

### General Information About Company

Scrip code	
NSE Symbol	FOCUS
MSEI Symbol	000000
ISIN	INE593W01010
Name of the entity	FOCUS LIGHTING AND FIXTURES LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Half yearly
Date of Report	30-09-2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

## Annexure I

### I Composition of Board of Directors

Sr	Name of the Director	DIN	PAN	Category of directors	Sub Category of directors	Date of Birth	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure of director (in months)	Whether Director is disqualified?	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing Special Resolution	Number of Directorship in listed entities including this listed entity	Number of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity	Number of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
1	AMIT VINOD SHETH	01468052	ATAPS4264R	Chairperson, Executive Director	MD	28-08-1975	11-08-2005	24-08-2021			No	YES	24-08-2021	1	0	1	0	AC
2	DEEPALI AMIT SHETH	01141083	BISPS9145P	Executive Director		06-07-1980	11-08-2005				No	NA		1	0	1	0	SRC
3	MAHESH KARSANDAS RACHH	00458665	AACPR1795B	Non-Executive - Independent Director		30-11-1956	29-12-2017	24-09-2022		57.2	No	YES	24-09-2022	1	1	2	2	AC, SRC, NRC
4	CHETAN NAVINCHANDRA SHAH	08038633	AADPS9104L	Non-Executive - Independent Director		30-01-1963	29-12-2017	24-09-2022		57.2	No	YES	24-09-2022	2	2	3	1	AC, SRC, NRC
5	ANIL SANTOSH VERMA	0858	AJJPV4285A	Non-Executive - Independent Director		01-09-1991	02-09-2021	02-09-2021	11-08-2022		No	NA		2	2	3	2	AC, NRC
6	KHUSHI AMIT SHETH	09351537	OKSPS6027P	Non-Executive - Non-Independent		21-05-2003	08-10-2021			11.2	No	NA		1	0	0	0	NA
7	SANJAY SURAJMAL GAGGAR	03083767	ADXPG8916H	Non-Executive - Independent Director		13-04-1969	11-08-2022	11-08-2022		1.2	No	YES	24-09-2022	1	1	1	0	AC, NRC

<b>Company Remarks</b>	Mr. Anil Verma has resigned as Independent Director w.e.f. 11.08.2022
<b>Whether Regular chairperson appointed</b>	Yes
<b>Whether Chairperson is related to MD or CEO</b>	Yes

## II. Composition of Committees

### A. Audit Committee

Sr	DIN	Name of Committee members	Category	Chairperson/ Membership	Date of Appointment	Date of Cessation
1	00458665	MAHESH KARSANDAS RACHH	Non-Executive - Independent Director	Chairperson	29-12-2017	
2	08038633	CHETAN NAVINCHANDRA SHAH	Non-Executive - Independent Director	Member	29-12-2017	
3	01468052	AMIT VINOD SHETH	Chairman, Executive Director	Member	18-10-2016	
4	08580680	ANIL SANTOSH VERMA	Non-Executive - Independent Director	Member	02-09-2021	11-08-2022
5	03083767	SANJAY SURAJMAL GAGGAR	Non-Executive - Independent Director	Member	11-08-2022	

<b>Company Remarks</b>	Mr. Mahesh Rachh was appointed as Chairperson w.e.f. 29.07.2020. Mr. Chetan Shah was appointed as Member w.e.f. 29.07.2020. Mr. Anil Verma has resigned as Independent Director w.e.f. 11.08.2022
<b>Whether Regular chairperson appointed</b>	Yes

### B. Stakeholders Relationship Committee

Sr	DIN Number	Name of Committee members	Category	Chairperson/ Membership	Date of Appointment	Date of Cessation
1	00458665	MAHESH KARSANDAS RACHH	Non-Executive – Independent Director	Chairperson	29-12-2017	
2	08038633	CHETAN NAVINCHANDRA SHAH	Non-Executive - Independent Director	Member	29-12-2017	
3	01250728	DEEPALI AMIT SHETH	Executive Director	Member	18-10-2016	

<b>Company Remarks</b>	
<b>Whether Regular chairperson appointed</b>	Yes

### C. Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson

Sr	DIN Number	Name of Committee members	Category	Chairperson/ Membership	Date of Appointment	Date of Cessation	Remarks
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### D. Nomination And Remuneration Committee

Sr	DIN Number	Name of Committee members	Category	Chairperson/ Membership	Date of Appointment	Date of Cessation
1	08038633	CHETAN NAVINCHANDRA SHAH	Non-Executive - Independent Director	Chairperson	29-12-2017	
2	00458665	MAHESH KARSANDAS RACHH	Non-Executive - Independent Director	Member	29-12-2017	
3	08580680	ANIL SANTOSH VERMA	Non-Executive - Independent Director	Member	02-09-2021	11-08-2022
4	03083767	SANJAY SURAJMAL GAGGAR	Non-Executive - Independent Director	Member	11-08-2022	

<b>Company Remarks</b>	Mr. Chetan Shah was appointed as the Chairperson w.e.f. 29.07.2020. Mr. Mahesh Rachh was appointed as Member w.e.f. 29.07.2020. Mr. Anil Verma has resigned as Independent Director w.e.f. 11.08.2022
<b>Whether Regular chairperson appointed</b>	Yes

**E. Corporate Social  
Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category	Chairperson/ Membership	Date of Appointment	Date of Cessation	Remarks
1	01468052	AMIT VINOD SHETH	Executive Director	Chairperson	29-06-2018		
2	00030274	CHETAN NAVINCHANDRA SHAH	Non-Executive - Independent Director	Member	29-06-2018		
3	01546339	DEEPALI AMIT SHETH	Executive Director	Member	29-06-2018		

**III. Meeting of Board of  
Directors**

Sr No	Date(s) of meeting previous quarter and in the relevant quarter	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors present
1	18-05-2022		Yes	6	6	3
2	11-08-2022	84	Yes	6	6	3
3	01-09-2022		Yes	6	6	3

**Company Remarks**

**Maximum gap between any two consecutive (in number of days)**

84

<b>IV. Meeting of Committees</b>						
Name of Committee	Date(s) of meeting(s) in the Previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Total Number of Directors attended the meeting (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Nomination and Remuneration	18-05-2022	Yes	3	3	3	0
Nomination and Remuneration	17-06-2022	Yes	3	3	3	0
Nomination and Remuneration	11-08-2022	Yes	3	3	3	0
Stakeholders Relationship	11-08-2022	Yes	3	3	2	0
Audit Committee	18-05-2022	Yes	4	4	3	0
Audit Committee	11-08-2022	Yes	4	4	3	0

<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	Remark
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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## VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Not Applicable
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Sr	Subject	Particulars
1	Name of signatory	CS Drashti Bhimani
2	Designation	Company Secretary and Compliance Officer
3	Place	Mumbai

**ANNEXURE III****III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
<b>1</b>	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on the website	46(2)	Yes
<b>2</b>	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
<b>3</b>	Presence of Chairperson of Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
<b>4</b>	Presence of Chairperson of Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
<b>5</b>	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

**ANNEXURE III**

1	Name of signatory	CS Drashti Bhimani
2	Designation	Company Secretary and Compliance Officer



**Annexure IV**  
**Additional Half yearly Disclosure**

Applicability of disclosure	Applicable
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**I. Disclosure of Loans/ guarantees/comfort letters /securities etc.**

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	36,05,374	93,82,398	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	

**(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	0	0
Promoter Group or any other entity controlled by them	NIL	0	0
Directors (including relatives) or any other entity controlled by them	NIL	0	0

KMPs or any other entity controlled by them	NIL	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	NIL	0	0
Promoter Group or any other entity controlled by them	NIL	0	0
Directors (including relatives) or any other entity controlled by them	NIL	0	0
KMPs or any other entity controlled by them	NIL	0	0
<b>(D) Additional Information:</b>			
<b>II.Affirmations</b>		<b>Compliance Status</b>	<b>Company Remarks</b>
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	
Name	Tarun Udeshi		
Designation	Chief Financial Officer		
Place	Mumbai		
Date	06-10-2022		