

# ANNUAL REPORT

---

2016-17

**FOCUS**  
LIGHTING & FIXTURES LTD



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## Chairman's Message

Dear Shareholders,

It gives me great pleasure to welcome you to the 12<sup>th</sup> Annual General Meeting of your Company - **Focus Lighting and Fixtures Limited**. It was a very successful year for all of us. Focus Lighting and Fixtures Limited has been converted from a private company into a public company and thereafter has become a listed company. This is all due to your utmost faith and confidence that has enabled us to set a benchmark for all upcoming companies. We were one of the companies whose IPO was highly oversubscribed on NSE (SME Exchange- EMERGE).

Today our total revenue has increased from Rs. 60.92 Crores in the previous financial year to **Rs. 71.94 Crores** in 2016-2017, representing a **growth of 18.08%**. Profit After Tax is **Rs. 4.02 Crores** as compared to Rs. 2.91 Crores in the previous year resulting in a **growth of 38.14%**. Success of our company during the fiscal year 2016-2017 is a result of all our employees who have displayed strong execution on their part. Our workforce is doing their individual best in achieving our cumulative goals successfully. This has also allowed us to expand our business, whereby we are in process of forming a wholly owned subsidiary company in Dubai.

We intend to establish our presence in other locations within the country, as well as in the international market. Our emphasis is on scaling up of operations in new markets which could offer attractive opportunities to increase the client base and subsequently, our revenues. Our key asset has been the quality and range of the products we offer and thereby satisfying the expectations of our customers, and beyond.

I would like to thank all our customers and stakeholders for their continuous support. I would also like to pay a tribute to our team for their outstanding work and the progress that they have achieved in the course of the year.

Warm Regards,

**Amit Sheth**

Chairman and Managing Director

## Corporate Information

### Board of Directors

Mr. Amit Vinod Sheth	Chairman and Managing Director
Mrs. Nalini Vinod Sheth	Non-executive Director
Mrs. Deepali Amit Sheth	Executive Director
Mr. Atiuttam Prasad Singh	Independent Director
Mr. Vipin Aggarwal	Independent Director

### Chief Financial Officer

Mr. Chetan Pravin Trivedi

### Company Secretary

Ms. Priya Pragmesh Shah

### Investor Relations

Mr. Paritosh Desai

T 022-2686 5671 | E cs@pluslighttech.com

### Registered office

1007-1010, Corporate Avenue Wing A,  
Sonawala Road, Goregaon (East),  
Mumbai – 400063, Maharashtra.

### Bankers

HDFC Limited

### Registrar & Transfer Agent

Bigshare Services Private Limited  
E/2, Ansa Industrial Estate, Saki Vihar Road,  
Saki Naka, Andheri (East), Mumbai 400072

### Auditors

M/s. N P Patwa & Co

## Notice

**NOTICE** is hereby given that the 12<sup>th</sup> Annual General Meeting of **M/s. Focus Lighting and Fixtures Limited** (earlier known as **Focus Lighting and Fixtures Private Limited**) and its members will be held on Friday, the 29<sup>th</sup> day of September 2017 at 4.00 p.m. at Vivette Banquet, Vibyor Roots & Rise Building, 4<sup>th</sup> Floor, Malad (West), Mumbai 400064 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial Statements of the Company for the year ended 31<sup>st</sup> March, 2017 and the Report of the Directors' and the Auditors thereon.
2. To appoint a Director in place of Mrs. Deepali Amit Sheth (DIN 01141083), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
3. Ratification of Statutory Auditors.

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. N. P. Patwa & Co, Chartered Accountants (Firm Registration No.107845W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2018 and to audit the accounts of the company for the financial year 2017-18 at such remuneration as may be fixed by the members."

### SPECIAL BUSINESS

4. To re-appoint Mr. Vipin Aggarwal (DIN:01029790) as an Non-Executive Independent Director of the Company .

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr Vipin Aggarwal (DIN: 01029790) who was appointed as an Non Executive Independent-cum-Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from 23<sup>rd</sup> June 2017 by the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member along with the requisite deposit proposing his candidature for the office of Director of the Company, be and is hereby regularized/appointed as an Non-Executive-Independent Director of the Company for a period of 5 years with effect from 23<sup>rd</sup> June 2017 and whose office shall not be liable to determination by retirement of Directors by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr Vipin Aggarwal (DIN01029790) be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed under the Act from time to time"

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

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

Place: Mumbai  
Date: August 21<sup>st</sup>, 2017

**Notes:**

1. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 with respect to the special business set out in Item no 4 the Notice is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting ("The Meeting") is entitled to appoint a Proxy to attend and vote instead of himself / herself and such a Proxy need not be a member of the company. The Proxies in order to be effective, must be received at the Company's Registered Office address not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable, issued on behalf of the nominating organisation. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not 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. The proxy form is enclosed to this notice.
3. A Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.
4. In case of joint holders attending the Meeting, joint holder ranked higher in the order of names will be entitled to vote at the meeting.
5. Members holding shares in demat (electronic) account are requested to notify changes, if any, in their address, e-mail address, etc. to the respective Depository Participants (DPS).
6. Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23<sup>rd</sup> September to Friday, 29<sup>th</sup> September, 2017 (both days inclusive) for the purpose of ensuing the Annual General Meeting
7. Members are requested to support the Green Initiative and get their email addresses registered with their Depository Participants. In case of members who require any clarification can write to the Company so as to reach before 48 hours before the meeting or write to us at [cs@pluslighttech.com](mailto:cs@pluslighttech.com)
8. Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the e-voting facility shall be provided to shareholders in compliance with the condition specified under Companies (Management and Administration) Rules, 2014, or Amendments thereto. However, the Company, being listed on the SME platform of NSE, has been exempted from complying with e-voting requirements vide MCA Notification dated 19<sup>th</sup> March, 2015 by amendment in Rule 20 of the Companies (Management and Administration) Rules, 2014. Hence, pursuant to the aforementioned notification, the e-voting facility has not been provided.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).
10. The Attendance slip is enclosed to this notice. Members are requested to handover the slip at the counter at the time of Annual General meeting.

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

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

Place: Mumbai  
Date: August 21<sup>st</sup>, 2017

## Explanatory Statement pursuant to provisions of Section 102 of Companies Act, 2013

### Item No. 4:

Mr. Vipin Aggrawal (DIN: 01029790), was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the company with effect from 23<sup>rd</sup> June, 2017 subject to the approval of the members. The Company has received the requisite notice in writing under section 160 of the Act along with deposit from member proposing the candidature of Mr. Vipin Aggrawal to be appointed as Non-Executive Independent Director not liable to retire by rotation at the ensuing AGM. Mr. Vipin Aggrawal will not be entitled for any remuneration as per the company policy for Non-Executive Director except sitting fees for attending Board and Committee Meetings and commission as decided by the Board of Directors as per the provisions of the Act.

Brief profile of Mr. Vipin Aggrawal pursuant to Regulation 36 of the SEBI(LODR) Regulations, 2015 is given below.

Profile of Mr. Vipin Aggrawal: Mr. Vipin Aggrawal is a Fellow Member of the Institute of Chartered Accountants of India (FCA) having experience of 35 years in the areas of Taxation and Company Law Matters. His areas of expertise include Taxation, Corporate Services, Amalgamation/Merger of Companies, Banks and Companies Act.

Mr. Vipin Aggrawal has served the Board of Companies like Mifco Chits Private Limited and M. M. Financial and Industrial Consultants Private Limited. His contribution and efficacy in streamlining compliance and taxation matters for the Companies emerging in Service sector is immense.

Name	Mr. Vipin Aggrawal
Expertise	FCA, Taxation, Corporate Services, Amalgamation/Merger of Companies, Banks and Companies Act
Disclosure of relationships between directors inter-se	Nil
Directorship(s) held in other Listed Companies	M/s Mifco Chits Private Limited M/s M. M. Financial and Industrial Consultants Private Limited
Committee positions held in other Listed Companies	Nil
Number of shares held in the Company	Nil

Except Mr. Vipin Aggrawal, none of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in Item No. 4 of this notice.

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

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

Place: Mumbai  
Date: August 21<sup>st</sup>, 2017



## Directors' Report

To,  
The Members,  
**Focus Lighting and Fixtures Limited**

Your Directors take pleasure in presenting the 12<sup>th</sup> Annual Report on the business and operations of your Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2017.

### Financial Highlights

The financial performance of your Company for financial Year 2016-17 and 2015-16 is summarized as below:

Particulars	(Rs. in Crores) for Financial Year ended	
	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
Total Revenue	71.94	60.92
Total Expenditure	65.91	56.38
Profit before Tax	6.03	4.54
Provision for Tax	2.01	1.63
Profit / (loss) After Tax	4.02	2.91

### **Financial Performance and State of Company Affairs**

During the year under review, your Company has recorded total revenue of **Rs. 71.94 Crores** against **Rs. 60.92 Crores** in the previous year resulting in **18.08% growth** over previous year. Profit before Taxation for the financial year ended 31<sup>st</sup> March, 2017 increased to **Rs. 6.03 Crores** as compared to **Rs.4.54 Crores** in the previous year resulting in **32.81% growth**. Profit after Tax is **Rs. 4.02 Crores** as compared to **Rs. 2.91 Crores** in the previous year resulting in **38.14% growth**.

### **Dividend**

With a view to conserve the resources to strengthen the financial position of the Company, your Directors have decided not to recommend dividend for the financial year 2016-17.

### **Transfer to Reserves**

Your Company proposes to transfer an amount of **Rs.4.02 Crores (Previous year Rs. 2.91 Crores)** to Statutory Reserve.

### **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.

### **Subsidiaries, Joint Ventures and Associate Companies**

The Company does not have any subsidiary, joint venture or associate Company as on 31<sup>st</sup> March, 2017.

### **Conversion of the company from private limited to public limited**

The members of the Company at the extra-ordinary general meeting held on 12<sup>th</sup> October, 2016 passed a special resolution for conversion of the Company from private limited company to public limited company. Subsequently, the Registrar of Companies, Maharashtra, Mumbai issued a fresh certificate of incorporation dated 22<sup>nd</sup> February, 2017 certifying the conversion of Company into public limited company and that the name of the Company was changed from 'Focus Lighting and Fixtures Private Limited' to 'Focus Lighting and Fixtures Limited'.



### **Initial Public Offer and Listing at NSE (Emerge)**

The authorised share capital of the Company was increased from Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) to Rs. 4,00,00,000/- (Rupees Four Crores Only) vide shareholders' approval dated 30<sup>th</sup> September, 2016 to issue equity shares in the capital of the Company under Initial Public Offer (Issue) to meet the business needs of the Company. Initially, the paid up capital of the Company had been raised from Rs. 4,86,000/- (Equity shares of 48,600) to Rs. 2,47,86,000/- (Equity shares of 24,78,600) pursuant to issue of Bonus shares provided to existing shareholders on 7<sup>th</sup> October, 2016 and later company came up with Initial Public Offer. The Issue of the Company was closed on 5<sup>th</sup> April, 2017 which received an overwhelming response from retail as well as non-retail investors. The Issue was subscribed and the basis of allotment was finalized in consultation with the National Stock Exchange Limited on 10<sup>th</sup> April, 2017. The Company allotted fully paid up 9,00,000 equity shares of Rs. 10/- each at a premium of Rs. 35/- aggregating to Rs. 405.00 lakhs to the eligible applicants. Apart from this, during the year your Company has not issued any Equity shares with voting rights.

The Equity Shares of the Company were listed and admitted to dealings on the SME platform of NSE Limited (EMERGE Platform) w.e.f. 13<sup>th</sup> April, 2017.

Company being listed since 13<sup>th</sup> April, 2017 has paid its listing fee for the financial year 2017-2018

### **Change in capital structure of the Company**

Consequent to the aforesaid corporate action, the authorized share capital of the Company as on date is Rs. 4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000 Equity shares of Rs.10/- each and issued, subscribed and paid-up capital of the Company is Rs. 3,37,86,000/- (Rupees Three Crores Thirty Seven Lakhs and Eighty Six Thousand Only) divided in to 33,78,600 Equity shares of Rs.10/- each.

### **Use of Proceeds**

The proceeds from the Issue of the Company vide prospectus dated 20<sup>th</sup> March, 2017 have been utilized / are in process of utilization for the purpose for which they were raised and there is no deviation in the utilization of proceeds

### **Directors and Key Managerial Persons**

Mr. Amit Vinod Sheth is the promoter Director of the Company. He was re-designated as the Managing Director of the Company by the Board of Directors and the members of the Company w.e.f 21<sup>st</sup> October, 2016 for a period of five years. As per Section 152(6) of the Companies Act, 2013, Mr. Amit Vinod Sheth (DIN: 01468052) retires by rotation and being eligible offers himself for re-appointment as the Managing Director of the Company.

Mrs. Nalini Vinod Sheth (DIN: 01714821) is the promoter Director of the Company. She was re-designated as Non-executive Director of the Company w.e.f 21<sup>st</sup> October, 2016.

Mr. Atiuttam Prasad Singh (DIN: 07635843) and Mr. Sandeep Jain (DIN: 06400869) were appointed as an Additional Directors by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 to hold the office of Non-Executive Independent Director of the Company w.e.f 21<sup>st</sup> October, 2016 until the date of ensuing General Meeting. Mr. Sandeep Jain thereafter resigned from position of the Non-executive Independent Director from 8<sup>th</sup> June, 2017 and Mr. Vipin Aggrawal (DIN: 01029790) was appointed as Additional Non-executive Independent Director of the Company w.e.f. 23<sup>rd</sup> June, 2017. The Board of Directors place on record its thanks for the association of Mr. Sandeep Jain with the Company

### Key Managerial Personnel

During the year, Ms. Priya Pragnesh Shah and Mr. Chetan Pravin Trivedi were appointed as Company Secretary and Chief Financial Officer of the Company w.e.f 1<sup>st</sup> February, 2017 and 15<sup>th</sup> October, 2016 respectively

### Disclosures by Directors

The Directors on the Board have submitted notice of interest under Section 184(1) i.e. in Form MBP 1, intimation under Section 164(2) i.e. in Form DIR 8 and declaration as to compliance with the Code of Conduct of the Company. All Independent Directors have also given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act.

### Declaration by Independent Directors

Mr. Atiuttam Prasad Singh and Mr. Vipin Aggrawal, Independent Directors of the Company have given their respective declarations as required under Section 149(7) of the Companies Act, 2013 to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and that they abide by the provisions specified in Schedule IV to the Companies Act, 2013. The Board has, taken on record the declarations received from said Independent Directors.

### Composition of Board and statutory committees formed thereof

#### Board of Directors:

Sr. No.	Name	Nature of Directorship
1	Amit Vinod Sheth <sup>#</sup>	Managing Director
2	Deepali Amit Sheth	Executive Director
3	Nalini Vinod Sheth <sup>#</sup>	Non-executive Director
4	Atiuttam Prasad Singh	Non-executive & Independent Director
5	Sandeep Jain <sup>*</sup>	Non-executive & Independent Director
6	Vipin Aggrawal <sup>§</sup>	Non-executive & Independent Director

<sup>\*</sup>Resigned w.e.f 8<sup>th</sup> June, 2017

<sup>§</sup>Appointed w.e.f 23<sup>rd</sup> June, 2017

<sup>#</sup>Appointed w.e.f 21<sup>st</sup> October, 2016

#### Audit Committee

Sr. No.	Name	Nature of Directorship
1	Mr. Sandeep Jain	Chairman (Resigned w.e.f 8 <sup>th</sup> June, 2017)
2	Mr. Vipin Aggrawal	Chairman (Appointed w.e.f 23 <sup>rd</sup> June, 2017)
3	Mr. Atiuttam Prasad Singh	Member
4	Mr. Amit Vinod Sheth	Member

**Nomination and Remuneration Committee:**

Sr. No.	Name	Nature of Directorship
1	Mr. Atiuttam Prasad Singh	Chairman
2	Mr. Sandeep Jain	Member (Resigned w.e.f 8 <sup>th</sup> June,2017)
3	Mr. Vipin Aggrawal	Member (Appointed w.e.f 23 <sup>rd</sup> June, 2017)
4	Mrs. Nalini Vinod Sheth	Member

**Stakeholders Relationship Committee:**

Sr. No.	Name	Nature of Directorship
1	Mr. Atiuttam Prasad Singh	Chairman
2	Mr. Sandeep Jain	Member (Resigned w.e.f 8 <sup>th</sup> June,2017)
3	Mr. Vipin Aggrawal	Member (Appointed w.e.f 23 <sup>rd</sup> June, 2017)
4	Mrs. Deepali Amit Sheth	Member

The Committees are constituted in line with the regulatory requirements mandated by the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (LODR).

**Meetings of the Board and Committees**

Details of meetings of the Board and committees held during the year are set out in following table.

Particulars	Board	Audit Committee <sup>5</sup>	Nomination & Remuneration Committee <sup>5</sup>
Number of Meetings	14	2	1
Dates of Meetings	05.04.2016,15.07.2016, 03.09.2016,19.09.2016, 27.09.2016,07.10.2016, 15.10.2016,18.10.2016, 14.11.2016,23.01.2017, 15.02.2017,23.02.2017(2), 27.02.2017	14.11.2016, 21.01.2017	21.01.2017
No. of meetings attended by Directors / Committee members	As given below	As given below	As given Below
Amit Vinod Sheth	14	2	N.A.
Deepali Amit Sheth	14	N.A	N.A.
Nalini Vinod Sheth	14	N.A	1
Atiuttam Prasad Singh	6*	2	1
Sandeep Jain	6*	2	1

\*As Mr Atiuttam Prasad Singh and Mr. Sandeep Jain were appointed as Independent Director in Board meeting dated 15<sup>th</sup> October, 2016 and thus they have attended six meetings out of seven meetings held during their tenure

<sup>5</sup> Audit Committee as well as Nomination and Remuneration Committee were constituted in the Board Meeting dated 18<sup>th</sup> October, 2016.

The intervening gap between the Board Meetings was within the period prescribed under the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

### **Directors Responsibility Statement**

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

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed and there were no material departures;
- b) 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;
- c) 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;
- d) they had prepared the annual accounts on a going concern basis;
- e) they had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f) 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.

### **Public Deposits**

During the Financial Year 2016-2017 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 required to be given or provided.

### **Particulars of Loans, Guarantees, Securities and Investments**

Details of loans, guarantees and investments under section 186 of the companies Act, 2013 have been disclosed in the Financial Statements.

### **Committee and policy under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The Company has constituted Internal Complaints Committee under and as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, no instance of complaint or report under the said Act was registered in any of the units of the Company.

### **Related Party Transactions**

All related party transactions entered during the period under review were on arm's length basis and in the ordinary course of business. 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 as '**Annexure A**' to this Report.

The details of the transactions with Related Parties are provided in the accompanying financial statements as required under Accounting Standard 18.

## **Auditors**

### **Statutory Auditor**

M/s. N P Patwa & Co., Chartered Accountants, Firm Registration No. 107845W were appointed as Statutory Auditors of the Company by members in the last Annual General Meeting of the Company held on 30<sup>th</sup> September, 2016 to hold office from the conclusion of 11<sup>th</sup> AGM till the conclusion of 13<sup>th</sup> AGM to be held for the year ending 31<sup>st</sup> March, 2018. In terms of Section 139 of the Companies Act, 2013, the members need to ratify their appointment at the ensuing Annual General Meeting.

The observations made in the Auditors report read together with the relevant notes thereon, are self-explanatory and hence do not call for any comments under Section 134 of the Companies Act, 2013.

### **Secretarial Auditor & Internal Auditor**

Anubhuti Tripathi & Associates, Practicing Company Secretaries, Mumbai were appointed as the Secretarial Auditor of the Company for financial year 2017-18 by passing of resolution in the Board meeting held on 29<sup>th</sup> May, 2017. Also pursuant to Section 138 of the Companies Act, 2013 and rules made thereunder, it is proposed to appoint M/s Mahajan & Aibara, Chartered Accountants as Internal Auditors to conduct Internal Audit of records and documents of the Company for the financial year ended on 2017-18.

### **Corporate Governance**

The Company being listed on the Small and Medium Enterprise platform is exempted from provisions of corporate governance as per Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence no corporate governance report is disclosed with this Annual Report. It is pertinent to mention that the Company follows majority of the provisions of the corporate governance voluntarily.

### **Corporate Social Responsibility**

Provisions of section 135 of the Act concerning the constitution of Corporate Social Responsibility Committee and related matters are not applicable to the Company.

### **Extract of Annual Report**

As required pursuant to section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, (as amended) is furnished in the Form MGT-9 as '**Annexure B**' attached to this report, which forms an integral part of this report.

### The 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:

Particulars	Remarks
A. Conservation of Energy:	
<ul style="list-style-type: none"><li>The steps taken or impact on conservation of energy</li></ul>	The Corporation is taking due care for using electricity in the office and its branches. The Company ensures that it takes care for optimum utilization of energy.  No capital investment on energy conservation equipment's made during the financial year.
<ul style="list-style-type: none"><li>The steps taken by the Company for utilizing alternate sources of energy</li></ul>	
<ul style="list-style-type: none"><li>The capital investment on energy conservation equipment's</li></ul>	
B. Technology Absorption:	
<ul style="list-style-type: none"><li>The efforts made towards technology absorption</li></ul>	Nil
<ul style="list-style-type: none"><li>The benefits derived like product improvement, cost reduction, product development or import substitution</li></ul>	Nil
<ul style="list-style-type: none"><li>In case of imported technology (imported during the last three years reckoned from the beginning of the Financial year</li></ul>	Nil
<ul style="list-style-type: none"><li>a) The details of technologies imported</li></ul>	Nil
<ul style="list-style-type: none"><li>b) The year of import</li></ul>	Nil
<ul style="list-style-type: none"><li>c) Whether the technology been fully absorbed</li></ul>	Nil
<ul style="list-style-type: none"><li>d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof:</li></ul>	Nil
<ul style="list-style-type: none"><li>The expenditure incurred on research and development</li></ul>	Nil
C. Foreign Exchange Earnings and Outgo:	
<ul style="list-style-type: none"><li>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</li></ul>	<p>The Company has earned foreign exchange on export of goods as follows:- EXPORT SALES</p> <p>a) USD : <b>\$11,25,285.60/-</b></p> <p>b) AED : <b>2,04,600.55/-</b></p> <p>The Company has expended foreign exchange on import of goods as follows:- IMPORT PURCHASE</p> <p>a) USD : <b>\$9,24,520.30/-</b></p> <p>b) EURO : <b>13050.23/-</b></p> <p>c) GBP : <b>43780/-</b></p>

## Risk Management

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. The Policy provides for constitution of a Risk Committee, which will work towards creating a Risk Register, identifying internal and external risks and implementing risk mitigation steps. The Committee will, on a periodic basis, provide status updates to the Board of Directors of the Company.

## Vigil Mechanism

The Company has established a Vigil Mechanism for directors and employees to report genuine concerns. The vigil mechanism provide for adequate safeguards against victimization of person who use Vigil Mechanism and also provide for direct access to the Chairman of the Audit Committee.

The details of Vigil Mechanism are displayed on the website of the Company [www.pluslighttech.com](http://www.pluslighttech.com).

## Management Discussion and Analysis Report

Management Discussion and Analysis Report as required under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is disclosed separately as part of this annual report

## Details of Significant and Material Orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operation in future

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

## 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.

a) Ratio of remuneration of each Director to the employees' median remuneration:

Particulars	Designation	Remuneration p.a. (Rs. In Lakhs)	Ratio
Mr. Amit Vinod Sheth	Managing Director	28.5	N.A.
Mrs. Deepali Amit Sheth	Executive Director	21.5	N.A.
Mrs. Nalini Vinod Sheth	Non-executive Director	9.0 <sup>#</sup>	N.A.

<sup>#</sup> Mrs. Nalini Vinod Sheth was Director of the Company at the beginning of the year thereby receiving remuneration, later she was appointed as Non-Executive Director w.e.f 21<sup>st</sup> October, 2016 and since then she is not paid any remuneration.

b) Percentage increase in the median remuneration of employees in the financial year 2016-17:

Particulars	Remuneration (Rs. In Lakhs)		Revenue (Rs. In Lakhs)		Percentage increase in remuneration	Percentage increase in revenue
	In year 15-16	In year 16-17	In year 15-16	In year 16-17		
Mr. Amit Vinod Sheth	18.00	28.50	60.92	71.94	58.33%	18.08%
Mrs. Deepali Amit Sheth	18.00	21.50	60.92	71.94	19.44%	18.08%
Mrs. Nalini Vinod Sheth	20.09	9.00	60.92	71.94	NA <sup>#</sup>	18.08%

<sup>#</sup> Mrs. Nalini Vinod Sheth was Director of the Company at the beginning of the year thereby receiving remuneration, later she was appointment as Non-Executive Director w.e.f 21<sup>st</sup> October, 2016 and since than she is not paid any remuneration.

Note: Considering the huge increase in turnover as well as conversion of Company from Private to Public Company and thereafter being listed, there was huge enlargement of roles and responsibilities handled by Directors, thus it was essential to provide them remuneration in lines to the scope of work performed by them.



c) Number of permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2017: 67 (Sixty Seven)

d) Relationship between average increase in remuneration and Company performance:

The increase in remuneration is in line with the market trends in the respective Industry. In order to ensure that the remuneration reflects Company's performance, the performance pay is also linked to organization performance, apart from an individual's performance.

e) Comparison of the remuneration of the Key Managerial Personnel (KMP) against the performance of the Company:

Remuneration of KMP is in line with the performance of the Company.

f) Variation in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company:

Company was listed in April, 2017; therefore this clause is not applicable to our Company.

g) Average percentile increase made in the salaries of employees other than key managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentile increase made in the salaries of employees -10%-20% ( Depending on individual's performance.)

h) The key parameters for the variable component of remuneration availed, if any, by the Directors: Not applicable.

i) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: None

j) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy of the Company.

k) There is no employee covered under the provisions of section 197(14) of the Act.

There was no employee in the Company who drew remuneration of Rs. 5,00,000/- per month or Rs. 60,00,000/- per annum during the period under review. Hence, the Company is not required to disclose any information as per Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014.

**Disclosure in Respect of Equity Shares Transferred in the 'Focus Lighting and Fixtures Ltd. – Unclaimed Suspense Account' is as under:**

Particulars	Number of Shareholders	Number of Equity shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 1 <sup>st</sup> April, 2016	Nil	Nil
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	Nil	Nil
Number of shareholders to whom shares were transferred from suspense account during the year;	Nil	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31 <sup>st</sup> March, 2017	Nil	Nil

@ As the Company was listed in April 2017, thereby there were nil shares lying in suspense account at the beginning as well as at the end of the year.

**Material Changes and Commitments**

Pursuant to conversion of Company from Private Limited to Limited, the name of the Company was changed from Focus Lighting and Fixtures Private Limited to Focus Lighting and Fixtures Limited vide a fresh certificate of incorporation dated 22<sup>nd</sup> February, 2017 was issued by the Registrar of Companies, Ministry of Corporate Affairs, Mumbai. The Company is listed in April 2017 on SME platform of NSE Limited (EMERGE Platform). The Company is in the process of forming wholly owned Subsidiary in Dubai and thereby making investment for the capital requirements of such wholly owned subsidiary. Mr. Sandeep Jain, Non-executive & Independent Director of the Company has resigned w.e.f 8<sup>th</sup> June, 2017. Mr. Vipin Aggrawal was appointed as Additional Non Executive Independent Director w.e.f 23<sup>rd</sup> June, 2017 for period of 5 years subject to approval by shareholders at ensuing Annual general meeting. Except as stated above there were no material changes and commitments affecting the financial position of the Company between the end of financial year and date of the report.

**Acknowledgement**

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from Shareholders, Bankers, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in successful performance of the Company during the year.

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

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

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

Place: Mumbai  
Date: August 21, 2017

**Annexure A to the Director's Report**
**FORM AOC-2**
**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

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: None
2. Details of material contracts or arrangement or transactions at arm's length basis:
  - (a) Name(s) of the related party and nature of relationship: Please see Annexure to AOC 2
  - (b) Nature of contracts/ arrangements/transactions: Please see Annexure to AOC 2
  - (c) Duration of the contracts/arrangements/transactions: Please see Annexure to AOC 2
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: No salient terms defined for the transactions with related parties
  - (e) Date(s) of approval by the Board, if any; and Audit Committee: Audit Committee Approval: 21<sup>st</sup> January, 2017 and Board Meeting Approval: 23<sup>rd</sup> January, 2017
  - (f) Amount paid as advances, if any: Please see Annexure to AOC 2

**"ANNEXURE TO AOC 2"**

Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangements/transactions	Amount paid as advances	Amount of Transactions (in Rs)
<b>Amit Vinod Sheth</b> (Managing Director)	Director	Loan taken during the year Loan repaid during the year Remuneration	-	78,60,761 67,33,896 28,50,000
<b>Deepali Amit Sheth</b> (Executive Director)	Director	Loan taken during the year Loan repaid during the year Remuneration Rent Paid	-	91,32,282 81,85,000 21,50,000 2,75,625
<b>Nalini Vinod Sheth</b> (Whole time Director) Up to 30th Sept 2016 (Later Non- Executive Director)	Director	Loan taken during the year Loan repaid during the year Remuneration Rent Paid	-	64,55,319 2,23,566 9,00,000 2,75,625
<b>Jigar Bharat Ghelani</b>	Relatives of Directors	Salary	-	57,85,758
<b>Arion Online Pvt. Ltd.</b>	Associate Entities	Balance at Close of Unsecured Loan Given Unsecured loan given during the year Received against loan Given Outstanding Payables against Purchases Outstanding Receivables against Sales Sales during the year Purchases during the year	-	18,29,396 25,13,787 6,84,391 27,221 8,64,169 7,79,652 27,221

... contd.

Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transactions	Amount paid as advances	Amount of Transactions (in Rs)
<b>Shantilal &amp; Brothers (Mfg. Dept)</b>	Associate Entities	Outstanding Payables against Purchases Outstanding Receivables against Sales Sales during the year Purchases during the year	-	8,32,30,244 50,525 1,57,72,536 42,68,65,778
<b>Shri Jay Pharma Exim P Ltd</b>	Associate Entities	Balance at the close of Unsecured Loan Taken	-	11,00,049
<b>Focus Lighting FZE</b>	Associate Entities	Outstanding Receivables against Sales Sales during the year		45,11,867 64,61,650
<b>Priya Pragnesh Shah</b> (Company Secretary & Compliance Officer)	Key Managerial Personnel	Salary	-	60,000

**Annexure B to the Director's Report**  
**Extract of Annual Return as on the financial year ended on 31<sup>st</sup> March, 2017**

**Form MGT-9**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. Registration and other details**

CIN	U31500MH2005PLC155278
Registration Date	11th August, 2005
Name of the Company	Focus Lighting and Fixtures Limited
Category/Sub-Category of the Company	Public Company limited by shares / Indian Non-government Company
Address of the Registered office & Contact details	1007-1010, Corporate Avenue Wing A, Sonawala Lane, Goregaon (East), Mumbai-400063 E-mail: cs@pluslighttech.com Website: www.pluslighttech.com Telephone: +91-22-26865671-5
Whether listed company	Yes (SME platform of NSE Limited)
Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next to Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai 400059 Tel: +91-22-6263 8200 Fax: +91-22-6263 8299 E-mail: investor@bigshareonline.com Website: www.bigshareonline.com

**II. Principal Business activities of the Company**

All the business activities contributing 10% or more of the total turnover of the company are stated:

Sr. No.	Name and Description of main products	NIC Code of the Product/service	% to total turnover of the Company
1	Ballast	2710	0.93%
2	Lamp	2740	2.43%
3	Plus Fittings	2740	41.66%
4	Track Light	2740	5.36%
5	Trix Fittings	2740	30.43%
67	LED	2740	19.20%

**III. Particulars of Holding, Subsidiary and Associate Companies**

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ subsidiary/ associate	% of shares held	Applicable section
1	Nil				

**IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity):**
**(i) Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year 1 <sup>st</sup> April, 2016				No. of Shares held at the end of the year 31 <sup>st</sup> March, 2017				% of Change during the year
	Demat	Physical	Total	% of Total share capital	Demat	Physical	Total	% of Total Share Capital	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(a) Individuals / HUF	-	44,740	44,740	92.06	22,81,737	-	22,81,737	92.06	0
(b) Central Govt	-	-	-	-	-	-	-	-	-
(c) State Govt (s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	-	3,860	3,860	7.94	1,96,860	-	1,96,860	7.94	0
(e) Banks/ FI	-	-	-	-	-	-	-	-	-
(f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(1)</b>	-	<b>48,600</b>	<b>48,600</b>	<b>100.00</b>	<b>24,78,597</b>	-	<b>24,78,597</b>	<b>100.00</b>	<b>0</b>
<b>(2) Foreign</b>									
(a) NRI Individuals	-	-	-	-	-	-	-	-	-
(b) Other Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks /FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
<b>Subtotal (A)(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	-	<b>48,600</b>	<b>48,600</b>	<b>100.00</b>	<b>24,78,597</b>	-	<b>24,78,597</b>	<b>100.00</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks/FI	-	-	-	-	-	-	-	-	-
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govt(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds									
(i) Others (specify)			-	-			-	-	-
<b>Sub-total (B)(1)</b>	-	-	-	-	-	-	-	-	-
<b>(2) Non- Institutions</b>									
(a) Bodies Corp.									
(i) Indian	-	-	-	-	-	-	-	-	-
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1lakh	-	-	-	-	3	-	3	0.00	0

... contd.

Category of Shareholders	No. of Shares held at the beginning of the year 1 <sup>st</sup> April, 2016				No. of Shares held at the end of the year 31 <sup>st</sup> March, 2017				% of Change during the year
	Demat	Physical	Total	% of Total share capital	Demat	Physical	Total	% of Total share capital	
(ii) Individual shareholders holding nominal share capital in excess of Rs 1lakh	-	-	-	-	-	-	-	-	-
(c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2)</b>	-	-	-	-	3	-	3	0.00	0
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	-	-	-	-	3	-	3	0.00	0
<b>C. Total shares held by Custodian for GDRS &amp; ADRS</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	48,600	48,600	100.00	24,78,600	-	24,78,600	100.00	0

(ii) Shareholding of Promoters

Sr.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding During The year
		31 <sup>st</sup> March, 2016			31 <sup>st</sup> March, 2017			
		No. of Shares	% of Total Shares of the company	% of Shares Pledged/ Encumbered to total shares	No. of Shares	% of Total Shares of the company	% of Shares Pledged/ Encumbered to total shares	
1	Amit Vinod Sheth	450	0.93	0	22,950	0.93	0	0
2	Deepali Amit Sheth	23,240	47.82	0	11,85,240	47.82	0	0
3	Nalini Vinod Sheth	21,050	43.31	0	10,73,547	43.31	0	0
4	Sri Jay Pharma Exim Pvt. Ltd.	3,860	7.94	0	1,96,860	7.94	0	0
	<b>Total</b>	<b>48,600</b>	<b>100.00</b>	<b>0</b>	<b>24,78,597</b>	<b>100.00</b>	<b>0</b>	<b>0</b>

(iii) Change in Promoters' Shareholding

Sr.	Shareholder's Name	Shareholding at the beginning of the year		Purchase / Sold during the year (Received Bonus Shares on October, 7, 2016) [% of total Shares of the company]		Shareholding at the end of the year	
		No. of Shares	[% of total Shares of the company]	No. of Shares	[% of total Shares of the company]	No. of shares	[% of total shares of the Company]
1	Amit Vinod Sheth	450	[0.93%]	22500	[0.91%]	22950	[0.93%]
2	Deepali Vinod Sheth	23240	[47.82%]	1162000	[46.88%]	1185240	[47.82%]
3	Nalini Vinod Sheth	21050	[43.31%]	1052497 <sup>#</sup>	[42.46%]	1073547	[43.31%]
4	Sri Jay Pharma Exim Pvt. Ltd.	3860	[7.94%]	193000	[7.79%]	196860	[7.94%]

<sup>#</sup> During the year under review Mrs. Nalini Vinod Sheth received 1052500 shares as bonus on 7<sup>th</sup> October, 2016 and thereafter she transferred 3 shares from it.



(iv) Shareholding Pattern of Top 10 Shareholders (Other than Directors, Promoters and Holders of GDRS and ADRs):

Sr. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Anil Narsinhbhai Patel				
	At the beginning of the year 1 <sup>st</sup> April, 2016	0.00	0.00	0.00	0.00
	Purchase 07 <sup>th</sup> October, 2016	1	0.00	1	0.00
	At the end of the year 31 <sup>st</sup> March, 2017			1	0.00
2	Chetan Pravin Trivedi				
	At the beginning of the year 1 <sup>st</sup> April, 2016	0.00	0.00	0.00	0.00
	Purchase 07 <sup>th</sup> October, 2016	1	0.00	1	0.00
	At the end of the year 31 <sup>st</sup> March, 2017			1	0.00
3	Santosh Gangadhar Prasad				
	At the beginning of the year 1 <sup>st</sup> April, 2016	0.00	0.00	0.00	0.00
	Purchase 07 <sup>th</sup> October, 2016	1	0.00	1	0.00
	At the end of the year 31 <sup>st</sup> March, 2017			1	0.00

(v) Shareholding of Directors and Key Managerial Personnel -

Sr. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Amit Vinod Sheth				
	At the beginning of the year 1 <sup>st</sup> April, 2016	450	0.93	450	0.93
	Bonus shares 07 <sup>th</sup> October, 2016	22500	0.00	22950	0.00
	At the end of the year 31 <sup>st</sup> March, 2017			22950	0.00
2	Deepali Vinod Sheth				
	At the beginning of the year 1 <sup>st</sup> April, 2016	23240	0.00	23240	0.00
	Bonus shares 07 <sup>th</sup> October, 2016	1162000	0.00	1162000	0.00
	At the end of the year 31 <sup>st</sup> March, 2017			1185240	0.00

... contd.

Sr. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
3	Nalini Vinod Sheth				
	At the beginning of the year 1 <sup>st</sup> April, 2016	21050	0.00	21050	0.00
	Bonus Shares 07 <sup>th</sup> October, 2016	1052500	0.00	1073550	0.00
	Share Transfers	(3)	0.00	1073547	0.00
	At the end of the year 31 <sup>st</sup> March, 2017			1073547	
4	Chetan Pravin Trivedi				
	At the beginning of the year 1 <sup>st</sup> April, 2016	0.00	0.00	0.00	0.00
	Purchase 07 <sup>th</sup> October, 2016	1	0.00	1	0.00
	At the end of the year 31 <sup>st</sup> March, 2017			1	0.00

## V. Indebtedness

Indebtedness of the Company including interest outstanding / accrued but not due for payment. (Rs. In Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	124475.96	19273114.92	-	19397590.88
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	124475.96	19273114.92	-	19397590.88
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	124475.96	18173065.92	-	18297541.88
Net Change	124475.96	18173065.92	-	18297541.88
Change in Indebtedness during the financial year				
i) Principal Amount	-	1100049	-	1100049
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1100049	-	1100049

## VI. Remuneration of Directors and Key Managerial Personnel

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr.	Particulars of Remuneration	Mr Amit Vinod Sheth (Managing Director)	Mrs. Deepali Amit Sheth (Executive Director)	Mrs. Nalini Vinod Sheth <sup>#</sup> (Executive Director)
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	28.50 lakh	21.50 lakh	9.00 lakh
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission • As % of profit • Others, specify	0	0	0
5	Others, specify			
	<b>Total(A)</b>	<b>28.50 lakhs</b>	<b>21.50 lakhs</b>	<b>9.00 lakhs</b>
	Ceiling as per the Act	30,00,000	30,00,000	30,00,000

<sup>#</sup> Mrs Nalini Vinod Sheth was Executive Director of the Company till 15<sup>th</sup> October, 2017 and thereafter she was appointed as Non-Executive Director of the Company.

### B. Remuneration to other directors: (In Rupees)

Sr.	Particulars of Remuneration	Name of Directors		Total amount
1	Independent Directors	Mr Atiuttam Prasad Singh	Mr. Sandeep jain	
	(a) Fee for attending Board committee meetings	25,000	25,000	50,000
	(b) Commission	0	0	0
	(c) Others, please specify	0	0	0
	<b>Total (1)</b>			
2	Other Non-Executive Directors	Mrs. Nalini Vinod Sheth		-
	(a) Fee for attending Board committee meetings	0		0
	(b) Commission	0		0
	(c) Others, please specify.	0		0
	<b>Total (2)</b>	<b>0</b>		<b>0</b>
	<b>Total (B)=(1+2)</b>			

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD (In Rupees)**

Sr.	Particulars of Remuneration	Key Managerial Personnel		
1	Gross Salary	Ms. Priya Pragnesh Shah, CS*	Mr. Chetan Pravin Trivedi, CFO*	Total (Rs.)
	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	60,000	-	60,000
	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission		-	
	As % of profit	-		
	others, specify			
5	Others, please specify			
	Total	60,000	0	60,000

\*Appointment of Ms. Priya Pragnesh Shah as CS w.e.f 1<sup>st</sup> February, 2017

\*Appointment of Mr. Chetan Pravin Trivedi as CFO w.e.f 15<sup>th</sup> October, 2016

**VII. Penalties/punishment/compounding of offences: Nil**

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

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

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

Place: Mumbai  
Date: August 21, 2017

### **Annexure C to the Directors 'Report**

#### **Policy for selection and appointment of Directors and their remuneration**

The Nomination and Remuneration Committee (NRC) has recommended a Policy which, interalia, deals with the manner of selection of Executive/Non-Executive Directors and senior management Employees and their remuneration. The said Policy has been adopted by the Board and is outlined as below:

##### **1.01 Guiding Principles:**

- (i) The terms of employment and remuneration of MD, WTD, KMPs and SMPs shall be competitive in order to ensure that the Company can attract and retain competent talent
- (ii) The remuneration Policy shall ensure that:
  - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors/ KMPs and SMPs of the quality required to run the Company successfully.
  - (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
  - (c) Remuneration to directors, KMP and SMP involves a balance between fixed and variable pay reflecting short and long term performance objectives and goals set by the Company.
  - (d) Remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.
- (iii) While determining the remuneration and incentives for the MD/ WTD and KMP's, the following shall be considered:
  - (a) pay and employment conditions with peers/elsewhere in the competitive market
  - (b) Bench marking with the industry practices
  - (c) Performance of the individual
  - (d) Company Performance
- (iv) For the benchmarking with Industry practice, criteria of size, complexity, data transparency and geographical are a shall also be given due consideration.
- (v) The pay structures shall be appropriately aligned across levels in the Company.

##### **1.02 Remuneration Policy:**

##### **(1) SMPs & KMPs (other than MD/WTD):**

- (i) Remuneration packages shall be designed in such manner that:
  - (a) Motivates delivery of key business strategies, creates a strong performance- orientated environment and rewards achievement of the Company's objectives & goals over the short and long-term.
  - (b) Attracts high-flier executives in a competitive global market and remunerate executives fairly and responsibly.
- (ii) Remuneration shall be competitive and shall include salary comprising of both fixed and variable components, performance incentives and other benefits such as retrial benefits, health care insurance and hospitalisation benefits, telephone reimbursement etc.
- (iii) Remuneration shall be evaluated annually and annual increase shall be decided considering the performance of the individual and also of the Company. Industry practices/trends shall also be given due consideration.
- (iv) Remuneration can be reset at any time considering the benchmark of international and domestic companies, which are similar in size and complexity to the Company. Benchmark information shall be obtained from internationally recognized compensation service consultancies.
- (v) The remuneration to be paid to the KMPs viz. CEO, CFO, CS or SMPs, shall be recommended by the NRC considering relevant qualification and experience of the individual as well as the prevailing market condition.
- (vi) The NRC may consider to grant Stock Options to KMPs& SMPs pursuant to any Stock Option Plan adopted by the Company, if any.

**(2) MD/WTD:**

- (i) Remuneration to the MD and WTD shall be proposed by the NRC and subsequently approved by the Board of Directors and the shareholders of the Company, whenever required.
- (ii) Remuneration shall be evaluated annually against performance and a benchmark of international and domestic companies, which are similar in size and complexity. Benchmark information shall be obtained from internationally recognized compensation service consultancies.
- (iii) Total remuneration for the MD and WTD shall be comprised of the following:
  - (a) Salary (both fixed & variable).
  - (b) Perquisites like house rent allowance, domiciliary medical expenses and club Memberships etc.
  - (c) Retirals, made in accordance with applicable as and policies of the Company.
  - (d) In addition, they shall also be entitled to a Performance Bonus linked to their Individual performance and also the performance of the Company and the individual.
  - (e) It shall be ensured that total remuneration payable to MD and WTD's shall not increase 10% of the net profit of the Company (not exceeding 5% for MD), computed in accordance with Section 198 of the Companies Act, 2013.

**(3) NEDs:**

- (i) NEDs shall be entitled to such sitting fees as may be decided by the Board of Directors from time to time for attending the meeting of the Board and of the Committee thereof.
- (ii) NEDs shall also be entitled for payment of commission, if any, as up to the limits permitted in Section 197 of the Companies Act, 2013 and approved by the shareholders from time to time.
- (iii) NEDs shall not be eligible for any Stock Options, pursuant to any Stock Option Plan adopted by the Company.
- (iv) The NEDs shall be eligible for remuneration of such professional services rendered if in the opinion of the NRC, the NED possesses the requisite qualification for rendering such professional services.

**3.00 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.

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

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

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

Place: Mumbai  
Date: August 21, 2017

## **Annexure D to the Directors' Report**

### **REPORT ON CORPORATE GOVERNANCE**

The members may please note that the provisions relating to Corporate Governance i.e Regulation 27 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, are not applicable to the Company and accordingly, the Company is not required to submit the Corporate Governance Report.

However, keeping in view the objective of encouraging the use of better governance practices through voluntary adoption, the Company has decided to adopt and disseminate voluntary disclosure of Corporate Governance which not only serve as a benchmark for the corporate sector but also help the company in achieving the highest standard of corporate governance.

The members may note that any omission of any Corporate Governance provisions shall not be construed as a non-compliance of any relevant provisions thereof.

#### **Introduction**

Corporate Governance broadly refers to the mechanisms, processes and relations by which corporations are controlled and directed. It includes processes through which corporation's objectives are set and pursued in the context of the social, regulatory and market environment. It involves commitment to conduct business in a fair, transparent and ethical manner, aimed at promoting sustainable business and enhancing shareholder's value in the long term. We believe that Corporate Governance is a continuous journey for the sustainable value creation for all the stakeholders driven by our values of Integrity, Commitment, Passion, Seamlessness and Speed.

This report along with Management Discussion and Analysis Report, reports the Company's compliance with the principles of Corporate Governance as prescribed by Act as well as SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

#### **1. 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.

The present Board comprises of Five (5) Directors which includes Managing Director, an Executive Director, a Non-Executive Director and rest two Non-Executive Independent Director. The Board periodically evaluates the need for change in its composition and size.

Mr. Sandeep Jain thereafter resigned from position of Non-executive Independent Director from 8<sup>th</sup> June, 2017. Further, Mr. Vipin Aggrawal as appointed as Additional Non-executive Independent Director of the Company w.e.f. 23<sup>rd</sup> June, 2017.



Composition and categories of Board of Directors and number of Directorship and Committee positions held by them as on 31<sup>st</sup> March, 2017:

Name of Directors	Category	Outside Directorship		No. of Committee position held including Focus Lighting and Fixtures Limited	
		Public	Private	Member	Chairman/Chairperson
Mr. Amit Vinod Sheth	Managing Director	0	2	1	0
Mrs. Deepali Amit Sheth	Executive Director	0	0	1	0
Mrs. Nalini Vinod Sheth	Non-Executive Director	0	1	1	0
Mr. Atiuttam Prasad Singh	Non-Executive & Independent Director	0	0	1	2
Mr. Sandeep Jain	Non-Executive & Independent Director	0	0	2	1

### Board Meetings and 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. The time gap between two consecutive meetings does not exceed 120 days.

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 case of sensitive agenda matters, where it is not practical to circulate the relevant information as part of the agenda papers, the same is tabled at 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.

During the Financial Year 2016-17, the Board met fourteen times i.e. on 5<sup>th</sup> April, 2016; 15<sup>th</sup> July, 2016; 3<sup>rd</sup> September, 2016; 19<sup>th</sup> September, 2016; 27<sup>th</sup> September, 2016; 7<sup>th</sup> October, 2016; 15<sup>th</sup> October, 2016; 18<sup>th</sup> October, 2016; 14<sup>th</sup> November, 2016; 23<sup>rd</sup> January, 2017; 15<sup>th</sup> February, 2017; 23<sup>rd</sup> February, 2017 (2) and 27<sup>th</sup> February, 2017. The intervening gap between two board meetings did not exceed 120 days.

The details of attendance of Directors at the Board Meetings and at the Last Annual General Meeting are as under:

Name of Directors	No. of Board Meetings held during the tenure		Attended Last AGM (Yes/No)
	Held	Attended	
Mr. Amit Vinod Sheth	14	14	Yes
Mrs. Deepali Amit Sheth	14	14	Yes
Mrs. Nalini Vinod Sheth	14	14	Yes
Mr. Atiuttam Prasad Singh	14	6*	NA <sup>#</sup>
Mr. Sandeep Jain	14	6*	NA <sup>#</sup>

\*Mr Atiuttam Prasad Singh and Mr. Sandeep Jain were appointed as Non-Executive Independent Director in Board meeting dated 15<sup>th</sup> October 2016 and thus they have attended six meetings out of seven meetings held during their tenure

<sup>#</sup> Mr Atiuttam Prasad Singh and Mr. Sandeep Jain were appointed as Independent Director in Board meeting dated 15<sup>th</sup> October 2016 and thus they could not attend AGM held on 30<sup>th</sup> September, 2016.

#### 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 and relevant information pertaining to the Company.

The details of familiarization programs are posted on the website of the Company viz. [www.pluslighttech.com](http://www.pluslighttech.com).

#### Performance Evaluation of Board

A formal evaluation mechanism is in place for evaluating the performance of the Board, the Committees thereof, individual Directors and the Chairman of the Board. The evaluation was done based on the criteria which includes, among others, providing strategic perspective, Chairmanship of Board and Committees, attendance and preparedness for the meetings, contribution at meetings, effective decision-making ability, role of the Committees. The Directors expressed their satisfaction with the evaluation process.

#### 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 [www.pluslighttech.com](http://www.pluslighttech.com). 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 31<sup>st</sup> March, 2017 is attached and forms part of this Report.

## 2. 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 include Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee. All the Committees have formally established terms of references / Charter.

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 Company has constituted an Audit Committee on 18<sup>th</sup> October, 2016 at the Board level with power and role that are in accordance with the Listing Regulations and the Companies Act, 2013. The Audit Committee oversees the accounting, auditing and overall financial reporting process of the Company. The Audit Committee acts as a link between the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company.

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

### Role of the audit committee

- a. 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.
- b. 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.
- c. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- d. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - Qualifications in the draft audit report.
- e. Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval
- f. 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.
- g. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- h. 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.
- i. Discussion with internal auditors on any significant findings and follow up there on.
- j. 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.

- k. 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.
- l. 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.
- m. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- n. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- o. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.

**Powers of the Audit Committee:**

- Investigating any activity within its terms of reference;
- Seeking information from any employee;
- Obtaining outside legal or other professional advice; and
- Securing attendance of outsiders with relevant expertise, if it considers necessary.

**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. In addition, other Senior Management Personnel are also invited to the Committee Meetings to present reports on the respective functions that are discussed at the meetings from time to time.

During the Financial Year 2016-17, two meetings of the Audit Committee were held on 14<sup>th</sup> November, 2016 and 21<sup>st</sup> January, 2017 as Committee was constituted on 18<sup>th</sup> October, 2016. The intervening gap between two Meetings did not exceed 120 days.

The composition of the Audit Committee and the attendance of the members at the meetings held during the year are as under:

Name of Directors	Category	No. of Meetings held during the tenure	No. of Meetings attended
Mr. Sandeep Jain (Chairman)	Non-Executive & Independent	2	2
Mr. Atiuttam Prasad Singh	Non-Executive & Independent	2	2
Mr. Amit Vinod Sheth	Managing Director	2	2

All the recommendations made by the Audit Committee were accepted by the Board.

## **B. Nomination and Remuneration Committee**

The Company has constituted an Audit Committee on 18<sup>th</sup> October, 2016 which has been entrusted with role of formulating criteria for determining the qualifications, positive attributes and independence of the Directors as well as identifying persons who may be appointed at senior management levels and also devising a policy on remuneration of Directors, Key Managerial Personnel and other senior employees.

Role of Nomination and Remuneration Committee are:

- a. 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.
- b. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- c. Devising a policy on diversity of Board of Directors.
- d. 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.
- e. 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.
- f. 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 31<sup>st</sup> March, 2016 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.

During the Financial Year 2016-17, one meeting of the Nomination and Remuneration Committee was held on 21<sup>st</sup> January, 2017 as Committee was constituted on 18<sup>th</sup> October, 2016 and mandatory requirement for its constituted was not applicable to the Company in the year under review.

The composition of the Nomination and Remuneration Committee and the attendance of the members at the meetings held during the Financial Year 2016-17 are as under:

<b>Name of Directors</b>	<b>Category</b>	<b>No. of Meetings held during the tenure</b>	<b>No. of Meetings attended</b>
Mr. Atiuttam Prasad Singh (Chairman)	Non-Executive & Independent	1	1
Mr. Sandeep Jain	Non-Executive & Independent	1	1
Ms. Nalini Vinod Sheth	Non-Executive Director	1	1

## 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 in the Annual Report.

## Remuneration of Directors

### I. Remuneration to Managing Director and Whole Time Director

Mr. Amit Vinod Sheth being promoter as well as director of the Company was hereby appointed as Managing Director w.e.f 21<sup>st</sup> October, 2016, whereby Mrs. Deepali Amit Sheth also being promoter as well as director of the Company was hereby appointed as Executive Director of the Company. The remuneration for Managing Director as well as Whole Time Director was determined by all the Directors and was further approved by members at Extra-Ordinary General Meeting dated 21<sup>st</sup> October, 2016.

Details of the Managerial Remuneration paid to the Managing Director during Financial Year 2016-17 is as under:

Executive Director	Relationship with other Directors	Business Relationship with the Company, if any	Remuneration during 2016-2017			
			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 (See note 5)	Stock Option details, if any
Mr. Amit Vinod Sheth	Spouse of Mrs. Deepali Amit Sheth & Son of Nalini Vinod Sheth	Managing Director	28.5*	28.5		-
Mrs. Deepali Amit Sheth	Spouse of Mr. Amit Vinod Sheth & Daughter in law of Mrs. Nalini Vinod Sheth	Whole Time Director	21.5	21.5		-
Mrs. Nalini Vinod Sheth	Mother of Mr. Amit Vinod Sheth and Mother in law of Mrs. Deepali Amit Sheth	Earlier Director till 21 <sup>st</sup> October, 2016	9.0#	9.0		-

# Mrs. Nalini Vinod Sheth was Director of the Company at the beginning of the year thereby receiving remuneration, later she was appointment as Non-Executive Director w.e.f. 21<sup>st</sup> October, 2016 and since then she is not paid any remuneration

\* Mr. Amit Vinod Sheth being promoter as well as director of the Company was hereby appointed as Managing Director w.e.f. 21<sup>st</sup> October, 2016.

®) Entire remuneration paid to Managing Director as well as Executive Director is of Fixed Component and is as per the terms approved by members at the Extra-ordinary General Meeting held on 21<sup>st</sup> October, 2016

5 Mr. Amit Vinod Sheth has been appointed as the Managing Director of the Company for a period of 5 years with effect from 21<sup>st</sup> October, 2016. His appointment as the Managing Director of the Company has been approved by the Shareholders of the Company at the Extra-ordinary General Meeting held on 21<sup>st</sup> October, 2016. The appointment is subject to termination by one months' notice on either side. No severance fees is payable to the Managing Director.



## II. Remuneration to Non-Executive/Independent Directors

Mrs. Nalini Vinod Sheth was Director of the Company at the beginning of the year thereby receiving remuneration, later she was appointment as Non-Executive Director w.e.f. 21<sup>st</sup> October, 2016 and since then she is not paid any remuneration. Independent Directors are paid sitting fees for the meetings attended by them as approved by the Shareholders of the Company at the Extra-ordinary General Meeting held on 21<sup>st</sup> October, 2016.

The Non-Executive Directors are entitled to reimbursement of expenses incurred in performance of the duties as Directors and Members of the Committees.

The details of the sitting fees paid to Non-Executive Directors for the Financial Year ended 31<sup>st</sup> March, 2017 are as under:

Name of Non-Executive Director	Sitting fees paid for FY 2016-17 (In Rs)
Mrs. Nalini Vinod Sheth	0
Mr. Atiuttam Prasad Singh*	25,000
Mr. Sandeep Jain*	25,000
<b>Total</b>	<b>50,000</b>

\* Mr. Atiuttam Prasad Singh and Mr. Sandeep Jain were appointed as Non-executive Independent Directors of the Company w.e.f 21<sup>st</sup> October, 2016

## III. Details of Shareholding of Directors

The details of shareholding of Directors as on 31<sup>st</sup> March, 2017 are as under:

Name of Director	No. of Equity Shares
Mr. Amit Vinod Sheth	22,950
Mrs. Deepali Amit Sheth	11,85,240
Mrs. Nalini Vinod Sheth	10,73,547

## C. Stakeholders' Relationship Committee

The Company has constituted an Stakeholders' Relationship Committee on 18<sup>th</sup> October, 2016 which ensures quick redressal of the complaints of the stakeholders and oversees the process of share transfer. The Committee also monitors redressal of Shareholders'/Investors' complaints/ grievances viz. non-receipt of annual report, dividend payment, issue of duplicate share certificates, transmission of shares and other related complaints. In addition, the Committee also monitors other issues including status of Dematerialisation/ Rematerialisation of shares issued by the Company.

### Composition, Meetings and Attendance

The composition of Stakeholders' Relationship Committee is conformity with provisions of Companies Act, 2013 and Regulation 20 of the Listing Regulations. As on 31<sup>st</sup> March, 2017, the Committee comprises of three members namely, Mr. Atiuttam Prasad Singh (Chairman), Mr. Sandeep Jain and Mrs. Deepali Amit Sheth. During the year under review, there were only seven shareholders, Company came up with Initial Public Offer in the month of April, 2017, thus there was no meeting of this Committee held during the year. The Company Secretary acts as a Secretary to the Committee.



### **Investor Grievances Redressal Status**

During the Financial Year 2016-17, there were no complaints or queries received from the shareholders of the Company. Company Secretary, acts as the Compliance Officer of the Company is responsible for complying with the provisions of the Listing Regulations, requirements of securities laws and SEBI Insider Trading Regulations. The Compliance Officer can be contacted at:

**Focus Lighting and Fixtures Limited**

1007-1010, Corporate Avenue Wing A,  
Sonawala Road, Goregaon (East), Mumbai - 400063  
Mumbai - 400063

**Tel:** +91 22 2686 5671

**Fax:** +91 22 2686 5676

**Email:** cs@pluslighttech.com

**Website:** www.pluslighttech.com

### **3. SUBSIDIARY COMPANIES**

The Company does not have any material subsidiary as defined under Regulation 24 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

### **4. DISCLOSURES**

**a) Related Party Transactions**

All related party transactions entered during the period under review were on arm's length basis and in the ordinary course of business. 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 as 'Annexure A' to this Report.

All Related Party Transactions are placed before the Audit Committee for their approval.

In compliance with Listing Regulations, the necessary statements/disclosures with respect to the related party transactions are tabled before the Audit Committee and the Board of Directors on quarterly basis. 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 [www.pluslighttech.com](http://www.pluslighttech.com).

**b) Disclosure of Accounting Treatment**

In the preparation of financial statements, your Company has followed all the applicable Accounting Standards and the generally accepted accounting principles in India.

**c) Insider Trading**

In order to regulate trading in securities of the Company by the Directors and designated employees, your Company has adopted a Code of Conduct for trading in listed or proposed to be listed securities of your Company. Insider Trading Code prevents misuse of unpublished price sensitive information and it also provides for periodical disclosures and obtaining preclearance for trading in securities of your Company by the Directors, Designated Employees and Connected Persons of your Company.

d) 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.

e) Compliance with Governance Framework

Your Company is in compliance with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

f) Disclosure under Section 22 & 28 of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the Requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and a Committee has been set up to redress complaints received regarding Sexual Harassment at workplace, with a mechanism of lodging & redress the complaints. All employees (permanent, contractual, temporary, trainees etc.) are covered under this policy. During the year 2016-17, the Company has not received any complaint of sexual harassment.

## 5. MANAGEMENT DISCUSSION AND ANALYSIS

A detailed report on Management Discussion and Analysis forms part of the Annual Report.

## 6. SHAREHOLDERS' INFORMATION

i. Disclosure regarding appointment or re-appointment of Directors

Brief profile of the Directors seeking appointment or re-appointment is annexed to the Notice convening the 12th Annual General Meeting forming part of this Annual Report.

ii. Communication to Shareholders

The Company's past annual reports, financial results, official news releases and other general information about the Company are uploaded on the Company's website ([www.pluslighttech.com](http://www.pluslighttech.com)) and also sent to stock exchange.

### iii. General Body Meetings

The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Venue
2015-2016	30 <sup>th</sup> September, 2016	11.00 a.m.	1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhavan, Goregaon (East), Mumbai-400063
2014-2015	25 <sup>th</sup> September, 2015	11.00 a.m.	1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhavan, Goregaon (East), Mumbai-400063
2013-2014	25 <sup>th</sup> September, 2014	11.00 a.m.	1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhavan, Goregaon (East), Mumbai-400063

### Extra-ordinary General Meeting

During the financial year 2016-17, Extra-ordinary General Meetings were held on 12<sup>th</sup> October, 2016 and 21<sup>st</sup> October, 2016.

Date	Time	Particulars of Resolution(s)
12 <sup>th</sup> October, 2016	12.00 p.m.	<ul style="list-style-type: none"> <li>• Listing of Equity Shares of the Company</li> <li>• Conversion from Private Limited to Public Limited Company</li> <li>• Adoption of New Set of Articles of Association</li> </ul>
21 <sup>st</sup> October, 2016	12.00 p.m.	<ul style="list-style-type: none"> <li>• Change in Designation of Ms. Nalini Sheth</li> <li>• Appointment of Mr. Atiuttam Prasad Singh as Independent Director</li> <li>• Revision in remuneration of Ms. Deepali Amit Sheth, Executive Director of the Company</li> <li>• Appointment of Mr. Amit Sheth as Managing Director</li> <li>• Appointment of Mr. Sandeep Jain as Independent Director</li> </ul>

## General Shareholders' Information

### 1) Annual General Meeting

<b>Day and Date</b>	Monday, 29 <sup>th</sup> September, 2017
<b>Time</b>	4.00 P.M.
<b>Venue</b>	Vibyor Roots & Rise Building, 4 <sup>th</sup> Floor, Vivette Banquet, Next to Evershine Society, Behind Inorbit Mall, Malad (West), Mumbai – 400064

### 2) Book Closure Date : 23<sup>rd</sup> September to 29<sup>th</sup> September

### 3) Registered Office

1007-1010, Corporate Avenue Wing A,  
Sonawala Road, Goregaon (East), Mumbai-400063

### 4) Listing Details

The Equity Shares of the Company were listed on SME Platform of National Stock Exchange of India Limited (eMerge), Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai-400051 in April, 2017.

The annual Listing fees for the Financial Year 2017-18 has been paid to the Stock Exchange.

### 5) Stock Codes

SME Platform of National Stock Exchange of India Limited (eMerge)

**Stock Code:** FOCUS

**ISIN No. of Equity Shares:** INE593W01010

**CIN:** U31500MH2005PLC155278

### 6) Registrar and Share Transfer Agents

**M/s. Bigshare Services Private Limited**

1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis Apartments (Next to Keys Hotel),  
Marol Maroshi Road,  
Andheri East, Mumbai 400059

**Tel:** +91-22-6263 8200

**Fax:** +91-22-6263 8299

**E-mail:** investor@bigshareonline.com

### 7) Investor 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:

**Ms. Priya Pragnesh Shah**

Company Secretary

1007-1010, Corporate Avenue Wing A,  
Sonawala Road, Goregaon (East), Mumbai - 400063

**Tel:** +91-22-2686 5671-5

**Fax:** +91-22-2686 5676

**E-mail:** cs@pluslighttech.com

## Declaration

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 31<sup>st</sup> March, 2017.

Place: Mumbai  
Date: 21<sup>st</sup> August 2017

Mr. Amit Vinod Sheth  
Managing Director

### CEO/CFO Certification

**To,  
The Board of Directors  
Focus Lighting and Fixtures Limited  
Mumbai**

We, Mr. Amit Vinod Sheth, Managing Director and Mr. Chetan Pravin Trivedi, Chief Financial Officer of Focus Lighting and Fixtures Limited ('the Company'), to the best of our knowledge and belief, hereby certify that:

- a) We have reviewed the financial statements and cash flow statements of the Company for the year ended 31<sup>st</sup> March, 2017 and:
  - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 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.
- b) There are no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2017, which are fraudulent, illegal or violative of the Company's code of conduct.
- c) 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.
- d) 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.

Place: Mumbai  
Date: 21<sup>st</sup> August, 2017

Amit Vinod Sheth  
Managing Director

Mr. Chetan Pravin Trivedi  
Chief Financial Officer

## Management Discussion and Analysis Report

### About Us

In 2005 our promoters Mr. Amit Vinod Sheth and Ms. Deepali Amit Sheth incorporated Focus Lighting and Fixtures Private Limited under the provisions of the Companies Act, 1956 vide certificate of incorporation dated 11<sup>th</sup> August, 2005 issue by the Registrar of Companies, Mumbai, Maharashtra. Subsequently, the name of our Company was changed to Focus Lighting and Fixtures Limited pursuant to conversion into a public company vide Shareholders' approval on 12<sup>th</sup> October, 2016 and fresh certificate of incorporation dated 22<sup>nd</sup> February, 2017.

Our Company is a decade old enterprise having its registered office at 1007-1010, Corporate Avenue Wing A, Sonawala Road, Goregaon (East), Mumbai, Maharashtra. Today our Company is established player in providing lighting fixtures thereof in relation to a specific space. Our Company is prepared and equipped with resources and operational capabilities to serve ever growing needs of the market. Our staff is trained adequately to designing planning and guiding in installation of our lights for optimized vision and display.

Our top management always lays emphasis on core strength and policies that focus on technology and great deliverance. With a passion to set high standards of our products, the management has always taken all measures to scale up as and when required only to deliver the best. We work diligently and have a wide range of equipment to cater to every need and to reach the client sensitivity and centricity.

Our Company currently provide wide range of products which includes recessed adjustable spotlights, recessed down-lights, surface mounted spotlights, surface-mounted / suspended down-lights, system based spotlights / wall-washer, track-mounted spotlights, etc. each with different working capabilities. Our comprehension of lighting technology, the influence it can have on the viewer and the techno-aesthetic requirement of the market has enticed us to develop lighting solutions where the criteria are efficiency, colour rendition and a trouble-free service life to achieve optimum lighting parameters such as luminous intensity, maintenance-friendliness and freedom from glare. The new range of luminaires have been designed and developed by the finest product designers from Germany, proficient in the field of lighting design; supported by a proficient team of Indian Professionals.

The products of our Company are designed from Germany, these designs are provided to our supplier in China and the moulds prepared as per the specified designs. The products are imported from China under the brand name of TRIX. Our products under brand name of PLUS are manufactured by M/s. Shantilal & Bros. (Mfg Dept). Approximately 70-80% of our total purchases are from Shantilal & Bros. (Mfg Dept). Even for exports, approximately 90% of the products are manufactured by Shantilal & Bros. (Mfg Dept).

Our Company has established its own manufacturing unit at Bhiwandi, Mumbai and also in Ahmedabad to cater to the growing demand of its products.

Over the last decade we have successfully worked for some leading brands like And Designs, Global Designs, Croma, Raymond, Shoppers' Stop, Park Avenue, Timberland, Globus and many more.

Further, marketing plays a crucial role in our business and our Company has an efficient team of marketing professionals which forms part of our core strength. Our goal is to build relationships through our flexibility to meet customer specific needs. We constantly make an effort to add more value to our products thereby providing ultimate customer satisfaction.

We have generated revenue as given below:

Sr. No.	Financial Year	Domestic Sales	Export Sales	Profit After Tax
1	2016-17	6362.42	775.74	401.60
2	2015-16	5,178.83	904.09	325.58
3	2014-15	3,661.14	465.47	110.19
4	2013-14	3,371.21	48.50	75.87
5	2012-13	1,816.68	8.96	44.18
6	2011-12	1,514.25	4.78	34.61

#### Awards

Sr. No.	Authority	Year	Award
1	VM&RD Retail Design Awards	2013	Best Lighting for Mini Cooper
2	VM&RD Retail Design Awards	2014	Best Lighting for Mini Cooper
3	VM&RD Retail Design Awards	2014	Best Lighting for The Arvind Store- Ahmadabad
4	VM&RD Retail Design Awards	2015	Best Lighting for GAS
5	VM&RD Retail Design Awards	2015	Best Lighting for D'Decor

#### Business Process

- Step 1:** On receipt of order, the customer provides with the layouts of the site.
- Step 2:** Design is provided by our team to best suit the lighting requirement of the customer.
- Step 3:** Customer approves quotes and specific requirements are finalized.
- Step 4:** On approval of quotes, execution plan is prepared as per the requirements of the customer.
- Step 5:** Order is issued to the manufacturer, or products are imported as per the execution plan.
- Step 6:** Regular quality control check is conducted at the manufacturing unit, and on import of products, as the case may be.
- Step 7:** Products are delivered to the customers.
- Step 8:** A team is designated to monitor execution of the designs.
- Step 9:** On completion of site and before opening of the store, final focus setting is done to optimise results.

## About the Management

Our management has an adequate and rich experience in Lighting and Fixtures Products. Our Company is managed by team of experienced personnel. The team comprises of personnel having operational and business development experience. We believe that our management experience and their understanding of our industry will enable us to continue to take advantage of both current and future market opportunities. Our Management's experience and knowledge enables us in addressing and mitigating various risk inherent in our business including competition, the global economic crisis related effects and fluctuations in the prices. We are always committed to fulfil the requirements of our clientele according to their needs. In order to meet these requirements, we have adapted an ISO 9001-2015 standard for Quality Management System to provide skill improvement.

## Economic Review

India has increasingly adopted free market principles and liberalized its economy to international trade after a fiscal pricing in 1991. The reforms largely favoured industrial growth in country. Hence, the country's economic growth progressed at a rapid pace with relatively large increases in per capita incomes.

The global gross domestic product (GDP) in the year 2017 grew is tepid and is likely to be moderate in terms of the international events. However, India is better placed. This momentum is expected to be maintained in the coming year with the new government and pro-growth policies.

## Indian GDP Growth

GDP growth of India has been under significant pressure over the last two years. As per Central Statistical Office (CSOs) provisional estimates, India's GDP has at 7.1% in Financial year 2016-17 as against 7.6% growth in Financial year 2015-16. The domestic concerns of the log jam in the infrastructure sector, slack capital investment cycle, slowdown in economic activities and high inflation continued to linger in Financial year 2015-16. This is likely to improve with the new pro-growth government. Inflation continued to haunt in financial year 2016-17 with consumer price index (CPI) inflation showing an upward trend.

## Indian Market

The sentiment of Indian Industry was positive due to change in Government. The economy was showing the sign of returning to growth path and fiscal & current account deficit were lower. Effects of demonetization have highly shown in the whole Indian Economy. The manufacturing sector was benefitted from lower interest rates, stable commodity prices & falling oil prices. However, there was a need of Government focus on infrastructure and require greater attention for overall growth of manufacturing & economy of India.

It is expected that the Indian economy is poised for higher growth beating growth rate of China in coming year. There are positive signs for such expectation like inflation are in control, oil prices are stable at lower level, interest rates expecting to fall further, stable commodity prices and positive expectation from present Government on reform & policy matters.

## Industry Structure and Development

Indian lighting and Fixtures market is highly competitive. Your company had focused on quality product to sustain its business and performed satisfactory on Indian market & done reasonably well on export front.

The organised sector in this Industry comprises approximately of 30% whereas unorganised sector comprises approximately of 70% of the market.

Development is everything in LED/ Electronics/IoT. Future IoT will govern the Industry. The Company is also judging the consumer taste in timely manner and introduced few new designs of Lighting and Fixtures articles. The company has developed market for its products in domestic as well as international geographies.



## Opportunities & Threats

Looking to present optimistic environment in view of growth oriented Government policies related to trade, commerce and business, the future of your company is bright and hopeful. However, the issue of concern is threat from international as well domestic trade.

Our strengths and Opportunities:

- Experienced Management and Motivated Team
- Range of Product Offerings
- Track Record
- Functional Parameters
- Local manufacturing gives cost advantage
- Technology Advancement
- Network
- Consistency in Quality and Brand Image

Threats:

- Rapid change in Technology
- Cheap imports from China
- Unorganised market becoming bigger
- Pricing going down, thereby having direct impact on profit and no standardization in quality

## Segment-wise Performance

Total revenue of our company is derived from Lighting & Fixtures segment. Indian Lighting & Fixtures market is highly competitive. But our company has always put great emphasis to sustain satisfactory performance by focused on quality product to its customers and by performing reasonably well on export front.

## Recent Trend and Future Outlook

In recent years' Indian economy under the new government has gathered strong momentum. The company is optimistic about the recovery of Indian economy and the capital market. The country has to grow economically to with stand any international pressures from foreign countries. The way to economic growth begins with capital market development. The capital market industry in other words is backbone to economic growth in country.

## Risks and Concerns

Our Industry is mainly dependent on technology, therefore fast change in technology being major risk factor for our Company. Other risk faced by us are Quality parameter going down, no entry barrier in the Industry for new corporates etc. Nowadays pricing becoming major concern for end users, thereby leading to ignorance of quality.

## Financial Performance with Respect to Operational Performance

The total revenue of the Company during the financial year 2016-17 was Rs. 71.94 crores against the total revenue of Rs. 60.92 crores in the previous financial year 2015-16. The total expenses of the Company during the financial year 2016-17 was Rs. 65.91 crores against the expenses of Rs. 56.38 in the previous financial year 2015-16. The Profit after tax is Rs. 4.02 crores for the financial year 2016-17 as compare to Rs. 2.91 crores in the previous financial year 2015-16.

### **Internal Control Systems and Their Adequacy**

The company has implemented proper system for safeguarding the operations/business of the company, through which the assets are verified and frauds, errors are reduced and accounts, information connected to it are maintained such, so as to timely completion of the statements. The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information.

### **Material Developments in Human Resources and Industrial Relations Front**

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 31<sup>st</sup> March, 2017 are Sixty-Seven.

### **Cautionary Statement**

Certain statements in the reports of the Board of Directors and Management's discussions and analysis may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since Company's operations are influence by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any of these statements on the basis of any subsequent developments, information or events.

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

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

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

Place: Mumbai

## Independent Auditors' Report

To,

The Members of **Focus Lighting And Fixtures Limited**,

### Report on the Stand-alone Financial Statements

We have audited the accompanying standalone financial statements of **Focus Lighting and Fixtures Limited** ("the Company"), which comprise the Balance Sheet as on 31<sup>st</sup> March, 2017 and the Statement of Profit and Loss for the period then ended and Statement of Cash Flow for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparation of the 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 cease operations, or has no realistic alternatives but to do so.

These Board of Directors are also responsible for overseeing the company's financial reporting process.

### Auditor's Responsibilities For Audit of Financial Statement

Our objective are to obtain reasonable assurance about the financial statement as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes opinion. Reasonable assurance is high level of assurance, but not a guarantee that an audit conducted in accordance with Standard on Auditing, as specified in section 143(10) of the act, will always detect 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 financial statement. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

### Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing 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 Financial Statement section of our report. We are independent of the company in accordance with Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirement that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our 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 audit opinion on the financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements subject to note number B(3) regarding the transaction with Medium and Small Enterprises for which data is not available with the company, give the information required by 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 **31/03/2017**, and its **Profit** for the period ended on that date.

### Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditors' Report) Order, 2016 ("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"** statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- (a) 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.
- (b) 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.
- (c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on **31/03/2017** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2017** from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) 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:
  1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  2. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  4. The company has provided adequate disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes (SBN) during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 and these disclosures are in accordance with the books of accounts maintained by the company.

for **M/s. N. P. Patwa & Company** (Chartered Accountants)  
Reg No. :107845W

**Jitendra C. Shah**  
Partner  
M.No. : 042384

Mumbai  
Date : 05/07/2017

The **"ANNEXURE A"** referred to in Our Audit Report of even date to the members of **M/s. Focus Lightng and Fixtures Private Limited** on the accounts of the company for the year ended 31<sup>st</sup> March, 2017.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars of fixed assets including quantitative details. As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.  
(b) The title deed of immovable properties are held in the name of company
2. (a) As explained to us, inventories have been physically verified during the period by the management at reasonable intervals.  
(b) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has granted short term unsecured loans to the company listed in the register maintained under Section 76(2) of the Companies Act, 2013.  
(a) The terms and conditions on which this loan is granted are not prejudicial to the interest of the company;  
(b) The loan is short term demand loan and as such there are no defaults in repayment and stipulations;  
(c) The amount is not overdue.
4. The Company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act 2013 and Rules framed there under.
5. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
6. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, VAT, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31<sup>st</sup> March, 2017 for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to us , an amount of Rs 131.80 Lacs in respect of VAT/CST liability is disputed in appeal with appropriate authorities. There are no dues in respect of wealth tax, service tax, sales tax, customs duty and excise duty remaining unpaid on account of any disputes.
7. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
8. There are no money raised in the form of public offer or follow on issue.

9. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the period, nor have we been informed of such case by the management.
10. The related party transactions are in compliance of section 188 of companies act, 2013 and have been disclosed in the financial statement as required by the accounting standard and companies act, 2013.
11. Company has not made any preferential allotment or private placement of shares or debentures during the period under audit.
12. Company has not entered into any non-cash transaction with its directors.

for **M/s. N. P. Patwa & Company** (Chartered Accountants)  
Reg No. :107845W

**Jitendra C. Shah**  
Partner  
M.No. : 042384

Mumbai  
Date : 05/07/2017

**Focus Lighting and Fixtures Limited**

CIN: U31500MH2005PTC155278

**Balance Sheet as at 31<sup>st</sup> March 2017**

Particulars	Notes	31 <sup>st</sup> Mar, 2017	31 <sup>st</sup> Mar, 2016
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' funds</b>			
Share capital	1.1	2,47,86,000	4,86,000
Reserves and surplus	1.2	9,25,58,899	7,66,98,521
		11,73,44,899	7,71,84,521
<b>Non-current liabilities</b>			
Long-term borrowings	1.3	11,00,049	1,93,97,591
		11,00,049	1,93,97,591
<b>Current liabilities</b>			
Short-term borrowings	1.4	35,09,763	2,49,14,708
Trade payables	1.5	10,55,68,218	6,66,92,353
Other current liabilities	1.6	3,15,71,853	2,82,94,284
		14,06,49,835	11,99,01,345
<b>TOTAL</b>		<b>25,90,94,783</b>	<b>21,64,83,457</b>
<b><u>ASSETS</u></b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	1.7	2,26,85,373	1,61,42,724
Capital work-in-progress		75,233	-
		2,27,60,606	1,61,42,724
Deferred tax assets (net)	1.8	10,49,950	5,54,018
		10,49,950	5,54,018
Inventories	1.9	5,91,14,343	5,55,34,984
Trade receivables	2.0	13,66,44,798	9,74,76,043
Cash and cash equivalents	2.1	1,64,43,688	3,39,18,750
Short-term loans and advances	2.2	2,24,41,049	1,28,56,938
Other current assets	2.3	6,40,349	-
		23,52,84,227	19,97,86,715
<b>TOTAL</b>		<b>25,90,94,783</b>	<b>21,64,83,457</b>

Notes Forming Partes of Accounts

Annexed 3.2

In terms of our attached report of even date

**For N P Patwa & Company (Chartered Accountants)**
**For Focus Lighting and Fixtures Limited**

Reg No. 107845W

**Jitendra C. Shah**
**Mr. Amit Sheth**
**Mrs. Deepali Sheth**
**Partner**

Managing Director

Executive Director

Mumbai, Dated: 05/07/2017

DIN 01468052

DIN 01141083

**Focus Lighting and Fixtures Limited**

CIN: U31500MH2005PTC155278

**Profit and Loss Account for the Year Ended 31<sup>st</sup> March 2017**

Particulars	Notes	31 <sup>st</sup> Mar, 2017	31 <sup>st</sup> Mar, 2016
Revenue from operations	2.4	71,38,15,715	60,82,92,010
Other income	2.5	56,47,970	9,33,969
<b>Total Revenue</b>		<b>71,94,63,685</b>	<b>60,92,25,979</b>
<b>Expenses</b>			
Purchases of Stock-in-Trade	2.6	55,04,99,145	45,45,44,431
Changes in Inventories	2.7	5,09,756	77,515
Employee benefits expense	2.8	4,97,13,193	4,15,99,075
Finance costs	2.9	57,14,419	50,32,500
Depreciation and amortization expense	1.7	36,31,077	45,26,478
Other expenses	3.0	5,37,25,404	5,79,61,172
<b>Total expenses</b>		<b>66,37,92,995</b>	<b>56,37,41,171</b>
Profit before exceptional, extraordinary and prior period items and tax		5,56,70,691	4,54,84,809
Prior Period Adjustment	3.1	46,00,619	-
Profit before tax		6,02,71,310	4,54,84,809
Tax expense:			
Current tax		2,05,23,000	1,66,99,294
Previous Year tax		83,864	-
Deferred Tax Assets		(4,95,932)	(3,85,242)
Profit/(loss) for the period from continuing operations		4,01,60,378	2,91,70,757
Tax expense of discontinuing operations		-	-
Profit/(loss) from Discontinuing operations (after tax)		-	-
Profit/(loss) for the period		<b>4,01,60,378</b>	<b>2,91,70,757</b>
Earnings per equity share:			
Basic		16	12
Diluted		16	12

Notes Forming Partes of Accounts

Annexed 3.2

In terms of our attached report of even date

**For N P Patwa & Company (Chartered Accountants)**
**For Focus Lighting and Fixtures Limited**

Reg No. 107845W

**Jitendra C. Shah**
**Partner**

Mumbai, Dated: 05/07/2017

**Mr. Amit Sheth**

Managing Director

DIN 01468052

**Mrs. Deepali Sheth**

Executive Director

DIN 01141083



## Annexures Forming Part of Financial Statements

### 1.1.1 Share Capital

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
<b>Authorised Capital</b>		
40,00,000 (1,50,000) Equity Shares of Rs. 10/- Each	4,00,00,000	15,00,000
<b>Issued, Subscribed and Paid Up Capital</b>		
24,78,600 (48600) Equity Shares of Rs. 10/- Each Fully Paidup	2,47,86,000	4,86,000
	<b>2,47,86,000</b>	<b>4,86,000</b>

### 1.1.2 Share Capital Reconciliation:

Particulars	Equity Shares		Preference Shares	
	No. of shares	Amount	No. of shares	Amount
Shares outstanding at the beginning of the year	48,600	48,60,000	-	-
Shares issued during the year	24,30,000	24,30,00,000	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	24,78,600	24,78,60,000	-	-

Note: 2,43,000 Equity Shares of Rs 10 Each are issued as fully paid up Bonus Shares to the eligible shareholders of the company by capitalising the Share Premium and Reserves in terms of the Resolution passed at AGM dated 30.09.2016.

### 1.1.3 Shares held by each shareholder holding more than five percent shares

Name of Shareholder	31 <sup>ST</sup> March 2017		31 <sup>ST</sup> March 2016	
	No. of shares	% of holding	No. of shares	% of holding
Nalini Vinod Sheth	10,73,550	43%	23,240	48%
Deepali Amit Sheth	11,85,240	48%	21,050	43%
Shri Jay Pharma Exim P Ltd	1,96,860	8%	3,860	8%
<b>Total</b>	<b>24,55,650</b>		<b>48,150</b>	

### 1.2 Reserve and Surplus

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
Securities Premium Opening	1,89,14,000	1,89,14,000
Less: Capitalised for issue of Bonus Shares	(1,89,14,000)	-
	-	1,89,14,000
Profit and Loss Opening	5,77,84,521	2,86,13,763
Less: Capitalised for issue of Bonus Shares	(53,86,000)	-
Amount Transferred From Statement of P&L	4,01,60,378	2,91,70,758
	9,25,58,899	5,77,84,521
	<b>9,25,58,899</b>	<b>7,66,98,521</b>

### 1.3 Long Term Borrowings

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
<b>Secured Term Loans from Bank</b>		
<b>Unsecured Loans from Banks</b>		
Deustch Bank	-	1,73,54,067
HDFC Bank Limited	-	1,24,476
Intercompany Deposit	11,00,049	11,32,049
	11,00,049	1,93,97,591

### 1.4 Short Term Borrowings

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
<b>Secured loan from Bank</b>		
Working Capital Loan from HDFC Bank Ltd.	-	2,49,14,708
Canara Bank - Shanghai China - Buyers Credit	35,09,763	-
	35,09,763	2,49,14,708

### 1.5 Current Liabilities

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
<b>Trade Payables</b>	10,55,68,218	6,66,92,353

### 1.6 Other Current Liabilities

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
Creditors for Expenses	68,63,271	43,75,414
Creditors for CAPEX	10,54,290	-
Advance from Customers	1,11,60,247	1,41,01,896
Outstanding Expenses	14,97,855	-
Statutory Liabilities		
TDS Payable	19,47,496	8,20,577
CST Payable	-	13,47,966
Professional Tax	19,225	31,505
ESIC	5,535	-
Provident Fund Contribution	92,649	-
Provision For Income Tax(Net of Tax Paid)	89,31,285	76,16,926
	<b>3,15,71,853</b>	<b>2,82,94,284</b>

## 1.7 Fixed Assets

Block of Assets	Gross Block (In Rs.)			Depreciation (In Rs.)			Net Block (In Rs.)	
	01/04/2016	Additions	Sale/Adj.	31/03/2017	01/04/2016	For the Year	Sale/Adj.	31/03/2017
Buildings	1,35,52,375	24,48,495	55,31,590	1,04,69,280	41,38,373	2,57,004	12,52,040	73,25,943
Computers and data processing units	51,69,146	10,37,587	0	62,06,733	29,93,595	9,33,124	-7,61,774	15,18,240
Electrical installations and equipment	0	34,57,025	0	34,57,025	0	68,131	0	33,88,894
Furniture and fittings	66,65,775	49,23,988	0	1,15,89,763	35,00,994	9,98,603	319	70,90,485
Motor vehicles	38,78,425	0	0	38,78,425	34,03,974	1,75,856	3,49,431	6,48,026
Office equipment	24,55,739	14,70,349	0	39,26,088	18,20,900	3,28,648	-39,562	17,36,978
Plant and machinery	5,53,875	7,65,952	0	13,19,827	2,74,775	68,239	-6	9,76,807
Capital work in progress								75,233
<b>Grand Total</b>	<b>3,22,75,335</b>	<b>1,41,03,396</b>	<b>55,31,590</b>	<b>4,08,47,141</b>	<b>1,61,32,611</b>	<b>28,29,605</b>	<b>8,00,448</b>	<b>2,27,60,606</b>
								<b>1,61,42,724</b>

## 1.8 Deferred Taxes

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
Deferred Tax Assets	10,49,950	5,54,018

## 1.9 Inventories

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
Values Taken as certified by the Management		
Raw Material	40,89,115	-
Stock in Trade	5,50,25,228	5,55,34,984
<b>Total</b>	<b>5,91,14,343</b>	<b>5,55,34,984</b>

## 2.0 Trade receivables

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
Trade Receivables Due more then six months	3,27,53,682	1,39,43,261
Other receivable	10,38,91,116	8,35,32,782
<b>Net Receivables</b>	<b>13,66,44,798</b>	<b>9,74,76,043</b>

## 2.1 Cash and cash equivalents

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
<b>Cash in Hand</b>	8,10,630	51,90,001
<b>Balances With Banks</b>		
- in Current Accounts	1,30,18,715	2,11,88,175
- in deposit and margin money accounts	26,14,343	75,40,574
	<b>1,64,43,688</b>	<b>3,39,18,750</b>

## 2.2 Short-term loans and advances

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
(Recoverable in cash or kind for value to be received, Unsecured considered good unless stated otherwise)		
Security Deposits	57,47,252	5,94,890
Other Loans and Advances	1,01,94,373	1,13,75,673
Prepaid Expenses	41,83,952	-
SAD Custom Duty Refund receivable	6,50,402	-
VAT/CST Refund receivable	10,83,164	8,86,375
Excise Duty Balance	5,81,905	-
Sub Total	2,24,41,049	1,28,56,938
	<b>2,24,41,049</b>	<b>1,28,56,938</b>

## 2.3 Other current assets

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
Excise refund - Shantilal & Brothers	6,40,349	-
	<b>6,40,349</b>	<b>-</b>

## 2.4 Revenue from operations

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
Sales and other Operating Income		
Sales: Trading		
Domestic	69,59,62,930	57,23,27,758
Exports	9,06,93,177	9,04,08,659
Less	78,66,56,107	66,27,36,417
VAT	7,28,40,392	5,44,44,407
<b>Net Sales</b>	<b>71,38,15,715</b>	<b>60,82,92,010</b>

## 2.5 Other income

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
Bank Interest	3,84,117	6,42,755
Discount Received	9,950	2,25,003
Other Income	-	1,575
Penalty & Interest	-	62,833
Miscellaneous Receipt	203	1,804
Demurrage Charges	13,510	-
SAD Custom Refund	23,77,380	-
Foreign Exchange Fluctuation	28,62,810	-
	<b>56,47,970</b>	<b>9,33,969</b>

## 2.6 Purchases of Material

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
<b>Purchases</b>		
Raw Material Purchase		
- Domestic	33,68,744	-
- Import	15,52,194	-
Sub-Total	49,20,938	-
Less Closing Stock of Raw Material	40,89,115	-
Raw Material Consumed	8,31,823	-
Purchase of Stock in Trade		
- Domestic	44,98,07,501	34,52,06,485
- Import	7,13,79,882	8,91,61,103
Sub-Total	52,11,87,383	43,43,67,588
<b>Total Purchases</b>	<b>52,20,19,206</b>	<b>43,43,67,588</b>
Custom Duty Paid	2,18,79,607	1,94,37,995
Freight Forwarding - Imports	63,48,933	-
Octroi Charges	2,51,400	7,38,848
	<b>55,04,99,145</b>	<b>45,45,44,431</b>

## 2.7 Changes in inventories

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
<b>Opening</b>		
Stock in Trade	5,55,34,984	5,56,12,499
	5,55,34,984	<b>5,56,12,499</b>
<b>Closing</b>		
Stock in Trade	5,50,25,228	5,55,34,984
	5,50,25,228	<b>5,55,34,984</b>
<b>Increase/Decrease</b>		
Stock in Trade	5,09,756	77,515
	5,09,756	<b>77,515</b>

## 2.8 Employee benefits expense

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
Salary, Wages & Bonus	4,32,82,034	3,57,08,988
Staff Welfare Expenses	5,68,743	2,19,209
Recruitment Expenses	77,553	-
Commission To Employees	34,68,052	54,95,527
Mediclaime Expenses	4,40,506	1,75,351
Gratuity Expenses	14,09,340	-
ESIC Expenses	42,804	-
Provident Fund Expenses	4,24,162	-
	<b>4,97,13,193</b>	<b>4,15,99,075</b>

## 2.9 Finance costs

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
Interest Expenses		
Interest on working capital Loan	17,19,789	24,73,620
Interest other	26,74,202	8,17,391
Interest on CST Dues	8,595	80,471
Bank Charges	13,02,126	15,91,582
Interest On Tds	9,707	69,435
	<b>57,14,419</b>	<b>50,32,500</b>

## 3.0 Other expenses

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
<b>Manufacturing Expenses</b>		
Electric Expenses	1,15,225	-
Rent	4,20,000	-
Factory Expenses	80,868	-
	6,16,093	-
<b>Administrative Expenses</b>		
Telephone expenses	10,44,648	11,37,423
Printing Stationery	6,13,884	2,55,910
Profession Tax	7,500	32,950
Rent	1,92,500	4,48,000
Audit Fees	2,99,000	4,01,500
Director's Remuneration	59,00,000	56,08,529
Electric Expenses	5,93,056	5,96,489
Office Expenses	20,85,743	9,37,163
Secretarial Expenses	5,25,500	-

... contd.

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
Membership & Subscription	22,702	7,156
Legal And Professional Charges	31,89,192	58,74,509
Insurance Expenses	1,43,320	1,50,042
Vehicle Running Expenses	15,87,459	7,66,930
<b>Repairs &amp; Maintenance</b>		
Others	13,71,225	14,68,161
Office Society Maintenance Charges	2,36,830	2,15,951
<b>Selling and Distribution Expenses</b>		
VAT Assessment Dues	8,28,528	8,09,817
Travelling Expenses	59,31,961	85,11,472
Sundry Balance W/Off	2,03,866	24,40,351
Demurrage Charges	-	6,956
Foreign Currency Fluctuation	-	4,83,180
Discount and rate Difference	26,11,531	27,96,004
Clearing Charges	24,34,209	91,96,524
Advertisement Expenses	1,19,850	3,78,990
Business Promotion Exp.	1,75,259	2,83,236
Late Delivery Charges	2,47,855	95,235
Sales Promotion Exp.	1,97,358	16,97,026
Exhibition Expenses	16,38,166	-
Commission On sales	36,90,524	8,56,939
Freight & Transportation, Loading & Unloading	89,45,261	58,17,765
Packing Expenses	3,61,527	2,35,029
Selling Expenses	-	3,27,771
Installation Charges	1,37,685	2,75,904
Courier Charges	44,36,712	32,52,122
Godown Rent	28,61,050	25,29,357
Inspection Charges	3,14,550	
Export Document Process Charges	28,052	66,780
Excise Duty Expenses	1,32,808	
	<b>5,37,25,404</b>	<b>5,79,61,172</b>

### 3.1 Prior Period items

Particulars	31 <sup>ST</sup> Mar, 2017	31 <sup>ST</sup> Mar, 2016
Prior Period Adjustments	46,00,619	-



## Schedule – 3.2

### Statement of Significant Accounting Policies and Notes and Information forming part of the accounts for the half year ended on 31-03-2017

#### A) SIGNIFICANT ACCOUNTING POLICIES:

##### 1. Basis of Accounting:

The Financial statements are prepared on the bases of Generally Accepted Accounting Principles and on the bases of applicable Accounting standards under the historical cost convention, unless stated otherwise, on accrual basis of Accounting Method.

##### 2. Revenue recognition:

Sales are recorded net of Excise duty, trade discounts, rebates and VAT Tax. Purchases are recorded net of Input credit for taxes that are subsequently eligible for Input Credit / Refund.

##### 3. Fixed Assets:

Fixed Assets are carried at cost net of input credit, less accumulated depreciation and impairment loss, if any. All costs, including financial costs till commencement of commercial production / date of use of assets and also includes changes on account of foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Fixed Assets

##### 4. Intangible Assets:

Intangible assets are stated at cost of acquisition and amortized over the estimated useful life of such assets.

##### 5. Method of Depreciation:

Depreciation on Fixed Asset is provided as per the useful life of such asset as per the guidance provided in schedule II of Companies Act, 2013 on Written Down Value method of Depreciation.

##### 6. Impairment of Assets:

Impairment loss of permanent nature in relation to the assets 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 statement of profit and loss and carrying amount of the asset is reduced to its recoverable amount.

##### 7. Investments:

Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of investments, such reduction being determined and made for each investment individually.

##### 8. Inventories:

- Raw Material is valued at cost on FIFO method of accounting for inventory.
- Semi-Finished Goods are valued at cost which includes raw material costs and cost incurred till the stage of production process.
- Finished goods are valued at lower of cost or realization value.
- Stock-in-trade are valued at lower of cost or net realisable value;

Cost for all the above, comprises of direct actual purchase price, freight inward, taxes, duties and other directly attributable cost incurred for bringing it to the present location.

**9 Borrowing cost:**

Borrowing cost directly attributable to acquisition of Qualifying Fixed Assets is capitalised. All other borrowing costs are charged to Profit and Loss Account.

**10 Foreign currency transactions:**

- Foreign currency transactions during the year are booked at the applicable customs rates on the date of transaction.
- Monetary Assets & Liabilities related to foreign currency transactions, remaining un-settled at the end of the year are translated at rate prevailing on reporting date. Resultant gains / losses on such translations, other than those related to Fixed Assets are recognized in the Profit & Loss Account.

**11 Retirement Benefits:**

Contribution to Provident Fund and Employees State Insurance Contribution is charged to the profit and loss account. Gratuity liability is funded with the LIC Group Gratuity Scheme through a fund created by the company for the purpose. The company does not have policy of encashment of earned leave.

**12 Taxes on Income:**

Tax on income for the current period is determined on the basis of the taxable income computed in accordance with the provisions of Income Tax Act, 1961.

Deferred Tax is recognized on timing differences between accounting income and taxable income for the year, and based on the rates of tax as per law enacted or substantively enacted as on the balance sheet date at the year end. Deferred tax assets is recognised and carried forward, subject to consideration of prudence, to the extent that there is a reasonable certainty of its realization. The deferred tax is recognized as follows:

Sr. No.	Nature of Timing Difference	Deferred Tax Assets	Deferred Tax Liability
1	Difference in Depreciation as per Income Tax vis a vis companies act	74,254	
2	Gratuity Liability	4,12,678	
	<b>Total</b>	<b>4,95,932</b>	

**13. Contingent Liabilities and Contingent Assets:**

Contingent liabilities, if material, are disclosed by way of notes to accounts. Contingent assets are not recognised or disclosed in the financial statements

**14. Amortisation of Expenses:**

Patents & Trademarks expenses are amortized over a period of 14 years as per Provision of Section 35A of the Income-Tax Act, 1961.

Preliminary expenses are amortized over a period of 10/5 years as per provisions of section 35D of the Income-Tax Act, 1961.

**15. Segment Reporting:**

The Company has only reportable segment being Trading business as the manufacturing activities were operationalised towards the end of the financial year and the transactions are insignificant. The geographical division is not reported separately for Domestic Sales and Exports Sales as the exports are not significant as compared to the total sales revenue.

## 16. Related Party Transactions

Sr. No.	Particulars	Name and Designation
A	Directors	<ol style="list-style-type: none"> <li>1. Amit Vinod Sheth (Managing Director)</li> <li>2. Deepali Amit Sheth (Executive Director)</li> <li>3. Nalini Vinod Sheth (Whole time Director) – Up to 30th Sept 2016</li> </ol>
B	Key Management Personnel	<ol style="list-style-type: none"> <li>1. Amit Vinod Sheth (Managing Director)</li> <li>2. Deepali Amit Sheth (Executive Director)</li> <li>3. Chetan Pravin Trivedi (Chief Financial Officer)</li> <li>4. Priya Pragnesh Shah (Company Secretary &amp; Compliance Officer)</li> </ol>
C	Relatives of Directors	<ol style="list-style-type: none"> <li>1. Vinod Tarachnad Sheth – Father</li> <li>2. Forum Thanawala – Sister</li> <li>3. Bela Turakhia – Sister</li> <li>4. Khushi Amit Sheth – Daughter</li> <li>5. Dhun Amit Sheth – Daughter</li> <li>6. Bharat Manilal Ghelani (Father of Deepali Sheth)</li> <li>7. Bhavna Bharat Ghelani (Mother of Deepali Sheth)</li> <li>8. Jigar Bharat Ghelani (Brother of Deepali Sheth)</li> <li>9. Trambaklal Doshi (Father of Nalini Sheth)</li> <li>10. Vasntiben T Doshi (mother of Nalini Sheth)</li> <li>11. Rajesh Doshi (Brother of Nalini Sheth)</li> <li>12. Zaverikant Doshi (Brother of Nalini Sheth)</li> <li>13. Veeru Doshi (Brother of Nalini Sheth)</li> </ol>
D	Associate Entities	<ol style="list-style-type: none"> <li>1. Shantilal &amp; Brothers (Mfg. Dept)</li> <li>2. Shri Jay Pharma Exim P Ltd</li> <li>3. Arion Online Pvt Ltd</li> <li>4. Focus Lighting FZE</li> </ol>

**B) Notes & Information Forming Part of the Accounts:**

Sr. No.	Nature of Transactions	Directors	Key Management Personnel	Relatives of Directors	Associate Entities
<b>I</b>	<b>Balances at the Close</b>				
1	Unsecured Loans Taken				11,00,049
2	Loans Given				18,29,396
3	Payables				8,32,57,465
4	Receivables				54,26,561
<b>II</b>	<b>Transactions During the Period</b>				
1	Loans Taken during the year	2,34,48,362			
2	Loans repaid during the Year	1,51,42,462			6,84,391
3	Loans Given				25,13,787
4	Rent Paid	5,51,250			
5	Remuneration to Directors	59,00,000			
6	Salaries		60,000	57,85,758	
7	Interest Paid				
8	Sales				2,30,13,838
9	Purchases				42,68,92,999

**1. Contingent Liabilities, not provided for:(As certified by the Management)**

	Current Period (in Rs.)	Previous Year (in Rs.)
Capital Commitment (net of Advances)	Nil	72 Lacs
Bank Guarantees:	12,11,197	18,66,566
VAT/ CST Dues	1,31,80,363	1,31,80,363

*Note: In respect of VAT/CST liabilities company has approach appropriate authorities for the disputed matters.*

- Term loan facilities from HDFC Bank are primarily secured by hypothecation of the book debts and stock in trade. The loan facilities are further secured by collateral securities being office nos. 1007 to 1010 and Office no 1019 at Corporate Avenue, Goregaon East, Mumbai belonging to the company and directors. The directors have given personal guarantees. The facilities being buyers credit form Canara Bank Shanghai China Branch is guaranteed by HDFC Bank.
- The details of outstanding dues to small and medium enterprises Registered under MSME Act is not available with the company. However, there are no specific claims raised for interest or damages by any of the Small or medium enterprises.

4. Disclosure in respect of Specified Bank Notes(SBN) for the period from 8th November,2016 to 30th December,2016 which is compiled from the books of accounts and records maintained by the company is given in table below:

Particulars	SBNs	Other Denomination Notes	Total
Closing cash on hand as on 08.11.2016	66,65,500	4,83,640	71,49,140
(+) Permitted receipt	0	4,60,371	4,60,371
(-) Permitted Payments	0	2,56,250	2,56,250
(-) Amount Deposited in Banks	66,65,500	0	66,65,500
Closing cash on hand as on 30.12.2016	0	6,87,761	6,87,761

5. Information pursuant to Part II of Schedule VI to the Companies Act, 2013 (As worked out, compiled & certified by a Director.)

**(a) Stock of Trading Goods**

Particulars	Opening Stock (in Rs.)		Closing Stock (in Rs.)	
	2016-17	2015-16	2016-17	2015-16
LED Lights and Fixtures	5,55,34,984	5,56,12,499	5,50,25,228	5,55,34,984

**(b) Stock of Manufacturing Goods**

Particulars	Opening Stock (in Rs.)		Closing Stock (in Rs.)	
	2016-17	2015-16	2016-17	2015-16
Raw Material	Nil	Nil	40,89,115	Nil

**(c) Sales**

Particulars	Value (in Rs.)	Value (in Rs.)
	31 <sup>st</sup> Mar, 2017	31 <sup>st</sup> Mar, 2016
LED Lights and Fixtures	78,66,56,107	66,27,36,416
Less Vat Taxes	7,28,40,392	5,44,44,407
<b>Net Sales</b>	<b>71,38,15,715</b>	<b>60,82,92,009</b>

**(d) Purchase of Goods**

Particulars	Value (in Rs.)	Value (in Rs.)
	31 <sup>st</sup> Mar, 2017	31 <sup>st</sup> Mar, 2016
LED Lights and Fixtures	57,25,05,382	47,30,96,300
Less Vat Taxes	5,04,86,176	3,87,28,712
<b>Net Purchases</b>	<b>52,20,19,206</b>	<b>43,43,67,588</b>

**(e) Purchase of Raw Material**

Particulars	Value (in Rs.)	Value (in Rs.)
	31 <sup>st</sup> Mar, 2017	31 <sup>st</sup> Mar, 2016
Raw Material	52,91,906	Nil
Less Vat Taxes	3,70,968	Nil
Net Purchases	49,20,938	Nil

III	Details of Auditor's remuneration	Current period (in Rs.)	Previous period (In Rs.)
	Audit Fees	86,250	1,16,500
	Tax Audit Fees	46,000	62,000
	Income Tax Matters	86,250	1,16,500
	Company Law Matters		
	For Service Tax		
	Others	80,500	1,06,500
	<b>TOTAL</b>	<b>2,99,000</b>	<b>4,01,500</b>
IV	Earnings in foreign exchange	Current period (in Rs.)	Previous period (In Rs.)
	FOB Value of Exports	6,93,77,044	8,96,04,403
V	CIF value of imports	Current period (in Rs.)	Previous period (In Rs.)
	Traded Material	8,01,82,488	9,75,17,927
VI	Expenditure in foreign currency	Current period (in Rs.)	Previous period (In Rs.)
	Other Expenses	2,91,23,339	1,18,59,527

6. Previous year's figures have been regrouped & recast wherever necessary.

**For N P Patwa & Company** (Chartered Accountants)  
Reg No. 107845W

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

**Jitendra C. Shah**  
**Partner**  
Membership No.42384  
Place: Mumbai  
Date: 05/07/2017

**Mr Amit Sheth**  
Managing Director  
DIN 01468052

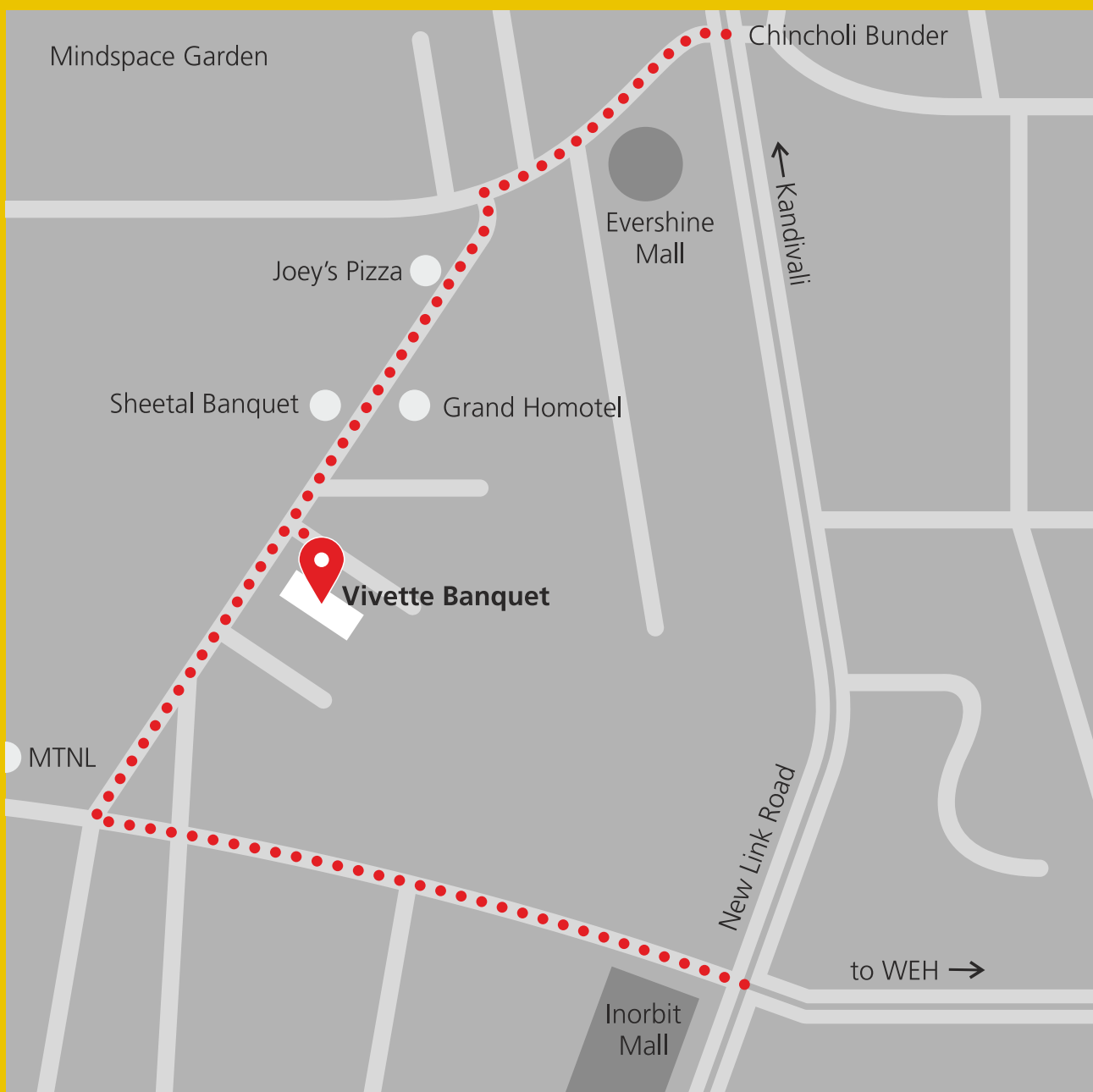
**Mrs Deepali Sheth**  
Whole Time Director  
DIN 01141083

# 12<sup>th</sup> Annual General Meeting

to be held on **Friday, 29<sup>th</sup> September, 2017** at **4.00 p.m.**

Venue:

**Vivette Banquet**, Vibyor Roots & Rise Building, 4<sup>th</sup> Floor,  
next to Evershine Society, behind Inorbit Mall,  
Malad (West), Mumbai 400 064



**Attendance Slip** To be presented at the entrance

Record of Attendance of the **12<sup>th</sup> Annual General Meeting**, held on **Friday 29<sup>th</sup>, September, 2017** at 4.00 p.m. at Vivette Banquet, Vibyor Roots & Rise Building, 4<sup>th</sup> floor, next to Evershine Society, behind Inorbit Mall, Malad (West), Mumbai 400 064.

Regd. Folio No. / DP .....

Client ID / Ben. A/c. ....

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 12<sup>th</sup> Annual General Meeting of the Company on Friday, the 29<sup>th</sup> day of September, 2017 at 4.00 pm at Vivette Banquet, Vibyor Roots & Rise Building, 4<sup>th</sup> Floor, next to Evershine Society, behind Inorbit Mall, Malad (West), Mumbai 400 064.

Name of Member .....Signature .....

Name of Proxyholder .....Signature .....

**Note:**

- 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.
- Shareholder / Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

**Focus Lighting & Fixtures Limited**

CIN: U31500MH2005PLC155278

Registered Office:

1007-1010, Corporate Avenue, A Wing, Sonawala Road, Goregaon (East), Mumbai 400063 India  
T +91 22 2686 5671 | F +91 22 26865676 | E info@pluslighttech.com | W pluslighttech.comFOCUS  
LIGHTING & FIXTURES LTD**Proxy Form** Form No. MGT-11

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

Name of the Member(s) ..... E-mail id: .....

Registered Address .....

Folio No/ Client Id ..... DP ID No. ....

I/We, being the member (s) of ..... shares of the above named company, hereby appoint:

- Name:** ..... E-mail id: .....  
Address: .....  
Signature: ..... or failing him/her
- Name:** ..... E-mail id: .....  
Address: .....  
Signature: ..... or failing him/her
- Name:** ..... E-mail id: .....  
Address: .....  
Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12<sup>th</sup> AGM of the company, to be held on Friday, 29<sup>th</sup> September, 2017 at 4.00 pm at Vivette Banquet, Vibyor Roots & Rise Building, 4<sup>th</sup> Floor, next to Evershine Society, behind Inorbit Mall, Malad (West), Mumbai 400 064 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution**Ordinary Business**

- Adoption of Audited Financial Statement for the Financial Year ended 31<sup>st</sup> March, 2017
- Re- appointment of Director retire by rotation
- Ratification of Appointment of Statutory Auditors

**Special Business**

- Regularization of Mr Vipin Aggarwal as Non- Executive Independent Director of the Company for 5 years from 23<sup>rd</sup> June 2017

Signed this.....day of....., 2017

Signature of Shareholder .....

Signature of Proxyholder .....

Note:

- This form in order to be effective should be duly completed and deposited at the registered Office of the Company at 1007-1010, Corporate Avenue, A Wing, Sonawala Road, Goregaon (East) Mumbai 400063, not less than 48 hours before the commencement of the Meeting.
- Those members having multiple folios with different jointholders may use copies of this attendance slip / Proxy.

Affix  
Re 1.00  
Revenue  
Stamp







# FOCUS

LIGHTING & FIXTURES LTD

**1007-1010** Corporate Avenue,  
Sonawala Road, Goregaon East,  
Mumbai 400 063 India

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