

**FOCUS**

LIGHTING & FIXTURES LTD.

**Familiarization Programme  
for  
Independent Directors**

## **Familiarization Programme for Independent Directors**

This Familiarization Programme ("the Programme") for Independent Directors of Focus Lighting And Fixtures Limited ("the Company") has been adopted by the Company, pursuant to the provisions of Schedule IV of the Companies Act, 2013, Regulation 25(7) and 46(2)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **PURPOSE**

The program formulated with the objective of making the Independent Directors of the Company accustomed to their roles and responsibilities is divided into various modules with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

The Company strongly believes that effective programme helps the Independent Directors, not only to have greater insight into Company's business but also contributes effectively in decision making at Board / Committee meetings. Certain programme activities are merged with the Board/Committee/Independent Director's meetings for the convenience of the Directors.

### **FAMILIARIZATION PROCESS**

- The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company. The program essentially has two broad components –technical and behavioral.
- The technical component shall enable the participants to understand Company business, strategies, industry dynamics and its growth plans and prepare them for an active role in Company. The behavioral component shall empower the participants to understand board procedures and help them to be effective in board activities.
- The Program also aims to offer a conceptual framework based upon current expectations which require the Independent Directors to adhere to a code and standard of ethics and integrity for fulfillment of their responsibilities in a professional and faithful manner to promote confidence of the investment community particularly minority shareholders, regulatory authorities and the stakeholders at large.
- The Company may circulate news and articles related to the Industry on a regular basis and may provide specific regulatory updates from time to time.
- Familiarization process for the Independent Directors generally forms part of the Board Meetings and Independent Director's Meeting.

## **FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS**

- The Company has an orientation process / familiarization programme for its independent directors with emphasis on:
  - Roles, Rights and Responsibilities - Board dynamics & functions.
  - Strategy, Operations and functions of the Company.
  
- The Board Meetings and Independent Director's Meetings, inter alia, include:
  - To review the Business Model and update on new project by the Company;
  - To review the Financial Statements of the Company and its Subsidiaries.
  - To update Independent Directors regarding scale and details of its operations;
  - To update Independent Directors regarding effects of the external environment on the Company's business.
  - To review financial growth, Market dynamics and trends, Competitive landscape of the Company.
  - To review key risks facing the company and mitigation strategies.
  - To Visit Company's plants.
  - To discuss on the overview on the recent amendments in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 which was applicable to the Company.
  - To update Independent Directors of the Company regarding Business Operations, Organizational structure, Subsidiary & Group companies, and their businesses.
  - To update the Rights and Responsibilities of Independent Directors in line with the statutory amendments;
  - To update on recent changes in the regulatory framework;
  
- Independent Directors have the freedom to interact with the Company's Senior Management Personnel to discuss matters pertaining to the Company's affairs.
- The Independent Directors have attended such orientation process/ familiarization programme during the Financial Year 2021-22.

Details of Familiarization Programmes imparted to Independent Directors, Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	Two Programmes: 1) 11.11.2021 2) 10.03.2022
Number of hours spent by Independent Directors in such programmes (during the year)	Approximately 2 Hours.
Number of hours spent by Independent Directors in such programmes (during the year on cumulative basis till date)	Approximately 2 Hours.

- The Independent Directors have attended such orientation process/ familiarization programme during the Financial Year 2022-23.

Details of Familiarization Programmes imparted to Independent Directors, Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	Four Programmes: 1) 18.05.2022 - 2 hours 2) 01.09.2022 – 30 mins 3) 21.10.2022 - 30 mins 4) 13.02.2023 - 30 mins
Number of hours spent by Independent Directors in such programmes (during the year)	Approximately 3.30 Hours.
Number of hours spent by Independent Directors in such programmes (during the year on cumulative basis till date)	Approximately 5.30 Hours.

- The Independent Directors have attended such orientation process/ familiarization programme during the Financial Year 2023-24.

Details of Familiarization Programmes imparted to Independent Directors, Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	Four Programmes: 5) 03.05.2023 - 1 hours 6) 24.07.2023 - 30 mins 7) 27.10.2023 – 1.30 mins 8) 13.02.2024 - 30 mins
Number of hours spent by Independent Directors in such programmes (during the year)	Approximately 3.30 Hours.
Number of hours spent by Independent Directors in such programmes (during the year on cumulative basis till date)	Approximately 9 Hours.

### **REVIEW OF THE PROGRAMME**

This Programme may be reviewed and revised from time to time, as may be required.

### **DISCLOSURE**

The Familiarization Programme shall be disclosed on the Company’s website and a web link thereto will be provided in the Annual Report of the Company.

- Familiarization programme will be conducted “as needed” basis during the year.