</u> | | |
| VAT Assessment Dues | | |
| Travelling Expenses | 163.95 | 79.61 |
| Sundry Balance W/Off | 23.47 | 44.70 |
| Discount and rate Difference | 0.01 | 2.85 |
| Advertisement Expenses | 6.88 | 2.36 |
| Business Promotion Exp. | 48.04 | 11.12 |
| Foreign Currency Fluctuation | 74.26 | - |
| Miscellaneous Expenses | 18.41 | 5.13 |
| Exhibition Expenses | 50.93 | 24.75 |
| Commission On sales | 99.34 | 96.31 |
| Freight & Transportation, Loading & Unloading | 261.43 | 261.61 |
| Packing Expenses | 14.71 | 6.41 |
| Selling Expenses | 77.14 | 10.79 |
| Installation Charges | 4.64 | 3.45 |
| Courier Charges | 47.35 | 32.32 |
| Inspection Charges | 12.71 | 15.11 |
| Export Document Process Charges | 2.41 | 1.78 |
| Provision for Doubtful Debtors | 99.00 | 66.90 |
| Loss on Sales of Assets | 0.84 | 0.08 |
| GST Expenses | 14.75 | - |
| Prior Period Adjustments | 5.71 | 8.03 |

| | | |
|------------------------------|-----------------|-----------------|
| Technical Fees (Royalty Exp) | 145.47 | 2.61 |
| | 1,171.43 | 675.91 |
| | | |
| Total | 2,151.65 | 1,196.73 |

Note :- 31 Other Comprehensive Income

| Particulars | 31-Mar-2023 | 31-Mar-2022 |
|--|--------------------|--------------------|
| Actuarial Loss on Defined Plan Liability | 15.06 | 67.15 |
| Actuarial gain on Defined Plan Liability | -64.88 | - |
| Income tax on Actuarial Loss | 11.61 | - |
| Foreign Exchange Gain | - | 4.48 |
| Total | -38.21 | 71.63 |

**NOTES FORMING PART OF THE
CONSOLIDATED FINANCIAL
STATEMENTS FOR THE YEAR
ENDED 31ST MARCH 2023**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

Note 1

1A. General Information

Focus Lighting and Fixtures Limited ('the Company') is an existing public limited company incorporated on 11th August 2005 under the provisions of the Companies Act, 1956 and exist within the purview of the Companies Act, 2013, having its registered office at 1007-1010, Corporate Avenue, Wing A, Sonawala Lane, Near Udyog Bhavan, Goregaon East, Mumbai 400 063.

The Company is in the business of Manufacturing and dealing in LED Lighting, Fixtures and Lighting Solutions. The equity shares of the Company are listed on National Stock Exchange of India Limited ("NSE"). The Standalone financial statements are presented in Indian Rupee (INR). The Standalone financial statements have been recommended for approval by the Audit Committee and is approved and adopted by their Board in their meeting held in Mumbai on 3rd May 2023.

1B. Significant Accounting Policies & Notes to Accounts

This note provides a list of the significant accounting policies adopted in the preparation of these Group financial statements. These policies have been consistently applied to all the years presented.

1.1 Basis Of Preparation & Measurement:

These financial statements have been prepared in accordance with Indian Accounting standards ('Ind AS') notified by the Ministry of Corporate Affairs under section 133 of the Companies Act, 2013 ('Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and the relevant provisions of the Act.

The financial statements have been prepared on an accrual system, based on principle of going concern and under the historical cost convention except for the following –

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value, (Para 1.7)
- assets held for sale which are measured at lower of carrying value and fair value less cost to sell,
- defined benefit plans where plan assets are measured at fair value; (Para 1.12) and
- share-based payments at fair value as on the grant date of options given to employees.

The financial statements are presented in Indian Rupees ('INR')

1.2 Key Accounting Estimates And Judgements

The preparation of financial statements in accordance with Ind AS requires management to make certain judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates, with the differences between the same being recognized in the period in which the results are known or materialize. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

Information about areas involving a higher degree of judgment or complexity or critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities are included in the following notes:

- (a) Measurement of defined benefit obligations - Note 1.12
- (b) Measurement of Provisions and likelihood of occurrence of contingencies – Notes 1.13
- (c) Estimation of useful life – Note 2
- (d) Fair value measurements and valuation processes – Note 1.7 & 1.8

1.3 Basis of consolidation

The consolidated financial statements includes financial statements of Focus Lighting and Fixtures Limited and its subsidiaries (together referred as a Group), an associate and results of a joint venture, consolidated in accordance with Ind AS 28 - Investments in associate and joint venture, Ind AS 111 – Joint Arrangements and Ind AS 110 – Consolidated financial statements as given below:

| Name of the Company | Country of Incorporation | % share holding of the Company | Consolidated /Equity accounted as |
|---|--------------------------|--------------------------------|-----------------------------------|
| Plus Light Tech FZE | UAE | 100% | Subsidiary |
| Focus Lighting and Fixture PTE Ltd | Singapore | 100% | Subsidiary |
| Xandos Lighting and Fixture Private Limited | India | 51% | Subsidiary |

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee, (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee,
- Rights arising from other contractual arrangements,
- The Group's voting rights and potential voting rights,
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and other events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies. The financial statement of all entities used for the purpose of consolidation are drawn upto same reporting date as that of the parent company i.e., year ended 31st March

Consolidation procedure:

- (a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- (b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- (c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the other entity. Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

1.4 Property Plant & Equipment:

(a) Initial Measurement & Recognition

Items of Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of an item of Property, plant and equipment comprises its purchase price, including import duties and other non refundable taxes or levies and any directly attributable cost of bringing the assets to its working condition for its intended use with any trade discounts or rebates being deducted in arriving at purchase price. Cost of the assets also includes interest on borrowings if any attributable to acquisition of qualifying fixed assets incurred up to the date the asset is ready for its intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of Property, plant and equipment.

Cost of Items of Property, plant and equipment not ready for intended use as on the balance sheet date, is disclosed as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as Capital Advances under Other non-current Assets.

Any gain or loss on disposal of an item of property plant and equipment is recognised in statement of profit and loss.

(b) Subsequent expenditure

Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance

(c) First-time Adoption – Deemed Cost

Upon first-time adoption of Ind AS, the Company has elected to measure all its property, plant and equipment at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1 April 2020. Refer note 2 for the gross block value and the accumulated depreciation on April 1, 2020 under the previous GAAP.

1.5 Depreciation is provided on the Written down value method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013. Depreciation on assets added/disposed off during the year is provided on pro-rata basis from the date of addition or up to the date of disposal, as applicable.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

Useful life of asset is as given below:

| Asset block | Useful Lives (in years) |
|------------------------|--------------------------------|
| Building – Office | 30 Years |
| Ownership Premises | 60 Years |
| Plant & Machinery | 15 Years |
| Furniture & Fixtures | 10 Years |
| Electric Installations | 10 Years |
| Office Equipment | 5 Years |
| Vehicles | 10 Years |

| | |
|----------------------|----------|
| Dies & Jigs | 15 Years |
| IT hardware | 3 Years |
| Laboratory Equipment | 15 years |

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year and adjusted prospectively, if appropriate

1.6 Impairment Of Assets:

Impairment Of Assets of non-financial assets:

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss.

Impairment loss is recognized wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognized as an expense in the statement of profit and loss and carrying amount of the asset is reduced to its recoverable amount.

Reversal of impairment losses recognized in the prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased.

1.7 Investments in Subsidiaries:

Investments in subsidiaries are carried at Cost.

Upon first-time adoption of Ind AS, the Company has elected to measure its investments in subsidiaries at Cost on the date of transition to Ind AS i.e., 1st April, 2020.

1.8 Financial Instruments:

(A) Financial Assets

Recognition and measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss(FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI)

(a) Measured at amortised cost: Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

(b) Measured at fair value through other comprehensive income: Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(c) Measured at fair value through profit or loss: A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any,

recognised as 'other income' in the Statement of Profit and Loss

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value. The Company has made an election to measure the same at fair value through other comprehensive income (FVOCI) on an instrument-by-instrument basis.

Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of Financial Assets

In accordance with Ind AS 109-'Financial instruments', the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure: (a) Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits and bank balance.) (b) Lease receivables under Ind AS 116. (e) Loan commitments which are not measured as at FVTPL. For trade receivables and contract assets/unbilled revenue, the Company applies the simplified approach required by Ind AS 109 Financial Instruments, which requires lifetime expected losses to be recognized from initial recognition. For recognition of impairment loss on other financial assets and risk exposure (other than purchased or originated credit impaired financial assets), the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12month ECL. For purchased or originated credit impaired financial assets, a loss allowance is recognized for the cumulative changes in lifetime expected credited losses since initial recognition

(B) Financial Liabilities:

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

1.9 Fair Value Measurement Disclosures

The Fair Values of Financial assets and liabilities are determined at the amount at which the same could be sold or transferred in an orderly transaction between willing market participants at the measurement date.

Current Financial Assets & Liabilities

The Management has assessed that the fair Value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, and other short-term financial instruments approximate their carrying amounts largely due to the short term maturities of these instruments

Advances to Subsidiaries

The Company has an exposure of Rs. 113.66 Lacs as at 31st March 2023 (Rs. 107.07 Lacs: 31st March 2022; Rs 101.65 Lacs : 1st April 2021) in respect of advances given to Subsidiaries. Such advances have been reclassified as non-current financial asset. No interest is payable on the same, the Management has assessed the fair value of the same approximates the carrying amount of the said advances

1.10. Inventories

- a. Raw materials are valued at cost where costs are taken as weighted average costs of materials.
- b. Work-in-process is valued at cost of material and other costs to bring the material to present stage (including factory over-heads)
- c. Finished goods are valued at lower of Cost where costs are measured at Weighted Average Cost (including factory overheads and depreciation) or net realizable value.
- d. Traded goods are valued at lower of cost calculated as Weighted Average Cost or net realizable value.

1.11. Revenue Recognition

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. In case of export sales, revenue is recognized as on the date of bill of lading, being the effective date of dispatch. Revenue from the sale of goods is measured at the value of the consideration received or receivable, net of returns and discounts and net of all taxes.

Interest income on financial asset is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instruments.

The Company recognises other income (including income from sale of scrap, income from claims received, etc.) on accrual basis. However, where the ultimate collection of the same is uncertain, revenue recognition is postponed to the extent of uncertainty. Rental income arising from operating leases is accounted for on a straight line basis over lease terms unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases and is included in the Statement of profit or loss due to its operating nature.

1.12. Taxation:

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest income/ expenses and penalties, if any, related to income tax are included in current tax expense.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is recognized using the tax rates enacted, or substantively enacted, by the end of the reporting period.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. In case of unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only to the extent there is virtual certainty that sufficient future taxable profits will be available against which the assets can be realized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

For the year ended 31st March, 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. The Company has no collateral in respect of these loans.

| Particulars of Timing Difference | Deferred Tax Assets | Deferred Tax Liability |
|--|---------------------|------------------------|
| Difference in Depreciation and Amortisation | 112.80 | |
| Section 43B ; Gratuity, Leave Encashment, Finance cost ROU | 40.28 | |
| Provisions for RDD | 61.17 | |
| Finance Cost | 13.44 | |
| Closing Balance Deferred Tax Asset | 227.69 | |
| Opening Balance Deferred Tax Asset | 263.61 | |
| Provision of Deferred Tax Expense | 35.94 | |

1.13. Employee benefits Retirement Benefits

Short Term Obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in the same period in which the employees render the related service and are measured at the amounts expected to be paid when the liabilities are settled.

Retirement benefit in the form of provident fund is a defined contribution plan. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related services. If the Contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already Paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the prepayment will lead to a reduction in future payment or a cash refund.

Other long-term employee benefit obligations

The group has policy to allow the enjoyment of the leave accrued during the financial year and leave remaining unutilized lapses at the end of financial year and group has not policy of allowing encashment of leave remaining unutilized.

Post-employment obligations

The Company operates the following post-employment schemes (a) defined benefit plans - gratuity and obligation towards shortfall of Provident Fund Trusts (b) defined contribution plans - Provident fund (RPFC Contributions), superannuation and pension

Defined benefit plans :

The liability or asset recognised in the Standalone balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets excluding non-qualifying asset (reimbursement right). The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Standalone statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Standalone statement of changes in equity and in the balance sheet.

Insurance policy held by the Group from insurers who are related parties are not qualifying insurance policies and hence the right to reimbursement is recognised as a separate assets under other non-current and/or current assets as the case may be.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in Standalone profit or loss as past service cost.

Defined contribution plans :

In respect of certain employees, the Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. Such contributions are accounted for as employee benefit expense when they are due. Defined contribution to Employees Pension Scheme 1995 is made to Government Provident Fund Authority

The Company has made provision for gratuity for the year under review as certified . Disclosures as per IND AS 19 are given below :

| | 31.03.2023 | 31.03.2022 |
|---|---------------|---------------|
| Assumption & Other Details | | |
| Discount Rate | | - |
| Rate of Returns on Plan Assets | | - |
| Salary Escalation | | - |
| Attrition Rate | | - |
| Normal Retirement age (Years) | | - |
| Number of employees | | - |
| Salary per month | | - |
| Changes in present value of obligations: | | - |
| PVO at beginning of period | 107.13 | - |
| Interest cost | 7.81 | - |
| Current Service Cost | 23.27 | 107.13 |
| Transitional Liability incurred during the period | | - |
| Past Service Cost | | - |
| Transfer In/ (Out) Obligation | | - |
| Loss/ (Gain) on Curtailments | | - |
| Liabilities Extinguished/ Assumed | | - |
| Benefits Paid | | - |
| Actuarial (Gain)/Loss on obligation | 15.06 | - |
| PVO at end of period | 153.27 | 107.13 |
| Fair Value of Plan Assets | | - |
| Fair Value of Plan Assets at beginning of period | | - |
| Expected Return on Plan Assets | | - |
| Contributions by Employer | | - |
| (Benefit Paid) | | - |
| Actuarial Gains/(Losses) on Plan Assets | | - |
| Fair Value of Plan Assets at end of period | | - |
| Recognition of Actuarial Gain/(Loss) | | - |
| Actuarial Gain/(Loss) on Obligation for the period - Experience | | - |
| Adjustment on Plan Liabilities | | - |
| Actuarial Gain/(Loss) due to Change in Financial Assumptions | | - |
| Actuarial Gain/(Loss) on asset for the period | | - |
| Actuarial Gain/(Loss) recognized in P & L | | - |

| | | |
|---|---------------|---------------|
| Actual Return on Plan Assets | | - |
| Expected Return on Plan Assets | | - |
| Actuarial Gains/(Losses) on Plan Assets | | - |
| Actual Return on Plan Assets | | - |
| Amounts to be recognized in the balance sheet | | - |
| Fair Value of Plan Assets at end of period | (153.27) | (107.13) |
| (Present Value of unfunded Obligations at end of period) | | - |
| Unrecognised Past Service Cost At the End of the period | | - |
| Unrecognised Past Transitional Liability At the End of the period | | - |
| Net Asset/(Liability) recognized in the balance sheet | (153.27) | (107.13) |
| Expense recognized in the statement of P & L A/C | | - |
| Current Service Cost | 23.27 | 107.13 |
| Interest cost | 7.81 | - |
| (Expected Return on Plan Assets) | | - |
| Past Service Cost | | - |
| Loss/ (Gain) on Curtailments and Settlement | | - |
| Expense recognized in the statement of P&L A/C | 31.08 | 107.13 |
| OCI for the current period | | |
| Components of Actuarial Gain/ Loss on Obligations | | |
| Due to Change in Financial Assumptions | | |
| Due to Change in Demographic Assumptions | | - |
| Due to Experience Adjustments | 118.12 | 88.34 |
| Return on Plan Assets (Excluding amounts included in Interest Income) | | - |
| Amounts recognized in OCI | 118.12 | 88.34 |
| Movements in the Liability recognized in Balance Sheet | | |
| Opening Net Liability | | |
| Expense as above | 35,14,749 | 18,79,178 |
| Amounts recognized in OCI | 1,18,11,887 | 88,34,181 |
| Net Transfer in | | |
| (Net Transfer Out) | | |
| Benefit Paid | | |
| (Employer's Contribution) | | |
| Closing Net Liability in Books of Accounts | 153.27 | 107.13 |

Sensitivity Analysis

| | DR: Discount Rate | | ER : Salary Escalation Rate | |
|-----|-------------------|------------|-----------------------------|-------------|
| | PVO DR + 1% | PVO DR -1% | PVO ER + 1% | PVO ER – 1% |
| PVO | 142.63 | 165.55 | 161.17 | 146.12 |

Expected Payout

| Year | Expected outgo First | Expected Outgo Second | Expected Outgo Third | Expected Outgo Fourth | Expected Outgo Fifth | Expected Outgo Six to Ten Years |
|---------|----------------------|-----------------------|----------------------|-----------------------|----------------------|---------------------------------|
| Payouts | 31.88 | 8.98 | 9.15 | 9.34 | 12.76 | 51.21 |

Asset Liability Comparisons

| Year | 31-12-18 | 31-12-19 | 31-12-20 | 31-12-22 | 31-03-23 |
|---------------------------------------|----------|----------|----------|----------|----------|
| PVO at the end of period | - | - | - | 107.13 | 153.27 |
| Plan Assets | - | - | - | | |
| Surplus/ (Deficit) | - | - | - | (107.13) | (153.27) |
| Experience adjustments on plan assets | - | - | - | - | |

1.14 Provisions, contingent liabilities and contingent assets Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or reliable estimate of the amount cannot be made, is termed as contingent liability.

The Company has various tax litigations pending before various authorities, the outcome of which are material but not practicable for the Company to estimate the timings of cash outflows. The total amount of Contingent Liability as on 31st March 2023 is Rs. 82,41,087.

Contingent assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. A contingent asset is not recognised but disclosed where an inflow of economic benefit is probable.

1.15 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The Earning Per Share (EPS) for the company calculated as per the INDAS 33”earning Per Shares as follows:

| Particulars | ESP as on 31.03.2023 | EPS as on 31.03.2022 |
|-----------------------------|----------------------|----------------------|
| Earning Per Share – Basic | 18.03 | 4.04 |
| Earning Per Share – Diluted | 17.76 | 3.93 |

1.16 Cash Flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

1.17 Foreign Currency Transactions

Functional Currency Financial statements of the Company’s are presented in Indian Rupees, which is also the functional currency.

Transactions and Translations

Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

1.18 Leases

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

A leased asset is depreciated on a straight-line basis over the useful life of the asset. However, if there is no reasonable certainty that the company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset or the lease term.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as Operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straightline basis over the lease term unless the payments are structured to increase in line with expected general inflation to compensate for the lessor’s expected inflationary cost increases.

1.19 Details of Pending Litigations

Company has filed a Case in the Court of Learned Metropolitan Magistrate 43rd Court at Borivali on 1st March 2018 ,as per Section 138 of the Negotiable Instrument Act for Rs. 9,40,527/- on M/s Khushi Retail and Mr. Ajay Prusty (Proprietor of Khushi Retail) . Outcome of the matter is expected in favour of the Company.

1) Earnings in Foreign Currency**Rs In Lacs**

| Particulars | Current Period | Previous Period |
|--------------|----------------|-----------------|
| Export (FOB) | Rs. 1430.82 | Rs 1329.27 |

2) Expenditure in Foreign Currency**Rs In Lacs**

| Particular | Current Period | Previous Period |
|---|----------------|-----------------|
| CIF Value of Import | Rs.4108.10 | Rs 1288.33 |
| Expenditure in foreign currency (on payment basis) (net of tax, where applicable) | Rs.177.86 | Rs. 123.00 |

3) Value of Imported & indigenous material consumed:**Rs In Lacs**

| Raw Materials: | Current Year | % | Previous Year | % |
|----------------|--------------|------|---------------|------|
| Indigenous | Rs.4206.28 | 57% | Rs 3423.23 | 77% |
| Imported | Rs.3189.61 | 43% | Rs 1013.83 | 23% |
| Total | Rs. 7,395.89 | 100% | Rs 4437.07 | 100% |

4) Auditors Remunerations (including GST, Service Tax for Previous Year)**Rs In Lacs**

| Particular | Current Period (Rupees) | Previous Year (Rupees) |
|---------------------------------|-------------------------|------------------------|
| a) Statutory Audit | Rs. 5.70 | Rs 5.30 |
| b) Compliance | Rs. 1.00 | Rs 1.00 |
| c)Tax Audit | Rs. 0.80 | Rs 0.50 |
| d)Other Audit and Certification | Rs. 1.35 | Rs 1.92 |

5) Prior Period Expenses**Rs In Lacs**

| Particular | Current Period (Rupees) | Previous Year (Rupees) |
|---|-------------------------|------------------------|
| Legal and Professional charges | 1.22 | Rs 0.12 |
| Courier Charges | 0.15 | Rs.0.35 |
| Freight & transportation, Loading & Unloading | 0.13 | Rs 4.44 |
| Man Power services | | Rs 3.12 |
| Staff Welfare Expenses | 0.01 | |
| Royalty Exp | 1.31 | |
| Custom Duty Import / Handling Fees | 0.13 | |
| Travelling Expenses | 1.77 | |
| Installation Charges | 0.60 | |
| Repair & Maintance | 0.03 | |

1.21 Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk and
- Market risk

(A) Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The company is exposed to credit risk from its operating activities (primarily for trade receivables and loans) and from its financing activities (deposits with banks and other financial instruments).

Credit risk management

Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

The Company's maximum exposure to credit risk as at 31st March, 2023 and 2022 is the carrying value of each class of financial assets.

(I) Trade and other receivables

Credit risk on trade receivables is limited based on past experience and management's estimate.

Ageing of trade and other receivables that were not impaired was as follows.

| Carrying amount | Rs in Lacs | |
|-------------------------------|----------------|----------------|
| | 31-Mar-23 | 31-Mar-22 |
| Neither Past due nor impaired | 2965.29 | 2150.24 |
| Past due but not impaired | | - |
| Past due more than 180 days | 439.06 | 464.94 |
| TOTAL | 3404.34 | 2615.18 |

(II) Cash and Cash Equivalents

The Company held cash and bank balance with credit worthy banks of Rs. 7,35,11,017/- at March 31,2023, and (62,87,994 at March 31, 2022). The credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks where credit risk is largely perceived to be extremely insignificant.

(B) Liquidity risk :-

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – trade payables and borrowings.

Liquidity risk management

The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. A material and sustained shortfall in our cash flow could undermine the Company's credit rating and impair investor confidence.

The Company maintained a cautious funding strategy, with a positive cash balance throughout the year ended 31st March, 2023 and 31st March, 2022. This was the result of cash delivery from the business. Cash flow from operating activities provides the funds to service the financing of financial liabilities on a day-to-day basis. The Company's treasury department regularly monitors the rolling forecasts to ensure it has sufficient cash on-going basis to meet operational needs. Any short term surplus cash generated by the operating entities, over and above the amount required for working capital management and other operational requirements, are retained as cash and cash equivalents (to the extent required).

| Maturities of non – derivative financial Liabilities | | | | (Rs. In Lacs) | |
|--|---------------------|------------------|---------------------|------------------|---|
| Particulars | As at 31 March 2023 | | As at 31 March 2022 | | |
| | Less than 1 year | More than 1 year | Less than 1 year | More than 1 year | |
| Financial Liabilities – Current | | | | | |
| i. Current Borrowings * | Rs. 337.50 | | 220.33 | | - |
| ii. Trade payables | Rs. 1720.42 | Rs. 0.87 | 2608.00 | | - |
| Total | Rs. 2057.92 | Rs.0.87 | 2828.33 | | - |

(C) Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments. The Company is exposed to market risk primarily related to interest rate risk and the market value of the investments.

1. **Currency Risk :-** The functional currency of the Company is Indian Rupee. Currency risk is not material, as the Company does not have any exposure in foreign currency.
2. **Interest Rate Risk :-** Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

According to the Company interest rate risk exposure is only for floating rate borrowings. Company does not have any floating rate borrowings on any of the Balance Sheet date disclosed in these financial statements.

3. **Price Risk :-** Price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. It arises from financial assets such as investments in quoted instruments.
 - a) **Fair value sensitivity analysis for fixed rate Instruments**
The Company does not account for any fixed rate financial assets or financial liabilities at fair value through Profit or Loss. Therefore, a change in interest rates at the reporting date would not affect Profit or Loss.
 - b) **Cash flow sensitivity analysis for variable rate Instruments**
The company does not have any variable rate instrument in Financial Assets or Financial Liabilities.

1.22 Capital Management

The company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-today needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The management monitors the return on capital as well as the level of dividends to shareholders. The Company will take appropriate steps in order to maintain, or if necessary, adjust, its capital structure.

1.23 Corporate Social Responsibility (CSR)

The company is covered under section 135 of the Companies Act, the following are details with regard to CSR activities: -

| Particulars | FY 2022-23 Rs in Lacs |
|---|--|
| (i) amount required to be spent by the company during the year, | Rs. 9.20 |
| (ii) amount of expenditure incurred,(includes Excess amount spent Rs 0.53 lacs in previous Financial Year) | Rs. 9.20 |
| (iii) shortfall at the end of the year, | Nil |
| (iv) total of previous years shortfall, | Nil |
| (v) reason for shortfall, | Nil |
| (vi) nature of CSR activities, | Animal Welfare and promoting education |
| (vii) Transactions with Related Party | Nil |
| (viii) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately. | NA |

1.24 Related Party Transactions & Related Party Disclosures under Ind AS-24 “Related Party”

As per Indian Accounting standard 24 “Related Party Disclosures” the Company’s related parties and transactions with them are disclosed below.

1) Directors, Key Management Personnel (KMP) & relatives of KMP

| | Name of Related Party | Relation with company |
|----|---|--|
| 1 | Arion Online Private Limited | Enterprise over which KMP and relatives exercise significant influence |
| 2 | Shethvinod Lighting Private Limited | Enterprise over which KMP and relatives exercise significant influence |
| 3 | Opti innovation N lighting solution private limited | Enterprise over which KMP and relatives exercise significant influence |
| 4 | Plus Light Tech FZE | Wholly Owned Subsidiary |
| 5 | Xandos Lighting And Fixtures Private Limited | Subsidiary |
| 6 | Focus lighting & Fixtures PTE limited | Wholly Owned Subsidiary |
| 7 | Mr. Amit Sheth | Key Managerial Personnel |
| 8 | Mrs. Deepali Sheth | Executive Director |
| 9 | Ms. Khushi Sheth | Non-Executive Director |
| 10 | Mr Chetan Shah | Independent Director |
| 11 | Mr Mahesh Rachh | Independent Director |
| 12 | Mr. Sanjay Gaggar | Independent Director |
| 13 | Mr Tarun Udeshi | Key Managerial Personnel |
| 14 | Mr Anil Verma | Independent Director(Resigned w.e.f 11.08.2022) |
| 15 | Mr Jigar Ghelani | Relative of Director |

2) Transactions during the year

Rs in Lacs

| Nature of Transaction | Independent Director | KMP/ Director | Enterprise over which KMP and relative exercise significant influence/ Director's relative | Wholly Owned Subsidiary/ Subsidiary | Total |
|--|----------------------|---------------|--|-------------------------------------|---------|
| Expense incurred on behalf Arion Online Private Limited | | | 0.02 | | 0.02 |
| Interest on Loan Given Arion Online Private Limited | | | 0.81 | | 0.81 |
| Interest on Loan amount Received Arion Online Private Limited | | | 0.19 | | 0.19 |
| Received on account of expenses incurred in their behalf Arion Online Private Limited | | | 0.02 | | 0.02 |
| Payables Shethvinod lighting private limited | - | | 1579.71 | | 1579.71 |
| Fixed Asset Shethvinod lighting private limited | - | | 517.28 4.58 | | 517.28 |
| Purchase/Service Shethvinod lighting private limited | - | | | | 4.58 |
| Loan Given Opti innovation N lighting solution private limited | | | 39.45 | | 39.45 |
| Loan Given are Repaid Opti innovation N lighting solution private limited | | | 9.15 | | 9.15 |
| Interest on Loan Given Opti innovation N lighting solution private limited | | | 9.01 | | 9.01 |
| Nature of Transaction | Independent Director | KMP/ Director | Enterprise over which KMP and relative exercise significant influence/ Director's relative | Wholly Owned Subsidiary/ Subsidiary | Total |
| Received on account of expenses incurred in their behalf Opti innovation N lighting solution private limited | | | 0.26 | | 0.26 |
| Expense incurred on behalf of Opti Innovation Opti innovation N lighting solution private limited | | | 0.26 | | 0.26 |
| Interest on Loan amount Received Opti innovation N lighting solution private limited | - | | 2.20 | | 2.20 |
| Receivable Plus Light Tech FZE | | | | 1218.80 | 1218.80 |
| Payable Plus Light Tech FZE | | | | 99.39 | 99.39 |
| Sales Plus Light Tech FZE | | | | 1334.21 | 1334.21 |

| | | | | | |
|---|-----------------------------|----------------------|---|--|--------------|
| Purchase Plus Light Tech FZE | | | | 95.89 | 95.89 |
| Expense incurred on behalf of related party Plus Light Tech FZE | | | | | |
| Receivable Focus lighting & Fixtures PTE limited | - | | | | |
| Sales Focus lighting & Fixtures PTE limited | | | | 118.36 | 118.36 |
| Interest on Loan Given Focus lighting & Fixtures PTE Ltd | - | | | 6.09 | 6.09 |
| Nature of Transaction | Independent Director | KMP/ Director | Enterprise over which KMP and relative exercise significant influence/ Director's relative | Wholly Owned Subsidiary/ Subsidiary | Total |
| Remuneration Mr. Amit Sheth | - | 100.00 | | | 100.00 |
| Loan Taken are Repaid Mr Amit Sheth | | 73.80 | | | 73.80 |
| Expense incurred on behalf of related party Mr Amit Sheth | | 1.68 | | | 1.68 |
| Received on account of expenses incurred in his behalf Mr Amit Sheth | | 1.68 | | | 1.68 |
| Reimbursement of expenses Mr. Amit Sheth | | 20.83 | | | 20.83 |
| Remuneration Mrs. Deepali Sheth | | 42.25 | | | 42.25 |
| Rent Paid Mrs. Deepali Sheth | | 6.55 | | | 6.55 |
| Expense incurred on behalf of Deepali Sheth Mrs. Deepali Sheth | | 2.34 | | | 2.35 |
| Reimbursement of expenses Mrs Deepali Sheth | | 14.35 | | | 14.35 |
| Received on account of expenses incurred on their behalf Mrs Deepali Sheth | | 2.34 | | | 2.34 |
| Sitting Fees Mr Chetan Shah | 0.65 | | | | 0.65 |
| Sitting Fees Mr Mahesh Rachh | 0.55 | | | | 0.55 |
| Sitting Fees Mr Anil Verma | 0.20 | | | | 0.20 |
| Sitting Fees Ms. Khushi Sheth | 0.60 | | | | 0.60 |
| Sitting Fees Mr. Sanjay Surajmal Gaggar | 0.50 | | | | 0.50 |

| Nature of Transaction | Independent Director/ Director | KMP | Enterprise over which KMP and relative exercise significant influence/ Director's relative | Wholly Owned Subsidiary/ Subsidiary | Total |
|--|--------------------------------|-------|--|-------------------------------------|--------|
| Loan Given Xandos Lighting & Fixtures Private Limited (Subsidiary Company (51%)) | | | | 100.76 | 100.76 |
| Reimbursement of expenses Xandos Lighting & Fixtures Private Limited (Subsidiary Company (51%)) | | | | 34.06 | 34.06 |
| Interest on Loan Given Xandos Lighting & Fixtures Private Limited (Subsidiary Company (51%)) | | | | 3.25 | 3.25 |
| Remuneration Mr Tarun Udeshi | | 27.55 | | | 27.55 |
| Reimbursement of expenses Mr Tarun Udeshi | | 0.53 | | | 0.53 |
| Remuneration (Relative of Director) Mr Jigar Ghelani | - | | 109.11 | | 109.11 |
| Reimbursement of Expenses (Relative of Director) Mr Jigar Ghelani | | | 11.64 | | 11.64 |
| Loan From RPT of Xandos Mr. Rajeev Dogra | | | | 36.00 | 36.00 |
| Loan From RPT of Xandos Mr. Amit Shashi Seth | | | | 6.50 | 6.50 |
| Reimbursement of expenses Mrs Drashti Senjaliya | | 0.66 | | | 0.66 |
| Remuneration Mrs Drashti Senjaliya | | 10.65 | | | 10.65 |

- **Figures in brackets pertains to previous year.**

3) Outstanding balances as on 31st March 2023

| Nature of Transaction | Independent Director | KMP/ Director | Enterprise over which KMP and relative exercise significant influence/ Relative of Director. | Wholly Owned Subsidiary/ Subsidiary | Total |
|---|----------------------|---------------|--|-------------------------------------|----------------------------|
| Loan Given Arion Online Private Limited | - | | 7.63 (7.08) | | 7.63 (7.08) |
| Payables Shethvinod Lighting Private Limited | - | | -118.22 (932.26) | | -118.22 (932.26) |
| Fixed Assets Shethvinod Lighting Private Limited | | | 517.21 (94.23) | | 517.21 (94.23) |
| Purchase / Service Shethvinod Lighting Private Limited | | | 4.58 (1252.46) | | 4.58 (1252.46) |
| Loan Given Opti Innovation Lighting Solutions Private Limited | | | 91.95 (55.73) | | 91.95 (55.73) |

| | | | | | |
|---|-----------------------------|-----------------------|--|--|----------------------------|
| Payables Plus Light Tech FZE | | | | 191.14 (187.80) | 191.14 (187.80) |
| Receivables Plus Light Tech FZE | | | | 708.15 (628.59) | 708.15 (628.59) |
| Sale Plus Light Tech FZE | | | | 1334.21 (777.82) | 1334.21 (777.82) |
| Purchase Plus Light Tech FZE | - | | | 95.89 (Nil) | 95.89 (Nil) |
| Commission Plus Light Tech FZE | | | | Nil (106.93) | Nil (106.93) |
| Expense incurred on behalf of related party Plus Light Tech FZE | | | | 3.33 (2.72) | 3.33 (2.72) |
| Receivables Focus Lighting & Fixture PTE Limited | | | | 61.55 (86.69) | 61.55 (86.69) |
| Nature of Transaction | Independent Director | KMP/ Director | Enterprise over which KMP and relative exercise significant influence/ Relative of Director | Wholly Owned Subsidiary/ Subsidiary | Total |
| Loan Given Focus Lighting & Fixture PTE Limited | | | | 113.17 (107.07) | 113.17 (107.07) |
| Sales Focus Lighting & Fixture PTE Limited | | | | 118.36 (39.46) | 118.36 (39.46) |
| Loan Taken Mr Amit Sheth | | Nil (73.80) | | | Nil (73.80) |
| Reimbursement expenses Mr. Amit Sheth | | 2.20 (Nil) | | | 2.20 (Nil) |
| Reimbursement expenses Mr. Deepali Sheth | | 0.35 (Nil) | | | 0.35 (Nil) |
| Nature of Transaction | Independent Director | KMP/ Director | Enterprise over which KMP and relative exercise significant influence/ Relative of Director | Wholly Owned Subsidiary/ Subsidiary | Total |
| Loan From RPT of Xandos Mr. Rajeev Dogra | | | | 36.00 (Nil) | 36.00 (Nil) |
| Loan From RPT of Xandos Mr. Amit Shashi Seth | | | | 6.50 (Nil) | 6.50 (Nil) |
| Reimbursement of exp Xandos Lighting & Fixtures Private Limited | | | | 34.06 (Nil) | 34.06 (Nil) |
| Loan Given Xandos Lighting & Fixtures Private Limited | | | | 97.88 (Nil) | 97.88 (Nil) |

1.25 Trade Receivables outstanding

Rs in Lacs

| Particular | Outstanding for following periods from due date of payment | | | | | Total |
|--------------------------------------|--|-------------------|-----------|-----------|-------------------|------------|
| | Less than 6 months | 6months - 1 years | 1-2 years | 2-3 years | More than 3 years | |
| i) Undisputed - considered good | Rs.2965.29 | Rs.158.87 | | | | Rs.3124.16 |
| ii) Undisputed - considered doubtful | | | Rs. 43.38 | Rs. 10.88 | Rs.222.22 | Rs.276.48 |
| iii) Disputed - considered good | | | | | | |
| iv) Disputed - considered doubtful | | | | | Rs.3.71 | Rs. 3.71 |

1.26 Trade payable outstanding

Rs in Lacs

| Particular | Outstanding for following periods from due date of payment | | | | | Total |
|---------------------|--|-------------------|-----------|-----------|-------------------|------------|
| | Less than 6 months | 6months - 1 years | 1-2 years | 2-3 years | More than 3 years | |
| MSME | Rs. 620.72 | - | - | - | - | Rs. 620.72 |
| Others | Rs. 1094.83 | Rs. 4.87 | Rs. 0.34 | Rs. 0.49 | Rs.0.03 | Rs.1100.57 |
| Disputed Dues- MSME | | | | | | |

1.27 Micro, Small And Medium Enterprises:

Their are parties which are identified as being registered under the Micro, Small and Medium enterprises Development Act,2006 ("MSME Act") on the basis of information available with the Company.

Rs in Lacs

| Particulars | 31 st March, 2023 | 31 st March, 2022 | 31 st March, 2021 |
|--|------------------------------|------------------------------|------------------------------|
| A) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year | Rs. 620.72 | Rs. 1441.71 | Rs. 998.34 |
| B) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year | - | - | - |
| C) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006; | - | - | - |
| D) The amount of interest accrued and remaining unpaid at the end of each accounting year; and | - | - | - |
| E) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. | - | - | - |
| Total | Rs. 620.72 | Rs.1441.71 | Rs.998.34 |

Note : The company does not account for interest on payments to MSME beyond stipulates period of 45 days as per MSME Act , as in the past ni such interest is claimed or paid to the vendors.

1.28. Security For Banking Facilities

Cash Credit, Packing Credit and demand working capital loan from banks are primarily secured by hypothecation of stock and book debts and term loan from banks were secured by pari-passu charge on all the immoveable properties of the Company and hypothecation of moveable assets.

1.29 Cash Credit, Packing Credit and demand working capital loan from banks were secured by hypothecation of stock and book debts and term loan from banks were secured by pari-passu charge on all the immoveable properties of the Company and hypothecation of moveable assets. On sale of said properties including moveable assets by the banks under the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, the amount against said facilities and loans has been categorized as unsecured loans of the accounts.

1.30. The Company has not made any transactions with the struck off companies during the previous Year.

1.31. The Company does not have any Virtual Currency / Crypto Currency transactions during the Year.

1.32. The Company does not have any pending creation of charge and satisfaction as well as registration of charge with Registrar of Companies.

1.33. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

1.34. Segment Reporting

The Company Operates in two Segments viz.

- A. Own Manufactured and
- B. Trading

a) SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED FOR THE YEAR ENDED ON MARCH 31, 2023

| Particulars | (Rs. In Lacs) | |
|---|------------------|------------------|
| | 31.03.2023 | 31.03.2022 |
| Segment Revenue | | |
| a) Own Manufactured | 12,129.77 | 6,454.62 |
| b) Trading | 4728.61 | 4,084.50 |
| Net Sales/Income From Operation | 16,858.38 | 10,539.12 |
| | | |
| Segment Results | | |
| a) Own Manufactured | 2605.31 | 528.09 |
| b) Trading | 420.57 | 154.85 |
| c) Unallocable | | 0 |
| Less : Interest and Finance Charges | 103.34 | 88.4 |
| Total Segment Result before Tax | 2922.54 | 594.54 |
| Less: Other Unallocable Expenditure | | 0 |
| Total Profit before Tax | 2922.54 | 594.54 |
| Capital Employed | | |
| (Segment Assets - Segment Liabilities) | | |
| a) Own Manufactured | 6163.62 | 3,268.22 |
| b) Trading | 1085.43 | 58.51 |
| c) Unallocable | 1745.52 | 259.84 |
| TOTAL CAPITAL EMPLOYED | 8994.58 | 3,586.56 |

Items of Incomes, Expenses, Assets or even Liabilities including but not limited to borrowings as well as advances, provision for taxation, common administrative expenses, which are not directly attributable/identifiable/allocable to an operating segment have been shown as Unallocable items.

b) SEGMENT WISE ASSETS AND LIABILITIES FOR THE YEAR ENDED ON MARCH 31, 2023

| (Rs. In Lacs) | | |
|----------------------------------|------------------|-----------------|
| | 31.03.2023 | 31.03.2022 |
| Segment Assets | | |
| a) Own Manufactured | 7904.62 | 5,961.76 |
| b) Traded Goods | 2732.71 | 1,683.65 |
| Other Un - allocable assets | 2137.85 | 313.56 |
| Total Segment Assets | 12,775.18 | 7,958.97 |
| Segment Liabilities | | |
| a) Own Manufactured | 1741.00 | 2,693.55 |
| b) Traded Goods | 1647.27 | 1,687.23 |
| Other Un-allocable Liabilities | 392.33 | 53.72 |
| Total Segment Liabilities | 3780.61 | 4,434.50 |

1.35. Financial Ratio

| Particulars | Numerator | Denominator | 31st March, 2023 | 31st March, 2022 | Change | Where the change between the ratios of Previous Year and Preceding Previous Year exceeds 25%, the Management has provided following explanation for the same |
|--|----------------------|---------------------------|------------------|------------------|--------|---|
| (a) Current Ratio, | Current Assets | Current Liability | 2.86 | 1.55 | 85% | The company has fresh issue of Equity shares to investors and overall increase in turnover coupled with strategy to sale against advance has improved the working capital cycle and resultant improvement in the ratio. |
| (b) Debt-Equity Ratio, | Total Borrowings | Shareholder's Equity | 3.28 | 7.27 | 55% | The company has fresh issue of Equity shares to investors and overall increase in turnover coupled with strategy to sale against advance has improved the working capital cycle and resultant improvement in the ratio. |
| (c) Debt Service Coverage Ratio, | Net Operating Income | Finance Cost | 29.28 | 6.41 | 357% | Increase in turnover and profitability resulted in the increase in this ratio. Also COVID impact has been diluted. |
| (d) Return on Equity Ratio, | Net Profit | Shareholder's Equity | 0.26 | 0.12 | 126% | Increase in turnover and profitability resulted in the increase in this ratio. Also COVID impact has been diluted. |
| (e) Inventory turnover ratio, | COGS | Average Inventory | 3.10 | 3.43 | -10% | - |
| (f) Trade Receivables turnover ratio, | Total Net Sales | Average Trade Receivables | 5.99 | 5.01 | 19% | - |

| | | | | | | |
|---|--|--|------|------|-------|---|
| (g) Trade payables turnover ratio, | Total net Purchases | Average Trade payables | 4.96 | 3.51 | 41% | Increase in turnover necessitated the increased purchase, however the overall working capital comfort due to issue of fresh capital has resulted in the improvement in the ratio. |
| (h) Net capital turnover ratio, | Net Sales | average Working Capital | 4.21 | 5.36 | -22% | - |
| (i) Net profit ratio, | Net Profit | Net Sales | 0.14 | 0.04 | 260% | Increase in turnover and profitability resulted in the increase in this ratio. Also COVID impact has been diluted. |
| (j) Return on Capital employed, | Earning before Tax and Interest | Shareholdre's uity+longterm debt+ deferred Tax Laibility | 0.34 | 0.17 | 98% | Increase in turnover and profitability resulted in the increase in this ratio. Also COVID impact has been diluted. |
| (k) Return on investment. | Closing Networth - Opening Net Worth - Net cash Flow | (Opening Networth-Net cash Flow) | 1.68 | 0.15 | 1032% | The company has fresh issue of Equity shares to investors and overall increase in turnover coupled with strategy to sale against advance has improved the working capital cycle and resultant improvement in the ratio. |

1.36 Other Information required as per Schedule III of Companies Act, 2013

(a) Stock of Trading Goods

| Particulars | Opening Stock | | Closing Stock | |
|-------------------------|---------------|-------------|---------------|-------------|
| | 2022-23 | 2021-22 | 2022-23 | 2021-22 |
| | In Rs. Lacs | In Rs. Lacs | In Rs. Lacs | In Rs. Lacs |
| LED Lights and Fixtures | 532.08 | 541.33 | 799.03 | 532.08 |

(b) Stock of Manufacturing Goods

| Particulars | Opening Stock | | Closing Stock | |
|------------------|---------------|-------------|---------------|-------------|
| | 2022-23 | 2021-22 | 2022-23 | 2021-22 |
| | In Rs. Lacs | In Rs. Lacs | In Rs. Lacs | In Rs. Lacs |
| Raw Material | 1464.91 | 1,037.11 | 2173.00 | 1,464.91 |
| Packing Material | 11.12 | 9.73 | 33.15 | 11.12 |
| Finished Goods | 355.30 | 234.03 | 646.18 | 355.30 |

(c) Sales

Rs.in Lacs

| Particulars | Value | Value |
|-------------------------|-------------|-------------|
| | 31-Mar-2023 | 31-Mar-2022 |
| LED Lights and Fixtures | | |
| - Manufacturing | 12,129.77 | 6,454.62 |
| - Trading | 4728.61 | 4,084.50 |

(d) Consumption Raw Materials**Rs.in Lacs**

| Particulars | Value | Value |
|--|--------------------|--------------------|
| | 31-Mar-2023 | 31-Mar-2022 |
| LED, Housing, Reflector, Adaptors, Accessories | 6665.77 | 4,007.87 |

(e) Purchase of Stock in Trade:**Rs.in Lacs**

| Particulars | Value | Value |
|--------------------|--------------------|--------------------|
| | 31-Mar-2023 | 31-Mar-2022 |
| LED and Fixtures | 3345.70 | 3,087.05 |

1.37. The previous year figures have been regrouped /reclassified wherever considered necessary. Figures have been rounded off to the nearest rupee.

1.38 The accompanying notes are an integral part of the financial statements.

For N P Patwa and Co.
Chartered Accountants
Firm Reg No 107845W
UDIN 23042384BGWAQT7654

For and On Behalf of the Board
Focus Lighting and Fixtures Limited
CIN L31500MH2005PTC155278

Sd/-
Jitendra Shah
Partner
M No 042384
Date : 03.05.2023
Place: Mumbai

Sd/-
Amit V Sheth
Managing Director
DIN 01468052
Tarun Udeshi
Chief Financial Officer
PAN: AAJPU9806D

Sd/-
Deepali A Sheth
Director
DIN 01141083
Drashti Senjaliya
Company Secretary
PAN: BHEPB9334G

**NOTICE OF 18TH
ANNUAL GENERAL MEETING**

FOCUS[®]

LIGHTING & FIXTURES LTD

Focus Lighting and Fixtures Limited

Registered Office: 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai - 400063
 Phone: (022) 26865671, Fax: (022) 26865676
 Email: info@pluslighttech.com, Website: www.focuslightingandfixtures.com
 Corporate Identity Number: L31500MH2005PLC155278

NOTICE OF 18TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18th Annual General Meeting of the members of **Focus Lighting And Fixtures Limited** will be held on **Thursday, the 31st day of August, 2023 at 2:00 P.M.** at the **11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic, Cinema, Andheri West, Mumbai – 400058, Maharashtra**, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2023 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March, 2023, the Balance Sheet as at that date, the Auditor's Report thereon and the Directors' Report.
2. To appoint a Director in place of Ms. Khushi Amit Sheth (DIN: 09351537), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
3. To approve and declare Final Dividend on Equity Shares at the rate of 15% (Fifteen Percent) [i.e., Rs. 1.50/- (One Rupee Fifty Paise Only) per Equity Share of face value of Rs. 10/- (Rupees Ten Only)] for the Financial Year ended 31st March, 2023.

SPECIAL BUSINESS

4. **To consider and approve for Sub-division of the equity shares of the company.**

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

“RESOLVED THAT pursuant to Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to the provisions of the Memorandum and Articles of Association of the Company and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory/regulatory authority(ies) and on recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for Sub-division of the equity shares of the Company such that 1 (One) equity share having face value of Rs.10/- (Rupees Ten Only) each be Sub-divided into 5 (five) equity shares of face value of Rs. 2/- (Rupees Two only) each, which shall rank pari-passu in all respects with the existing equity shares with effect from the 'Record Date' to be determined by the Board of Directors for this purpose. The details of Pre and Post Sub-Division of Equity Share Capital is given as below:

| Type of Capital | Pre-Sub-Division Share Capital Structure | | | Post-Sub-Division Share Capital Structure | | |
|-------------------|--|------------|---------------------------|---|------------|---------------------------|
| | No of Shares | Face Value | Total Share Capital (Rs.) | No of Shares | Face Value | Total Share Capital (Rs.) |
| Authorised | | | | | | |
| Equity | 1,50,00,000 | 10 | 15,00,00,000 | 7,50,00,000 | 2 | 15,00,00,000 |
| Total | 1,50,00,000 | 10 | 15,00,00,000 | 7,50,00,000 | 2 | 15,00,00,000 |

| Issued and Subscribed Capital | | | | | | |
|-------------------------------|-------------|----|--------------|-------------|---|--------------|
| Equity | 1,30,92,115 | 10 | 13,09,21,150 | 6,54,60,575 | 2 | 13,09,21,150 |
| Total | 1,30,92,115 | 10 | 13,09,21,150 | 6,54,60,575 | 2 | 13,09,21,150 |
| Paid Up Capital | | | | | | |
| Equity | 1,30,92,115 | 10 | 13,09,21,150 | 6,54,60,575 | 2 | 13,09,21,150 |
| Total | 1,30,92,115 | 10 | 13,09,21,150 | 6,54,60,575 | 2 | 13,09,21,150 |

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid and with effect from the Record Date:

- a) for the Equity Shares held in physical form, the existing Share Certificate(s) in relation to the said Shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing Share Certificate(s), shall issue new Share Certificate(s) of the Company for the proportionate number of sub-divided Equity Shares to such Members; and
- b) for the Equity Shares held in dematerialized form, the sub-divided Equity Shares shall be credited proportionately into the respective beneficiary demat accounts of the Members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments to ensure fair and reasonable adjustment to the entitlement of the participants under the 'Employees Stock Option Plan 2019' of the Company due to sub-division/split of equity shares as aforesaid to the outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of Equity Shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of Equity Shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorised Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of Equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Management and Administration) Rules, 2014.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members."

5. To consider and approve Alteration of Memorandum of Association (MOA).

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act"), (including any amendment thereto or re-enactment thereof) enabling provisions of the Articles of Association of the Company and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, and on recommendation of the Board

of Directors of the Company, approval of the Members of the Company be and is hereby accorded to delete the existing Clause V of the Memorandum of Association of the Company in entirety and substituting in its place and stead the following new and amended Clause "V":

"V. The Authorized Share Capital of the Company is 15,00,00,000 (Rupees Fifteen Crores Only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) equity shares of face value of Rs. 2/- (Rupees Two Only) each."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members."

6. To increase the limit as permissible under Section 188(1)(f) of the Companies Act, 2013 of Mr. Jigar Bharat Ghelani holding office or place of profit, as Business Development Manager in Plus Light Tech – F.Z.E, Wholly Owned Subsidiary.

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

"RESOLVED THAT, in substitution to the earlier resolutions passed on 9th July, 2019 and pursuant to the provisions of sections 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time and as per the recommendation of the Audit Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision in the remuneration of Mr. Jigar Bharat Ghelani holding office or place of profit, as Business of the Plus Light Tech – F.Z.E., Wholly Owned Subsidiary of the Company, relative of Mrs. Deepali Amit Sheth, Executive Director as detailed below:

- Salary not exceeding Rs. 12,00,000/- (Rupees Twelve Lakhs Only) per month.
- Telephone: Mobile/Telephone facility as per the Company's rule.
- Leave encashment, if any
- Gratuity: Payable at such applicable rate as defined under the applicable Act and Company's rules.
- Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business.
- Any commission, if any as may be mutually agreed from time to time.

RESOLVED FURTHER THAT the Audit Committee has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 of Mr. Jigar Bharat Ghelani holding office or place of profit, within the maximum limit approved by the Board and Shareholders.

RESOLVED FURTHER THAT, Amit Vinod Sheth, Managing Director or Chief Financial Officer or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filling of returns with any authority for the purpose of giving effect to the foregoing.

7. To approve the increase remuneration payable to Mrs. Deepali Sheth, Executive Director of the Company.

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 Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions thereof issued by the Ministry of Corporate Affairs in this regard and statutory modification or re-enactments thereto and applicable clauses of the Memorandum and Article of Associations of the Company, as per the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors in their respective meetings, the consent of the members of the Company be and are hereby accorded for revising the terms of remuneration payable to Mrs. Deepali Amit Sheth, Executive Director (DIN:

01141083), as may be fixed from time to time, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to her shall not exceed Rs. 70,00,000 (Rupees Seventy Lakh) per annum with effect from 1st April, 2023 to 31st March, 2026 for a period of 3 (three) years, on such terms and conditions, as may be agreed between the Directors and such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereof, pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

RESOLVED FURTHER THAT in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance based incentive shall be paid to Mrs. Deepali Amit Sheth, Executive Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) or Chief Financial Officer or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

8. To increase the overall Managerial Remuneration of the Directors of the Company.

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 Section 178, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 of SEBI (LODR) Regulations, 2015 and other applicable provisions thereof issued by the Ministry of Corporate Affairs in this regard and statutory modification or re-enactments thereto and applicable clauses of the Memorandum and Article of Associations of the Company, , as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings, the consent of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable beyond the permissible limits under the relevant provisions of 197 of the Companies Act, 2013 read with Schedule V of Companies Act, 2013 thereby Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a managerial person or other director without the approval of the Central Government subject to the approval of the Shareholders in the upcoming Annual General Meeting on such terms and conditions as the Board may determine from time to time.

RESOLVED FURTHER THAT, wherein in the Financial Year, in the event of the Company has no profits or profits are inadequate, the overall managerial remuneration payable to the Directors, including managing director and whole-time director, and manager, if any of the Company shall not exceed Rs. 5,00,00,000/- (Rupees Five Crore Only) per annum collectively.

RESOLVED FURTHER THAT, the Board of Directors of the Company (including its Committee thereof) or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolutions.”

9. To discuss, consider and approve the Contracts/ Arrangements/ Transactions and Material Related Party Transactions with Xandos Lighting And Fixtures Private Limited.

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

“RESOLVED THAT, pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the any other applicable provisions in accordance with and subject to the provisions of Memorandum and Articles of Association of the Company including any Statutory modification(s) or enactment thereof for the time being in force and as per the recommendation of the Audit Committee and approval of the Board of Directors vide resolutions passed in their respective meetings, the consent of the Members of the Company be and is hereby accorded for entering into all the Contract(s)/Arrangement(s)/ any transactions with Xandos Lighting And Fixtures Private Limited (“herein referred to as Xandos”), a Related Party within the meaning of Section 2(76) of the Act and SEBI (LODR) Regulations, 2015 with respect , to sales, purchase or supply of goods or materials, selling or disposing of or buying property of any kind and availing or rendering of any services either directly or through any appointed agent, leasing of property of any kind, for appointment to any office or place of profit in the Company, its Subsid-

iary or Associate Company, for remuneration for underwriting the subscription of any securities or derivatives thereof or any other transaction of whatever nature which may exceeds the limits prescribed under the Companies Act, 2013, notwithstanding that such transactions may exceed one thousand crore or ten percent of the Annual Consolidated Turnover of the Company as per the latest audited financial Statements of the Company, whichever is lower, as per regulation 23 of SEBI (LODR) Regulations, 2015 in any financial year commencing from 1st April, 2023 which is at arm's length basis and which may or may not be in ordinary course of business from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to Audit Committee of the Company and to do all acts and take necessary actions as may be considered expedient to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT, the Board of Directors or Chief Financial Officer or Company Secretary of the Company be and is hereby authorized to do all such acts, matters, deeds and things and to undertake all necessary steps and give such directions as may be required, necessary, expedient or desirable for giving effect to the said resolutions.”

**For and on behalf of the Board of Directors of
Focus Lighting and Fixtures Limited**

**Place: Mumbai
Date: 24th July, 2023**

**Sd/-
Drashti Senjaliya
Company Secretary**

NOTES:

1. The Explanatory Statement, which sets out details pursuant to Section 102 of Companies Act, 2013 read with Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are also annexed.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself. The proxy need not be a member of the company.

The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. All the documents referred to in the accompanying Notice and explanatory are open for inspection at the Registered Office of the Company during business hours from Monday to Friday up to the date of this Annual General Meeting of the Company.
4. Corporate Members intending to send their authorized representative to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a Certified true copy of Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the meeting.
5. The Company has fixed Friday, 18th August, 2023 as the “Record Date” for determining entitlement of Members to Dividend for the financial year ended 31st March, 2023, if approved at the AGM.
6. The Dividend on Equity Shares for the Financial Year 2022-23, as recommended by the Board of Directors, if approved at the AGM, will be payable, subject to deduction of tax at source, to those shareholders or their mandates whose names appeared:
 - a. whose names appear as Beneficial Owners as at the end of the business hours on Friday, 18th August, 2023, in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - b. whose names appear as Shareholders in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Bigshare Services Private Limited as at the end of the business hours on Friday, 18th August, 2023.
7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective DP’s, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or Bigshare Services Private Limited cannot act on any request received directly from the Members holding shares in demat form for any change or updation of bank particulars. Such changes/updation are to be intimated only to the DP’s of the Members. In case, the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant/demand draft to such shareholders.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc:
 - a. **For shares held in electronic form:** to their Depository Participants (DPs)
 - b. **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.

9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from un-

claimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at https://www.focuslightingandfixtures.com/focus_investor/investor_grivence_reports_and_forms/Form%20ISR-4.pdf and on the website of the Company's Registrar and Transfer Agents, Bigshare Services Private Limited at <https://www.bigshareonline.com/Resources.aspx#collapseOne1271>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

10. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Bigshare Services Private Limited, for assistance in this regard.
11. SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 has mandated registering of details like PAN, email address, mobile number, bank account details, Signature and nomination by holders of physical securities; and Folios wherein any one of the above cited document / details are not available **on or after October 01, 2023, shall be frozen by the Registrars and Transfer Agent of the Company (RTA)** and the holder will not be eligible to lodge grievance or avail service request from the RTA and not eligible for receipt of dividend in physical mode.
12. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website: <https://www.focuslightingandfixtures.com/investors/investor-grievance-reports-and-forms/> or from website of the Company's Registrar and Transfer Agents, Bigshare Services Private Limited at <https://www.bigshareonline.com/Resources.aspx#collapseOne1271>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to RTA in case the shares are held in physical form.
13. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
14. Pursuant to the provisions of Sections 124 and 125 of the Act, there are no amount of Dividend remaining unclaimed/ unpaid for a period of 7 (seven) years and/or unclaimed equity shares which are required to be transferred to the Investor Education and Protection Fund (IEPF).

Members who have not yet encashed their Dividend Warrant(s) pertaining to the Interim Dividend for the Financial Year 2018-19 and Final Dividend for the Financial Year 2021-22 are requested to make their claims without any delay to Company's Registrar and Transfer Agent. Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amount lying with the Company on the website of the Company under the 'Investors' Section and also intimated to IEPF Authority through E-form IEPF-2.

15. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialized form) and the Company/Bigshare Services Private Limited (if shares are held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to tds@bigshareonline.com by 11:59 p.m. IST on or before Monday, 25th August, 2023. Shareholders are requested to note that in case their PAN is not registered, or having invalid PAN or Specified Person as defined under section 206AB of the Income-tax Act ("the Act"), the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the Act, as applicable.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors

(FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) by e-mail to tds@bigshareonline.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on or before Friday, 25th August, 2023. For further details please refer to Communication to Shareholders regarding Dividend at: https://www.focuslightingandfixtures.com/focus_investor/announcement_2023_24/Dividend%20-%20TDS%20Communication%20to%20Shareholders.pdf

16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
17. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts.
18. Pursuant to MCA Circulars and SEBI Circulars, Annual Report for F.Y. 2022-23 and the Notice of 18th Annual General Meeting of the Company are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) as on Friday, 4th August, 2023 unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
19. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.
20. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.
21. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorised representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed. Duplicate attendance slips will not be issued.
22. All members are requested to support the Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being <https://www.focuslightingandfixtures.com/investors/investor-grievance-reports-and-forms/>
23. No gifts shall be provided to members before, during or after the AGM.
24. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
25. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
26. Registrar and Transfer Agents:
The address of Registrars and Transfer Agents of the Company is as follows:
Bigshare Services Private Limited
Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India.
Email Id: investor@bigshareonline.com
27. A route map showing direction to reach the venue of the 18th AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.
28. E-Voting system:

- In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (“remote e-voting”).
- In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper.
- The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
- A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.
- The Members of the Company holding shares on the “cut-off date” of 18th August, 2023 are entitled to vote on the resolutions proposed. Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
- Mr. Mayank Arora (Membership No.: F10378 COP No.: 13609), Practicing Company Secretary, Proprietor of M/s. Mayank Arora & Co. has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- The results of the voting will be placed by the Company on its website www.focuslightingandfixtures.com and on the website of CDSL within 48 hours from the conclusion of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.
- The resolutions proposed will be deemed to have been passed on the date of the AGM subject to the receipt of the requisite number of votes in favor of the resolutions.

THE GENERAL INFORMATION AND INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins from 28th August, 2023 at 09:00 am and ends on 30th August, 2023 at 05:00 pm. During this period shareholder’s of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18th August, 2023 as Record date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, e-Voting facility provided by listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs,

thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings 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 CDSL Depository | <ol style="list-style-type: none"> 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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home 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 with NSDL | <ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | <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. CDSL and NSDL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30. |

- (v) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” 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 Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

| | |
|---|---|
| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
| 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"> • 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. |
| Dividend Bank Details or 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"> • 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. |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> ie. FOCUS LIGHTING AND FIXTURES LIMITED which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.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.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
 - It is Mandatory that, 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; cs@pluslighttech.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 RTA at info@bigshareonline.com/ to Company at cs@pluslighttech.com
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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cDSLindia.com or call at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 read with Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the Ordinary Business and Special Business, as applicable for Item No. 2, 4, 5, 6, 7, 8, and 9 of the accompanying Notice.

ITEM NO. 2:

Pursuant to Section 152 of Companies Act, 2013 read with Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, Ms. Khushi Amit Sheth (DIN No: 09351537), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers herself for re-appointment as Non-Executive Non-Independent Director of the Company.

Brief Profile of Ms. Khushi Amit Sheth are tabled below, pursuant to the provisions of (i) SEBI (LODR), 2015 and (ii) Secretarial Standard on General Meetings (“SS-II”).

| | |
|--|--|
| Name of the Directors | Ms. Khushi Amit Sheth |
| DIN | 09351537 |
| Category | Non-Executive Non-Independent Director. |
| Date of Birth | 21/05/2003 |
| Age | 20 |
| Nationality | Indian |
| Date of first Appointment on the Board | 08/10/2021 |
| Relationship with Directors and KMPs. | Daughter of Mr. Amit Vinod Sheth and Mrs. Deepali Amit Sheth. |
| Qualifications | Bachelor’s degree in Commerce from Narsee Monjee Institute of Management Studies. |
| Expertise in specific functional area. | Since her appointment as a Non-Executive Director in the Company, she is actively involved in the area Sales and Marketing. |
| Details of Board Meetings attended by the Directors during the year. | 6 out of 8 Board Meetings. |
| Terms and Conditions of Appointment or reappointment along with remuneration. | The appointment of Ms. Khushi Amit Sheth is in terms of Section 152(6) of the Companies Act, 2013 as a Non-Executive Non-Independent Director with effect from 08 th October, 2021 is liable to retire by rotation. Further, she is eligible for the sitting fees for attending the Board Meetings. |
| Membership of Committees of Focus Lighting And Fixtures Limited. | NIL |
| Directorship held in other listed entities committees. | NIL |
| Membership Chairmanship or Committees across other Public Companies. | NIL |
| Shareholding (No. of Shares) in Focus Lighting and Fixtures Limited | NIL |

None of the Promoter, Directors or Key Managerial Personnel of the Company or their relatives, except Ms. Khushi Sheth herself, Mr Amit Vinod Sheth and Mrs. Deepali Amit Sheth, is in any way concerned or interested, in the said resolution.

The Board recommends the above resolution to be passed as an ordinary resolution.

ITEM NO. 4 & 5:

Currently, the Authorised Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore fifty lakh) Equity Shares of Rs. 10 (Rupees Ten Only) each. The Issued, Subscribed and Paid-Up Share Capital of the Company is divided into 1,30,92,115 (Rupees One Crore Thirty Lakh Ninety-Two Thousand One Hundred and Fifteen) Equity Shares of Rs.10 (Rupees ten only) each amounting to Rs. 13,09,21,150 (Rupees Thirteen Crore Nine Lakh Twenty-One Thousand One Hundred and

Fifty Only).

The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited (NSE). In order to enhance the liquidity of Company's Equity Shares in the Stock Market and widen the shareholders base by making the Equity Shares of the Company more affordable to small investors, the Board of Directors of the Company in their meeting held on 24th July, 2023 considered and approved, subject to the approval of Members of the Company and statutory authorities (if any), the sub-division of the existing equity shares of the Company such that 1 (one) equity share having face value of Rs.10 (Rupees Ten only) each fully paid-up be sub-divided into 5 (five) equity shares having face value of Rs. 2/- (Rupees Two Only) each fully paid-up, ranking pari-passu with each other in all respects with effect from the 'Record Date' to be determined by the Board of Directors for this purpose.

The sub-division/split of equity shares would inter-alia require appropriate adjustments to be made by the Board to ensure fair and reasonable adjustment to the entitlement of the participants under the 'EMPLOYEE STOCK OPTION PLAN 2019' of the Company, with respect to outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

The sub-division/split of equity shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association ("MOA") of the Company. There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division/split of equity shares. Further, such sub-division/split shall not be construed as reduction in share capital of the Company i.e. in compliance of the applicable provisions of the Companies Act, 2013 and other applicable regulations/ provisions in this regard.

Draft copy of the amended Memorandum of Association of the Company is available at the Registered Office of the Company for inspection by the Members upto the last date of remote e-voting.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this business except to the extent of their shareholding in the Company.

The Board of Directors accordingly recommends the resolutions in Item Numbers 4 and 5 of the notice for your approval by way of an ordinary resolution.

ITEM NO. 6:

Pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, prior approval of the Board of Directors is required for the appointment of Related Party in office or place of profit in the Company, its Subsidiary Company or associate Company if the monthly remuneration is upto Rs. 2,50,000/- (Rupees Two lakh Fifty Thousand Only). However, if the same exceeds Rs. 2,50,000/- (Rupees Two lakh Fifty Thousand Only) per month prior approval of the shareholders is also required.

The Audit Committee and Board of Directors in its meeting held on 03rd May, 2023 has approved the revision in the remuneration of the Mr. Jigar Bharat Ghelani, Business Development Manager of the Plus Light Tech – F.Z.E., wholly Owned Subsidiary of the Company at a remuneration from Rs. 7,00,000 (Rupees Seven Lakhs Only) per month to Rs. 12,00,000/- (Rupees Twelve Lakhs Only) per month and such other benefits as termed which requires approval of members. The resolution has been put forth for approval of members by way of an ordinary resolution.

The details of the remuneration payable to Mr. Jigar Ghelani is given in the Resolution No. 6.

None of the Promoter, Directors or Key Managerial Personnel of the Company or their relatives, except Mr Amit Vinod Sheth and Mrs. Deepali Amit Sheth, being relatives of Mr. Jigar Bharat Ghelani is in any way concerned or interested, in the said resolution.

The Board recommends the above resolution to be passed as a Special resolution.

ITEM NO.7 & 8:

As per Section 197 of the Companies Act, 2013, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may be given to maximum permissible limit as per the provisions laid down in Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Special Resolution.

Reference to the provision of section 197 and 203 of the Companies Act, 2013, read with schedule V to the Companies Act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12th September 2018, notification dated 18th March, 2021 and other notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013, provides

for payment of remuneration to a Managerial Person or other [Directors](#) by Companies having profits or no profits or inadequate profits, it may pay [remuneration to the managerial person or other director exceeding the higher of the limits as prescribed in Section 197 and Schedule V of the Companies Act, 2013](#) by way of special resolution. Hence the Board recommends the resolution for member approval by way of special resolution, provided that such variation or increase in remuneration may be beyond the specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 24th July, 2023 recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year beyond specified limits under Section 197 and computed in the manner laid down in Section 198 of the Companies Act, 2013.

Where in any Financial Year, the Company has no profits or profits are inadequate, the overall managerial remuneration payable to all the Directors of the Company shall not exceed Rs. 5,00,00,000/- (Rupees Five Crore Only) per annum.

Members are requested to note that considering the vast experience and expertise of Mrs. Deepali Sheth, Executive Directors in her field, quantum of work and devotion of considerable time for the Company's business operations particularly in respect of vital and strategic decisions, the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company at its meeting held on 24.07.2023, subject to the approval of Members/Shareholders of the Company in its 18th Annual General Meeting to be held on Thursday, 31st day of August, 2023 as a Special Resolution, it is proposed to pay the remuneration not exceeding Rs. 70,00,000 Lakhs to Mrs. Deepali Amit Sheth for the period of 3 (three) years with effect from 1st April, 2023. In addition to the remuneration, Mrs. Deepali Sheth is also entitled to the reimbursement of the expenses incurred by them for the Company.

| I | Remuneration Details | |
|-----|--|---|
| (a) | Period: | 1 st April, 2023 to 31 st March, 2026. |
| (b) | Salary | In consideration of the performance of her duties, the Company shall pay to Mrs. Deepali Amit Sheth the fixed gross remuneration (other than the PF, Superannuation and Gratuity) not exceeding Rs. 70,00,000 (Rupees Seventy Lakh) per annum with such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time. The increment as and when approved by the Board shall be merit based and will take into account the performance as Executive Director as well as that of the Company. |
| (c) | Benefits, Perquisites & Allowances | |
| | Mediclaim and Personal Accident Insurance | Mediclaim and Personal Accident Insurance Policy for such amount as per the rules of the Company. |
| | Gratuity | Gratuity at the rate of 4.84% of basic salary earned for each completed year of service. |
| | Car | Free use of the Company's car as per Company's Rules. |
| | Out of pocket expenses | Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company's business. |
| (d) | Limits on Remuneration | The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013. |
| (e) | Minimum Remuneration | In the event of the Company incurring a loss or having inadequate profits in any financial year, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration. |

In accordance with the provisions of Sections 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed terms of remuneration payable to all the directors require approval of members by passing Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act is as under:

| I | General Information | |
|---|---------------------|---|
| 1 | Nature of Industry | The Company is engaged in business of manufacturing and trading of led lights and fixtures. |

| | | |
|-----------|--|---|
| 2 | Date or expected date of commencement of commercial production | Not applicable (Company is an existing company) |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. | Not applicable |
| 4 | Financial performance based on given indicators | *As per the table mentioned below. |
| 5 | Foreign investments or collaborations, if any. | The Company has total investment of Rs. 62,08,051/- in two unlisted subsidiaries. |
| II | Other information: | |
| 1 | Reasons of loss or inadequate profits | Our Company has a made huge expansion in its business operations recently by generating a revenue of Rs. 16,215.90 Crore as compared to previous years. and currently strengthen its market position. There are various factors for lighting industry to get disrupt such as global supply chain, delaying the manufacturing, market saturation, seasonal variations. |
| 2 | Steps taken or proposed to be taken for improvement | To cater to the said shortfall, the company has adopted various measures such as cost analysis and reduction, product diversification and innovation, marketing and sales strategy enhancement, operational efficiency etc. |
| 3 | Expected increase in productivity and profits in measurable terms | It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average and the Company has drawn up an Annual Business Plan which it will endeavour to achieve. |

***Financial performance based on given indicators:**

(Rs in Lacs)

| Particulars | Standalone Financial Statement of the Company for the Financial Year ended on: | |
|--------------------------|--|-----------------------------|
| | 31 st March 2023 | 31 st March 2022 |
| Revenue from operation | 16,215.90 | 10,154.55 |
| Other Income | 70.88 | 94.50 |
| Total Income | 16,286.78 | 10,249.05 |
| Less: Total Expenditure | 13,390.30 | 9,760.72 |
| Profit before Tax | 2,896.49 | 4.88.32 |
| Less: Provision for Tax | 653.29 | 138.88 |
| Profit/ (loss) After Tax | 2,243.20 | 349.44 |

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Amit Vinod Sheth and Mrs. Deepali Amit Sheth, themselves and Ms. Khushi Amit Sheth, is in any way concerned or interested, in the said resolution.

The Board recommends the Resolution at Item No. 7 and 8 for approval of the shareholders as Special resolution.

ITEM NO. 9:

Xandos Lighting And Fixtures Private Limited (“Xandos”) is a Subsidiary of the Focus Lighting and Fixtures Limited (“FLFL”) and has been incorporated for the purpose of manufacturing, designing and deal in all types of lighting products, fixtures and related matters.

Due to expansion in business operations and to strengthen its competitive position in the market including significant growth, some of the transactions are been undertaken by Xandos on behalf of FLFL. Due to which FLFL proposes to enter into certain business transactions such as purchase and sale of raw material, moulds, dies and machinery, etc. with Xandos Lighting And Fixtures Limited in which Amit Vinod Sheth, Managing Director of FLFL is interested.

As per Section 2(76) the Companies Act, 2013, the term Relatives has been defined which includes Mr. Amit Vinod Sheth, Managing Director as an interested party in the proposed resolutions. Further, as per Regulation 23 of SEBI ((LODR) Regulations, 2015 defines the term Material Related Party Transaction. It provides that all Related Party Transactions shall be considered as “Material” if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceeds Rupees 1000 Crores or 10% of the Annual Consolidated Turnover of

the Company as per the last Audited Financial Statement of the Company, whichever is lower.

Further, as per the special resolution passed on 17th March, 2023, the Shareholder's approval was obtained through Postal Ballot for any issue of loan or providing guarantee or security on a loan obtained by Xandos in terms of the provisions of Section 185 of the Companies Act, 2013.

A transaction involving payments made to a related party with respect to brand usage or royalty shall also be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed five percent of the Annual Consolidated Turnover of the Company as per the last Audited Financial Statements of the Company.

The Material Related Party Transactions requires prior approval of the Shareholders by passing a Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

The total value of the proposed transaction(s) for purchase of Raw material, finished goods, moulds, dies, machinery, etc could reach the threshold limit as prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 i.e. one thousand crores or ten percent of the Annual Consolidated Turnover of the Company, whichever is lower.

For the period commencing from 1st April, 2023, the Audit Committee/ Board had recommended the following Contract(s)/ Arrangement(s)/ any transaction(s) is proposed for the approval of the Shareholders of the Company by passing an ordinary resolution:

| Sr No. | Particulars | Approval required for transactions under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (which may or may not be in ordinary course of business but at arm's length basis) |
|--------|---|---|
| 1. | Name of the Related Party | Xandos Lighting And Fixtures Private Limited |
| 2. | Nature of Relationship | A Company in which Mr. Amit Vinod Sheth is interested as a Directors in the Related Party Company. |
| 2. | Types, Material terms and Particulars of Proposed Transaction | All the proposed Contract(s)/ Arrangements/ any transaction(s) with respect to Sale, purchase or supply of goods or materials, selling or disposing of or buying of property of any kind and availing or rendering of any services either directly or through any appointed agent, leasing of property of any kind, for appointment to any office or place of profit in the Company, its Subsidiary or Associate Company, for remuneration for underwriting the subscription of any securities or derivatives thereof or any other transaction of whatever nature, at arm's length basis and which may or not be in the ordinary course of business, which shall be governed by the Company's Related Party Transaction Policy and shall be approved by the Audit Committee within the overall limits approved by the Shareholders. |
| 3. | Tenure of the proposed transaction | In any financial year commencing from 1 st April, 2023. |
| 4. | Estimated maximum amount / Value of proposed transactions that shall be entered into | Up to 40% of the Annual Consolidated Turnover of the Company as per the latest audited financial statements of the Company. |
| 5. | The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. | Up to 40% of the consolidated turnover of the Company as per the latest audited financial statements of the Company. |
| 6. | The indicative base price / current contracted price and the formula for variation in the price if any | - |

| | | |
|-----|--|--|
| 7. | Justification as to why RPT is in the interest of listed entity | Xandos is a Subsidiary of the Company and has been incorporated for manufacturing, trading, design, purchase or deal in all types of lighting products and its fixtures. Some of the transactions are been undertaken by Xandos on behalf of the Company due to which there is day to day transactions between both the Company for purchase and sale of raw material, finished goods, moulds, dies and machinery, etc. Accordingly, the proposed related party transaction is in the interest of the Company. |
| 8. | A copy of the valuation or other external party report, if any such report has been relied upon; | Not Applicable |
| 9. | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | - |
| 10. | Any other information that may be relevant | Raw materials, Finished goods, moulds, dies and Machinery available with related party and of desired quality needed for production process and justified from economies of scale point of view. |

***Plus taxes wherever applicable.**

The other related information as envisaged under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

| Name of the Related Party | Xandos Lighting And Fixtures Private Limited |
|---|---|
| Name of the Director or key managerial personnel who is related, if any | Mr. Amit Vinod Sheth |
| Nature of Relationship | Mr. Amit Sheth is a Director in Xandos Lighting And Fixtures Private Limited and Focus Lighting And Fixtures Limited Focus Lighting And Fixtures Limited is holding 5,100 shares in Xandos Lighting And Fixtures Private Limited. |
| The nature, material terms, monetary value and particulars of the contract or arrangement | As per table above |
| Any other information relevant or important for the members to take a decision on the proposed resolution | Raw materials finished goods, moulds, dies and Machinery available with related party and of desired quality needed for production process and justified from economies of scale point of view. |

The above Contract(s) / Arrangement(s) / any transaction(s) were recommended by the Audit Committee at their meeting held on 24.07.2023 and approved by the Board of Directors at its meeting held on 24.07.2023 to the unrelated shareholders of the Company for their approval.

None of the Directors/Key Managerial Personnel of the Company/their relatives, is in any way concerned or interested, in the said resolution except Mr. Amit Vinod Sheth, Managing Director and Ms Khushi Amit Sheth, Non-Executive Director to the extent of their Directorship in the Company.

The Board recommends the Resolution at Item No. 9 for approval of the shareholders as Special resolution.

**By order of the Board of Directors of
Focus Lighting and Fixtures Limited.**

**Sd/-
Drashti Senjaliya
Company Secretary**

**Place: Mumbai
Dated: 24th July, 2023**

ATTENDANCE SLIP

RECORD OF ATTENDANCE 18TH ANNUAL GENERAL MEETING, HELD ON THURSDAY, 31ST DAY OF AUGUST, 2023 AT 02.00 P.M. AT 11C, LAXMI INDUSTRIAL ESTATE, NEW LINK ROAD, OPP. FUN REPUBLIC, CINEMA, ANDHERI WEST, MUMBAI – 400058, MAHARASHTRA:

| | |
|--|--|
| Regd. Folio No. / DP ID & Client ID | |
| Name and Address of the Shareholder(s) | |
| Joint Holder 1/ | |
| Joint Holder 2 | |
| No. of shares held | |

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 18th Annual General Meeting of the Company on Thursday, the 31st day of August, 2023 at 2.00 p.m. at 11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic, Cinema, Andheri West, Mumbai – 400058, Maharashtra.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note:

- A) Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.
- B) Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING

-----X-----X-----X-----

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]

FOCUS LIGHTING AND FIXTURES LIMITED

CIN: L31500MH2005PLC155278

Regd Office: 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon (East),
Mumbai 400063 Maharashtra

Phone No- +91 22 2686 5671, Email- cs@pluslighttech.com, Website- www.focuslightingandfixtures.com

| | |
|------------------------|-------|
| Name of the Member(s): | |
| Registered Address: | |
| Folio No./Client ID: | DPID: |
| E-Mail ID: | |

I/We, being member(s) holding _____ Shares of the above named company, hereby appoint:

| | |
|--------------------|------------|
| Name: | Address: |
| E-mail Id: | Signature: |
| or failing him/her | |
| 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 18th Annual general meeting of the company, to be held on Thursday, the 31st day of August, 2023 at 2.00 p.m. at the 11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic, Cinema, Andheri West, Mumbai – 400058, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | Resolutions and Brief Description of Item | Type of Resolution | FOR | AGAINST |
|---------|---|--------------------|-----|---------|
| 1 | To consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31 st March, 2023 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended 31 st March, 2023, the Balance Sheet as at that date, the Auditor's Report thereon and the Directors' Report. | Ordinary | | |
| 2 | To appoint a Director in place of Ms. Khushi Amit Sheth (DIN: 09351537), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment. | Ordinary | | |
| 3 | To approve and declare Final Dividend on Equity Shares at the rate of 15% (Fifteen Percent) [i.e., Rs. 1.50/- (One Rupee Fifty Paise Only) per Equity Share of face value of Rs. 10/- (Rupees Ten Only)] for the Financial Year ended 31 st March, 2023. | Ordinary | | |
| 4 | To consider and approve for Sub-division of the equity shares of the company. | Ordinary | | |
| 5 | To consider and approve Alteration of Memorandum of Association (MOA) | Ordinary | | |
| 6 | To increase the limit as permissible under Section 188(1)(f) of the Companies Act, 2013 of Mr. Jigar Bharat Ghelani holding office or place of profit, as Business Development Manager in Plus Light Tech – F.Z.E, Wholly Owned Subsidiary. | Special | | |
| 7 | To consider and approve the increase remuneration payable to Mrs. Deepali Sheth, Executive Director of the Company. | Special | | |

| | | | | |
|---|--|---------|--|--|
| 8 | To increase the overall Managerial Remuneration of the Directors of the Company. | Special | | |
| 9 | To discuss, consider and approve the proposed Contracts/ Arrangements/ Transactions and Material Related Party Transactions with Xandos Lighting And Fixtures Private Limited. | Special | | |

Signed this _____ day of _____ 2023

Signature of Shareholder

Signature of Proxy holder



Notes:

1. This form of proxy in order to effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

BALLOT FORM

FOCUS LIGHTING AND FIXTURES LIMITED

CIN: L31500MH2005PLC155278

Regd Office: 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon (East),
Mumbai 400063 Maharashtra

Phone No- +91 22 2686 5671, Email- cs@pluslighttech.com, Website- www.focuslightingandfixtures.com

FORM MGT -12

BALLOT PAPER/POLLING PAPER

| | |
|---|--|
| Name of the Member(s): | |
| Registered Address: | |
| DP ID / Client ID* or Registered Folio No : | |
| No. of equity shares held : | |

***Applicable in case of Share held in electronic form**

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 18th Annual General Meeting of Company scheduled to be held on Thursday, the 31st day of August 2023 at 2.00 p.m. at the 11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic, Cinema, Andheri West, Mumbai – 400058, which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated herein below:

| Reso-lutions No. | Resolutions and Brief Description of Item | No. of Equity Share(s) held | I/We assent to the resolution (For)* | I/We dissent to the resolution (Against)* |
|--------------------------|--|------------------------------------|---|--|
| Ordinary Business | | | | |
| 1 | To consider and adopt the Audited Financial Statements (Stand-alone and Consolidated) of the Company for the Financial Year ended 31 st March, 2023 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended 31 st March, 2023, the Balance Sheet as at that date, the Auditor's Report thereon and the Directors' Report. | | | |
| 2 | To appoint a Director in place of Ms. Khushi Amit Sheth (DIN: 09351537), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment. | | | |
| 3 | To approve and declare Final Dividend on Equity Shares at the rate of 15% (Fifteen Percent) [i.e., Rs. 1.50/- (One Rupee Fifty Paise Only) per Equity Share of face value of Rs. 10/- (Rupees Ten Only)] for the Financial Year ended 31 st March, 2023. | | | |
| Special Business | | | | |
| 4 | To consider and approve for Sub-division of the equity shares of the Company. | | | |
| 5 | To consider and approve Alteration of Memorandum of Association (MOA) | | | |
| 6 | To increase the limit as permissible under Section 188(1)(f) of the Companies Act, 2013 of Mr. Jigar Bharat Ghelani holding office or place of profit, as Business Development Manager in Plus Light Tech – F.Z.E, Wholly Owned Subsidiary. | | | |
| 7 | To consider and approve the increase remuneration payable to Mrs. Deepali Sheth, Executive Director of the Company. | | | |
| 8 | To increase the overall Managerial Remuneration of the Directors of the Company. | | | |

| | | | | |
|---|--|--|--|--|
| 9 | To discuss, consider and approve the proposed Contracts/ Arrangements/ Transactions and Material Related Party Transactions with Xandos Lighting And Fixtures Private Limited. | | | |
|---|--|--|--|--|

Signature of the Shareholder/Proxy Present

.....

***Please put a tick mark in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.**

INSTRUCTIONS

1. This Ballot Paper is provided, pursuant to Regulation 4(2) (a) (iii) read with regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 to enable the shareholder(s) or their proxy(ies) for voting by way of Ballot Paper(s), who does not have access to e-voting facility and /or who have not voted through e-voting, so that they can also participate in voting through this physical Ballot Paper.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot paper if a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting by Ballot paper shall be treated as invalid.
3. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through physical ballot paper from member(s) at the venue of AGM for declaring the final result for each of the resolutions forming part of 18th AGM Notice of Company.

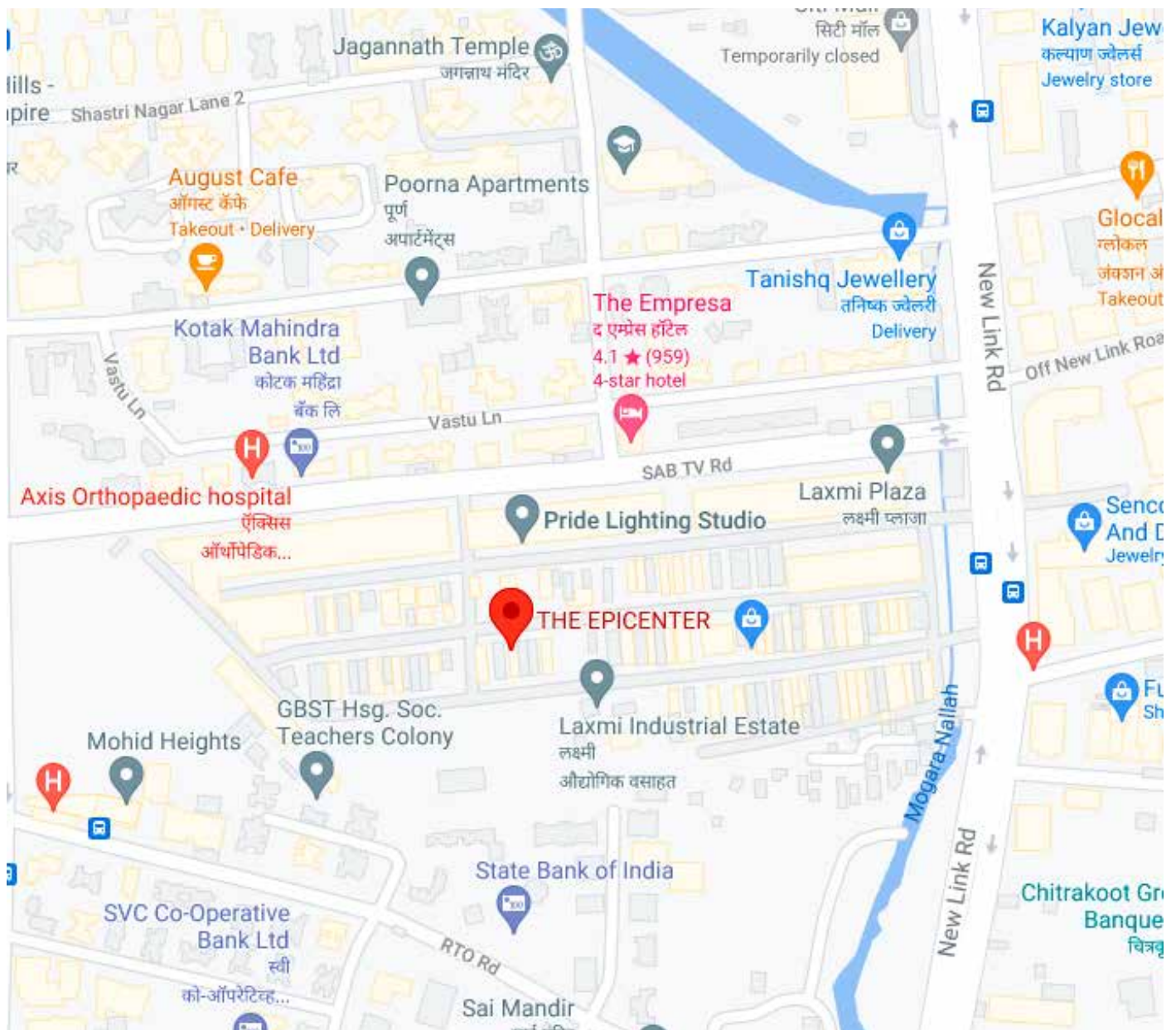
Process and manner for Members opting to vote by using the Ballot Paper:

1. Please complete and sign this Ballot Paper and drop in the locked ballot box placed in the meeting hall for voting purpose with respect to 18th AGM of the Company as scheduled on Thursday, the 31st day of August 2023 at 2.00 p.m.
2. This ballot Paper should be signed by the Member (s) as per the specimen signature (s) registered with Registrar and Share Transfer Agent of the Company viz. Big Shares Services Private Limited or by their proxy(ies)duly authorized by the member. In case of joint holding, the ballot Paper should be completed and signed by the first name Member and in his/her absence, by the next name joint holder or by their proxy(ies) duly authorized by any one of the joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing and duly attested copy of the POA registered with the company or enclosing therewith duly attested/notarized copy of the POA.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution/Authorization document(s) consisting therein the attested signature(s) of authorized person(s).
4. Votes should be cast in case of each resolution either in favour or against by putting the tick mark in the respective column(s) provided in the Ballot Paper.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the Paid-up Equity Share Capital of the Company as on cut-off day Friday, 18th August, 2023 and each fully paid up equity

shares carries one voting right.

6. A Member can download the Ballot Paper from the website of the Company viz. <https://www.focuslightingandfixtures.com/investors/annual-report/>, if so required.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Papers will be rejected. The Ballot Papers will also be rejected if it is received torned, defaced or mutilated to the extent which makes it difficult for the Scrutinizer to identify either the Member or when it is not ascertainable that vote(s) have been cast by member (s) in favour or against the resolution or when the signature(s) of member(s) cannot be verified with the available records of registrar & share transfer agent of company Big Shares Services Private Limited.
8. The decision of the Scrutinizer on the validity of the Ballot Paper(s) and any other allied matter(s) thereto shall be final and binding on the member(s) of Company.
9. The consolidated result for voting's done by the members of Company through e-votings & ballot votings for all the resolution(s) placed in the 18th AGM of company and as declared by Chairman/duly authorized person along with respective scrutinizer's report shall be uploaded on the company's website i.e. <https://www.focuslightingandfixtures.com/investors/30lodr-financial-year-2023-2024/> within 48 hours of conclusion of AGM and on the website of CDSL at www.evotingindia.com whenever they upload, and will simultaneously be also forwarded to the stock exchange(s) (viz. NSE) where the Company's equity shares are listed, as per respective rules/regulations applicable thereto.

ROUTE MAP TO THE VENUE TO THE 18TH ANNUAL GENERAL MEETING OF FOCUS LIGHTING AND FIXTURES LIMITED TO BE HELD ON THURSDAY, 31ST AUGUST, 2023 AT 02:00 PM AT 11C, THE EPICENTER, LAXMI INDUSTRIAL ESTATE, NEW LINK ROAD, OPP. FUN REPUBLIC, CINEMA, ANDHERI WEST, MUMBAI – 400058.



Toll Free: 1800 120 111 999

info@pluslighttech.com | +91-22-26865671



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