

FOCUS

LIGHTING & FIXTURES LTD.

**CODE OF PRACTICES AND
PROCEDURES
FOR
PREVENTION OF INSIDER
TRADING
&
FAIR DISCLOSURE OF
UNPUBLISHED PRICE
SENSITIVE INFORMATION**

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2 nd Amendment	10 th February, 2022
3 rd Amendment	13 th February, 2023

1. BACKGROUND & LEGAL FRAMEWORK:

Focus Lighting And Fixtures Limited (hereinafter referred to as the “Company” or “Focus Lighting”) is a public company whose equity shares are listed on National Stock Exchange of India Limited w.e.f. April 13, 2017 and is subject to the rules and regulations issued by the Securities and Exchange Board of India (SEBI).

Insider trading means dealing (including buying as well as selling) in securities of a company listed/traded on any stock exchange in India based on, or when in possession of, unpublished price sensitive information.

The SEBI prohibits an Insider from Trading in the securities of a company listed on any stock exchange on the basis of any unpublished price sensitive information vide SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulations). The SEBI Regulations prohibits the communication of UPSI to any person except as required under law. Further, procuring any person to Trade in the securities of any company on the basis of UPSI is also prohibited under the SEBI Regulations. Violations of the SEBI Regulations subject Insiders to severe penalties including fines and imprisonment.

In terms of Regulation 8(1) of the Regulations, the Board of Directors of a listed company shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in **Schedule A** to these regulations. Accordingly, the Board of Directors (“the Board”) of the Company has adopted and formulated Code or Policy of Insider Trading in compliance with the applicable regulations of the SEBI and also to upload that code or policy on Company’s website at ‘www.pluslighttech.com’ under the broad heading ‘Policies’.

The New Code of Conduct for Prevention of Insider Trading (hereinafter referred to as “the Code”) is being introduced to replace the earlier Code of Conduct for Prevention of Insider Trading, to enhance the standards of governance and to take into account certain changes in the organization structure. Accordingly, the Board of Directors (“the Board”) of the Company at its meeting held on February 13, 2023 accorded approval for amendment of “**Code of Conduct for Prevention of Insider Trading**” (Earlier adopted on February 10, 2022) and this revised Policy will be applicable to the Company with effect from February 13, 2023.

All the Directors, Designated Persons, Designated Employees and Connected Persons of Focus Lighting And Fixtures Limited are advised to carefully go through and familiarize themselves with and adhere to the Regulations and the Code.

Every Director, Designated Person, Designated Employee and Connected Persons of the Company has a duty to safeguard the confidentiality of all such UPSI obtained in the course of his or her work at the Company. No Director, Officer, Designated Officer and connected persons may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. The Company hereby stipulates that this code of

conduct is to be complied by all Directors, Designated Persons, Designated Employee and Connected persons.

2. APPLICABILITY:

This Code is applicable to the Designated Persons of Focus Lighting and other Connected Persons as mentioned in this Code.

The provisions of this code are also applicable to all the subsidiary companies of Focus Lighting.

3. DEFINITIONS:

Sr. No.	Term	Definition
a)	Act	means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
b)	Board	means the Securities and Exchange Board of India.
c)	Compliance Officer	" means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.
d)	Connected Person	means: (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access. (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be

		<p>deemed to be connected persons unless the contrary is established, -</p> <p>(a) an immediate relative of connected persons specified in clause (i); or</p> <p>(b) a holding company or associate company or subsidiary company; or</p> <p>(c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or</p> <p>(d) an investment company, trustee company, asset management company or an employee or director thereof; or</p> <p>(e) an official of a stock exchange or of clearing house or corporation; or</p> <p>(f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or</p> <p>(g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or</p> <p>(h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or</p> <p>(i) a banker of the company; or</p> <p>(j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest.</p>
e)	Designated Person	<p>shall consist of, Connected Persons who are:</p> <p>I. All promoters of listed companies and promoters who are individuals or investment companies for intermediaries or fiduciaries;</p> <p>II. Directors of the Company;</p> <p>III. Employees of such listed company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;</p> <p>IV. All employees in the Finance and Accounts Department, Perishable & General Department, Legal & Secretarial Department, Credit Control Department,</p> <p>V. Employees of material subsidiaries of such listed companies designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;</p>

		<p>VI. CEO and employees two level below CEO of the company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;</p> <p>VI. Any support staff of listed company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.</p> <p>VII. Any other Connected Person designated by the Company on the basis of their functional role;</p> <p>VIII. Immediate Relatives of I to VII above;</p>
f)	Generally available information	means information that is accessible to the public on a non-discriminatory basis.
g)	Immediate Relative	“Immediate relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
h)	Insider	means: i) a connected person; or ii) in possession of or having access to unpublished price sensitive information;
i)	Key Managerial Personnel	shall have the meaning assigned to it under the Companies Act, 2013.
j)	Legitimate Purpose	“Legitimate Purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants or such other person as may be by the Compliance Officer from time to time provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
k)	Officer	shall have the meaning assigned to it under the Companies Act, 2013.
l)	Promoter	shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
m)	Promoter group	shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and

		Disclosure Requirements) Regulations, 2018 or any modification thereof.
n)	Proposed to be listed	shall include securities of an unlisted company: i) if such unlisted company has filed offer documents or other documents, as the case may be, with the Board, stock exchange(s) or registrar of companies in connection with the listing; or ii) if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013.
o)	Securities	shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.
p)	Takeover Regulations	means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
q)	Trading	means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
r)	Trading day	means a day on which the recognized stock exchanges are open for trading.
s)	Unpublished Price Sensitive Information (UPSI)	"Unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: (i) financial results; (ii) dividends; (iii) change in capital structure; (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; (v) changes in key managerial personnel;

4. ROLE OF COMPLIANCE OFFICER:

The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide half yearly reports to the Chairman of the Audit Committee.

The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's aforesaid Codes.

The compliance officer shall be responsible for compliance of policies, procedures, maintenance of records and monitoring adherence to the provisions of PIT Regulations for preservation of unpublished price sensitive information (UPSI). Every trading plan is required to be reviewed and approved by the compliance officer before it is notified to the stock exchanges on which the securities are listed. The Compliance Officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for preclearance of trades.

5. DESIGNATION OF CHIEF INVESTOR RELATIONS OFFICER:

The Company shall designate a senior officer as a Chief Investor Relations Officer ("CIRO") to deal with dissemination and disclosure of UPSI.

The CIRO would be responsible to ensure timely, adequate, uniform and universal dissemination and disclosure of UPSI pursuant to this Code as required under the Insider Trading Regulations so as to avoid selective disclosure.

The CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of UPSI to Stock Exchange(s) where Focus Lighting Securities are listed, analysts, shareholders and media, and educating employees on disclosure policies and procedure.

Disclosure/ dissemination of UPSI may normally be approved in advance by CIRO. In case of doubt, the CIRO shall consult and seek approval of the Managing Director/Executive Director(s) / the Chief Financial Officer of the Company pursuant to the Listing Agreement / Regulations, before dissemination of such information.

If UPSI is accidentally disclosed without prior approval of CIRO, the person responsible shall inform the CIRO immediately. The CIRO will then promptly disseminate the information so as to make such information generally available.

6. TRADING WINDOW

- i) The trading window, i.e., the trading period of the stock exchanges, called "trading window", is available for trading in the Company's securities.
- ii) The trading window shall be, inter alia, closed 7 days prior to and during the time of the UPSI.
- iii) In case of half yearly/ quarterly results, the trading window shall be closed from the end of half year/ quarter and will open 48 hours after publication of results.

- iv) When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period.
- v) All Specified Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.

The Compliance Officer shall intimate the closure of the trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI.

Such closure shall be imposed in relation to such securities to which such UPSI relates. The Compliance Officer after taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available through stock exchange(s).

7. TRADING PLAN:

An insider, who may be perpetually in possession of UPSI, in order to plan for trades to be executed in future, shall formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

Trading plan shall:

- i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which quarterly results and annual result are required to be announced by the company and the second trading day after the disclosure of such financial results;
- iii) Trading plan shall entail trading for a period of not less than twelve months;
- iv) not entail overlap of any period for which another trading plan is already in existence;
- v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- vi) not entail trading in securities for market abuse.

- vii) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any Unpublished Price Sensitive Information (UPSI) and the said information has not become generally available at the time of the commencement of implementation.

The trading plan once approved shall be irrevocable and it shall be mandatorily have to be implemented and without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

The commencement of the Plan shall be deferred until such UPSI becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

8. PRE-CLEARANCE OF TRADING:

- i) Designated Persons may Trade in the securities of the Company when the trading window is opened and if the value of the proposed trades is above Rs. 10 Lakhs, should pre-clear the transaction, after obtaining approval of the Compliance Officer by submitting an application as per Annexure-1 and an undertaking as per Annexure-2.
- ii) The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.
- iii) The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.
- iv) The Designated Person shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per Annexure-3. In case the transaction is not undertaken, intimation shall be made to that effect.

- v) If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
- vi) A Designated Person who trades in securities without complying with the pre-clearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.
- vii) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

9. DETERMINATION OF LEGITIMATE PURPOSE

Legitimate means anything that is conforming to the laws or rule. Hence, a behaviour, which is in conformance to the laws, is a legitimate act. Any act done with acceptable principles of reasoning or is sensible and valid and can said to be a legitimate act.

Sharing of UPSI for the term “**legitimate purpose**” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions under SEBI Regulations, and provided that such persons have entered into a Non-Disclosure Agreement with the Company or are otherwise subject to a confidentiality obligation, so that the recipient maintains the confidentiality of (and not inappropriately use) the material non-public information / UPSI.

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

10. OTHER RESTRICTIONS

- i) The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- ii) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
- iii) The disclosures made under this Code shall be maintained for a period of five years.

11. DISCLOSURE REQUIREMENTS

i) Initial Disclosure:

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of the promoter group shall disclose his / her and immediate relatives holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter, as per Form B set out in Annexure- 4.

ii) Continual Disclosure:

Every Promoter, member of the Promoter Group, designated person, Director of the Company and each of their immediate relatives shall disclose as per Form C set out in Annexure-5 to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakhs or such other value as may be specified.

The disclosure shall be made within two trading days of:

- a. the receipt of intimation of allotment of shares, or
- b. the acquisition or sale of shares or voting rights, as the case may be.

iii) Disclosure to the Stock Exchanges:

The Compliance Officer shall notify the stock exchanges, particulars of the Trades, within two trading days of the receipt of the Continual Disclosure or from becoming aware of such information.

iv) Disclosure by other Connected persons:

The Compliance Officer may, require any other Connected Person to disclose the holdings and trading in securities of the Company as per Form D set out in Annexure- 6 at such frequency as he/she may determine.

12. MAINTENANCE OF DIGITAL DATABASE:

The Compliance Officer or board of directors shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The Compliance Officer or board of directors shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

13. TRADING WHEN IN POSSESSION OF UPSI:

No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information.

When a person who has traded in securities has been in possession of UPSI, his trade(s) would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

14. DISCLOSURE/DISSEMINATION OF PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, RESEARCH PERSONNEL:

- i) No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- ii) Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors:

- a. Only public information to be provided.
- b. At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- c. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- d. Simultaneous release of information after every such meet.

15. PENALTY FOR INSIDER TRADING

- i) An Insider who acts in contravention of these Rules shall be liable to have his services or relationship with the Company, as the case may be, terminated.
- ii) Directors, Officers and employees of the Company who violate these rules shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in the Company's stock option plans or termination.
- iii) The SEBI or any other appropriate regulatory authority would also be informed of the violation of these Rules so that appropriate action may be taken.

16. PRESERVATION OF PRICE SENSITIVE INFORMATION:

All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

An unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

- i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the listed company is of informed opinion that “sharing of such information” is in the best interests of the company;
- ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the listed company is of informed opinion “sharing of such information” is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

For the above purposes, the board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

ANNEXURE-1

APPLICATION FOR PRE-TRADING APPROVAL

To,
The Compliance Officer,
Focus Lighting And Fixtures Limited

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase / sell / subscribe _____ equity shares of the Company as per details given below:

Name of the Applicant	
Designation	
Number of securities held as on date	
Folio No. / DP ID / Client ID No.	
The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
Proposed date of trading in securities	
Estimated number of securities proposed to be purchased/subscribed/sold	
Current market price (as on date of application)	
Whether the proposed transaction will be through stock exchange or off-market trade	
Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me.

Signature:

Name:

Designation:

Date:

Place:

ANNEXURE-2

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To,
The Compliance Officer,
Focus Lighting And Fixtures Limited

Dear Sir,

I, _____(Name), _____(Designation) of the Company residing at _____, am desirous of dealing in _____ shares of the Company as mentioned in my application dated __/__/____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time or any regulations of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek fresh pre-clearance again.

I declare that I have made full and true disclosure in this regard to the best of my knowledge and belief.

Signature:

Name:

Designation:

Date:

Place:

ANNEXURE-3

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Focus Lighting And Fixtures Limited

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company.
- have bought/ sold/ subscribed to _____ securities as mentioned below on ___/___/_____ (date)

Name of holder	No. of securities dealt with	Bought/ Sold/ Subscribed	DP ID/Client ID / Folio No	Price (Rs.)

I declare that the above information is correct and that no provisions of the Company's Code or Policy and/or applicable laws/SEBI (Prohibition of Insider Trading) Regulations, 2015 have been contravened for effecting the above said transactions(s).

Signature:

Name:

Designation:

Date:

Place:

ANNEXURE-4

FORM B

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(1)(b) read with Regulation 6(2)]**

To,
The Compliance Officer,
Focus Lighting And Fixtures Limited
ISIN of Company: INE593W01010

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of promoter group of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2) of SEBI Regulations.

Name, PAN No., CIN/DIN & address with Contact No.	Category of Person (Promoters or member of promoter group/ KMP/Directors/immediate relatives/others, etc.)	Date of appointment of Director /KMP or Date of becoming Promoter/ member of promoter group	Securities held at the time of becoming Promoter or member of promoter group/appointment of Director/KMP		% of Shareholding
			Type of security (For e.g. - Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract Specifications	Number of units (contracts *lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts *lot size)	Notional value in Rupee terms

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Date:

Designation:

Place:

ANNEXURE-5

FORM C

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(2) read with Regulation 6(2)- Continual Disclosure]**

To,
The Compliance Officer,
Focus Lighting And Fixtures Limited
ISIN of Company: INE593W01010

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Director s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares, specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/preferential offer/off market/Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg.- Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For e.g.- Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others- please specify)	Type of securities (For e.g.- Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges.

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specification	Buy		Sell		
		Notional Value	Number of units(contracts * lot size)	Notional Value	Number of units (contracts* lot size)	

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Date:

Designation:

Place:

ANNEXURE-6

FORM D

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(3) – Transactions by other Connected Persons as identified by the Company]**

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN,& address with contact nos. of other connected persons as identified by the company	Connection with the Company	Securities held prior to acquisition/ disposal		Securities acquired/ disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/ Preferential offer / off market/Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For e.g. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of security (For e.g. - Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No.	Value	Transaction Type (Purchase/Sale/Pledge/ Revocation / Invocation/ Others- please specify	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges.

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specification	Buy		Sell		
		Notional Value	Number of units(contracts * lot size)	Notional Value	Number of units (contracts* lot size)	

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Date:

Designation:

Place: