

### 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	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
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 1 of directors	Sub Category of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Initial Date of Appointment	Date of Re-appointment	Tenure of director (in months)	Number of Directorship in listed entities including this listed entity	Number of Independent Directorship in listed entities including this listed entity	Number of members 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	YES	11-08-2005	24-08-2021		1	0	1	0	AC
2	DEEPALI AMIT SHETH	01141083	BISPS9145P	Executive Director		06-07-1980	NA	11-08-2005			1	0	1	0	SRC
3	MAHESH KARSANDAS RACHH	00458665	AACPR1795B	Non-Executive - Independent Director		30-11-1956	NA	29-12-2017	29-12-2017	51.3	1	1	2	2	AC, SRC, NRC
4	CHETAN NAVINCHANDRA SHAH	08038633	AADPS9104L	Non-Executive - Independent Director		30-01-1963	NA	29-12-2017	29-12-2017	51.3	2	2	3	1	AC, SRC, NRC
5	ANIL SANTOSH VERMA	08580680	AJJPV4285A	Non-Executive - Independent Director		01-09-1991	NA	02-09-2021	02-09-2021	7	2	2	3	1	AC, NRC
6	KHUSHI AMIT SHETH	09351537	OKSPS6027P	Non-Executive – Non-Independent Director		21-05-2003	NA	08-10-2021			1	0	0	0	NA

<b>Company Remarks</b>	As per NSE Circular vide Circular No. NSE/CML/2021/54 dated 22nd December, 2021, Mr. Anil Verma was appointed w.e.f September 02, 2021 which is before January 01, 2022, the amended provisions of regulation 17 (1C) shall not be applicable and therefore he will be regularise in the ensuing Annual General Meeting as per the earlier provisions of SEBI (LODR), Regulations, 2015.
<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	DI N	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	0045866	MAHESH KARSANDAS RACHH	Non-Executive - Independent Director	Chairperson	29-12-2017	
2	0803863	CHETAN NAVINCHANDRA SHAH	Non-Executive - Independent Director	Member	29-12-2017	
3	0146805	AMIT VINOD SHETH	Executive Director	Member	18-10-2016	
4	0858068	ANIL SANTOSH VERMA	Non-Executive - Independent Director	Member	02-09-2021	

<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.
<b>Whether Regular chairperson appointed</b>	Yes

<b>B. Stakeholders Relationship Committee</b>						
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Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	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

<b>C. Risk Management Committee</b>						
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Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

<b>D. Nomination And Remuneration Committee</b>						
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Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	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	

<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.
<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 1 of directors	Category 2 of directors	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 (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors present
1	12-10-2021	10-02-2022	90	Yes	5	2
2	11-11-2021			Yes		

**IV. Meeting of  
Committees**

Sr No	Name of Committee	Date(s) of meeting of Previous quarter	Date(s) of meeting of Current quarter	Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors present
1	Audit Committee	12-10-2021	10-02-2022	90	Yes	3	2
2	Audit Committee	11-11-2021					
3	Stakeholders Relationship Committee		10-02-2022		Yes	2	1
4	Nomination and Remuneration Committee	22-11-2021	10-02-2022		Yes	2	2

**V. Related Party  
Transactions**

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	

**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)	NA
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 II****Annexure II to be submitted by the listed entity at the end of the financial year (for the whole financial year)****I. Disclosures on the Website in terms of Listing Regulations**

Sr. No.	Item	Compliance status (Yes/No/NA)	Company Remark	Web address
1	Details of business	Yes		www.pluslighttech.com
2	Terms and conditions of appointment of independent directors	Yes		www.pluslighttech.com
3	Composition of various committees of board of directors	Yes		www.pluslighttech.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.pluslighttech.com
5	Code of conduct of board of directors and senior management personnel	Yes		www.pluslighttech.com
6	Criteria of making payments to non-executive directors	Yes		www.pluslighttech.com
7	Policy on dealing with related party transactions	Yes		www.pluslighttech.com
8	Policy for determining 'material' subsidiaries	Yes		www.pluslighttech.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.pluslighttech.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.pluslighttech.com
11	email address for grievance redressal and other relevant details	Yes		www.pluslighttech.com
12	Financial results	Yes		www.pluslighttech.com
13	Shareholding pattern	Yes		www.pluslighttech.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.pluslighttech.com



18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.pluslighttech.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.pluslighttech.com
21	Materiality Policy as per Regulation 30	Yes		www.pluslighttech.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.pluslighttech.com
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]	Yes		www.pluslighttech.com

Sr No	Subject	Particulars
1	Name of signatory	CS Drashti Bhimani
2	Designation	Company Secretary and Compliance Officer
3	Place	Mumbai

**II. Annual Affirmations**

Sr. No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	

19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	No	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	

38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

<b>Other Information</b>	The Company has been migrated from SME Board to Main Board of NSE w.e.f. 24th November, 2021.
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### III. Affirmations

Sr. No.	Particulars	Compliance Status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Sr No	Subject	Particulars
1	Name of signatory	CS Drashti Bhimani
2	Designation	Company Secretary and Compliance Officer
3	Place	Mumbai

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

Applicability of disclosure      Applicable

**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	14,37,500	62,82,234
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

**(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**

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided	Balance outstanding at the end of
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		during six months	six months
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

**(D) Additional Information:**

II.Affirmations		Compliance Status	Company Remarks
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	18-04-2022		