

FOCUS LIGHTING AND FIXTURES LIMITED

ANNEXURE TO THE BOARD'S REPORT

Disclosures under Regulation 14 of the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.

- A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time:** The disclosures are provided in Note 14.1 of the Notes to the Standalone Financial Statements of the Company forming part of the Annual Report for the Financial Year 2024-25.
- B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as prescribed from time to time:** Refer Note 1.14 of the Notes to the Standalone Financial Statements of the Company forming part of the Annual Report for the Financial Year 2024-25.
- C. Details related to ESOS**

Sr No	Details related to ESOS	Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019
(i)	Description of each Employee Stock Option Plan/Scheme that existed at any time during the year, including the general terms and conditions of each Scheme/Plan:	
(a)	Date of shareholders' approval	28 th December, 2019
(b)	Total number of options approved under ESOS	*25,00,000 <i>*The in-principle approval of 5,00,000 Equity Shares as received from National Stock Exchange are deemed to be 25,00,000 Equity Shares post Sub-Division of Equity Shares of the Company from face value of Rs. 10/- to Rs. 2/- each w.e.f 6th October, 2023.</i>
(c)	Vesting requirements	Minimum period of one year between Grant and first Vesting and a maximum vesting period of 3 years, before the Options can be exercised.
(d)	Exercise price or pricing formula	*Rs. 12.6/- <i>*The exercise price of ESOP options is deemed to be Rs. 12.6/- from Rs. 63/- post Sub-Division of Equity Shares w.e.f 6th October, 2023.</i>
(e)	Maximum term of options granted	Options shall vest not earlier than 1 year and not later than 3 years from the grant date.
(f)	Source of shares (primary, secondary or combination)	The source of shares is Primary.
(g)	Variation in terms of options	There was no variation in terms of options.
(ii)	Method used to account for ESOS – Intrinsic or Fair value	Fair Value
(iii)	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not Applicable

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(iv)	Option movement during the year				
	Fiscal Year		2024-25	2023-24	
	Number of options outstanding at the beginning of the year		NIL	NIL	
	Number of options granted during the year		*37,500	NIL	
	Number of options forfeited / lapsed during the year		*37,500	NIL	
	Number of options vested during the year		9,47,500	7,70,000	
	Number of options exercised during the year		7,62,896	6,96,250	
	Number of shares arising as a result of exercise of options		7,62,896	6,96,250	
	Money realized by exercise of options (INR), if scheme is implemented directly by the company		Not Applicable	Not Applicable	
	Loan repaid by the Trust during the year from exercise price received		Rs. 96,12,500/-	Rs. 87,72,750/-	
	Number of options outstanding at the end of the year		NIL	NIL	
	Number of options exercisable at the end of the year		3,25,854	1,58,750	
*During the year under review, Mr. Nishant Pal ceased to be an employee of the Company with effect from April 30, 2024. Consequently, the remaining stock options—comprising 35% (17,500 options) and 40% (20,000 options)—stood cancelled. Subsequently, the Company granted a total of 37,500 options to Mr. Santosh Prasad on February 8, 2025.					
(v)	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.		Weighted Average Exercise Price: Rs. 12.6/- Weighted-average fair values of options granted during the year: NA		
(vi)	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to				
	Senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:				
	Sr No.	Name of the Employee	Designation	Number of options granted during the year	Exercise Price
	1.	Mr. Santosh Prasad	National Sales Head	37,500	Rs. 12.6/-
	any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year: Not Applicable.				
	c) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant: Not Applicable				
(vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information				
(a)	the weighted-average values of share price	1 st Grant 22.11.2021 = Rs 4 2 nd Grant 18.05.2022 = Rs 5 3 rd Grant 27.03.2023 = Rs 65 4 th Grant 08.02.2025 = Rs. 12.6/-			
	Share price at grant date	1 st Grant 22.11.2021 = Rs. 77.40/- 2 nd Grant 18.05.2022 = Rs. 82.35/- 3 rd Grant 27.03.2023 = Rs. 485.90/- 4 rd Grant 08.02.2025 = Rs. 94.11/-			

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	Exercise price	Rs. 12.6/-
	Expected volatility	1 st Grant 22.11.2021 = 14.74% 2 nd Grant 18.05.2022 = 14.81% 3 rd Grant 27.03.2023 = 3.14 % 4 th Grant 08.02.2025 = 47.12%
	Expected option life	1 st Grant 22.11.2021 = 3 years 2 nd Grant 18.05.2022 = 2-3 Years 3 rd Grant 27.03.2023 = 2-3 Years 4 th Grant 27.03.2023 = 3 Years
	Expected dividends	10% per equity share of face value of Rs 2/-
	any other inputs to the model	None
	Risk-free interest rate	6.31%
(b)	the method used and the assumptions made to incorporate the effects of expected early exercise	The fair value of ESOPs is calculated as on the date of grant based on the Black-Scholes valuation model. Valuation assumptions for options granted in prior periods (which are vesting or exercised in the current period) would have been used at their respective grant dates.
(c)	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	It is based on price movement and mostly based on the historical data as available.
(d)	whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition	NA
Disclosures in respect of grants made in three years prior to IPO under each ESOS: Not Applicable.		

	Details related to Trust	The following details, inter alia, in connection with transactions made by the Trust meant for the purpose of administering the schemes under the regulations are to be disclosed:
(i) General Information on all schemes:		
Sr. No	Particulars	Details
	Name of the Trust	FLFL Employee Welfare Trust
	Details of the Trustee(s)	The Trustees of the Trust are Mr. Anil Patel, Mr. Santosh Prasad and Mr. Jitesh Doshi.
	Amount of loan disbursed by company / any company in the group, during the year	Rs. 1,22,53,500/-
	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Rs. 68,02,750/-
	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	NIL
	Any other contribution made to the Trust during the year	NIL
(ii) Brief details of transactions in shares by the Trust:		
(a)	Number of shares held at the beginning of the year	3,33,750
(b)	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition , also as a percentage of paid-up equity capital as at the end of the previous financial year:	9,72,500 Equity shares were acquired by the trust through primary issuance by the Company totalling to 1.47%
(c)	Along with the information on weighted average cost of acquisition per share	Rs 12.6/- Per share

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(d)	Number of shares transferred to the employees / sold along with the purpose thereof	7,62,896
(e)	Number of shares held at the end of the year	5,43,354
(iii)	In case of secondary acquisition of shares by the Trust	Not Applicable

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

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

**Sd/-
Mr. Deepali Amit Sheth
Executive Director
DIN: 01141083**

**Date: August 05, 2025
Place: Mumbai**