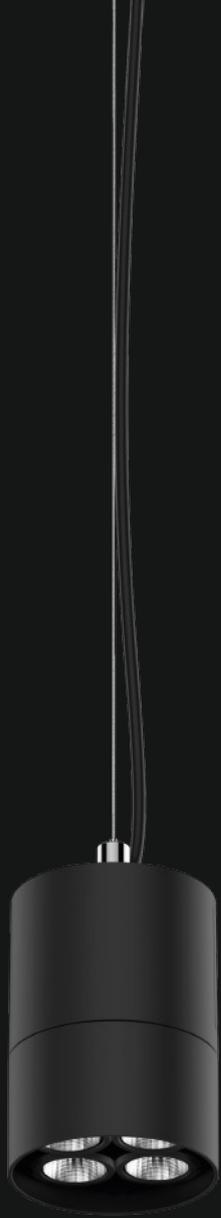


# FOCUS LIGHTING & FIXTURES LIMITED

Annual Report 2018-19





# Annual Report 2018-19

**FOCUS**<sup>®</sup>  
LIGHTING & FIXTURES LTD

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# CORPORATE INFORMATION

## Board of Directors:

Mr. Amit Vinod Sheth  
Chairman and Managing Director

Ms. Deepali Amit Sheth  
Executive Director

Ms. Nalini Vinod Sheth  
Non-Executive Director

Mr. Mahesh Rachh  
Independent Director

Mr. Chetan Navinchandra Shah  
Independent Director

## Chief Financial Officer:

Mr. Chetan Pravin Trivedi

Bankers:  
HDFC Limited & Axis Bank Limited

Company Secretary and Compliance  
officer:

Ms. Preeti Saxena - upto 18-6-2019

Mr. Nikhil Arya - from 18-6-2019

## Registered Office:

1007-1010, Corporate Avenue Wing A,  
Sonawala Road, Near Udyog Bhawan,  
Goregaon (East), Mumbai – 400063,  
Phone: +91-22- 26865671

## Statutory Auditors:

M/s. N P Patwa & Co., Chartered  
Accountants  
Sona Udyog, Building No. 4  
Office No. 8, Parsi Panchayat Road,  
Andheri (East), Mumbai – 400069

## Secretarial Auditors:

M/s. Anubhuti Tripathi & Associates,  
Company Secretaries  
103 MIDAS, Sahar Plaza, Andheri Kurla  
Road, Andheri East, Mumbai – 400059

## Registzrar & Transfer Agent:

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

## Internal Auditors:

M/s. Mahajan & Aibara, Chartered  
Accountants LLP  
1, Chawla House, 62,  
Wodehouse Road,  
Colaba, Mumbai – 400005.

## Committees of the Board

Audit Committee

Nomination & Remuneration  
Committee

Stakeholders Relationship Committee  
Corporate Social Responsibility  
Committee

## CHAIRMAN'S SPEECH



Dear Shareholders,

I am happy to report back to you on yet another year of strong performance. Our focus remains on fostering the long-term growth potential of the Company. Looking back on 2018-19, I'm very pleased with the commitment to creating value for our customers that I've seen across our businesses, and with the progress of our simplification and cost reduction actions.

With more than 2 years of listing on NSE Emerge – A SME Growth Platform, our performance has affirmed our strategic choices. From a trading company before listing now your company had become a manufacturing and trading company. Now our focus is on accelerated execution, which will be the key indicator of our overall performance.

The financial year 2018-19 was a good year with an overall turnaround in Turnover and profit. Your Company's consolidated turnover has increased

to Rs. 12,175.18 Lacs in 2018-19 from Rs. 9,263.04 Lacs in the year 2017-18 and

Net Profit also went up to Rs. 975.57 Lacs this financial year as compared to Rs. 596.12 Lacs in the previous financial year.

The LED lighting industry has grown over the past decade and only continues to spur at rapid rate hereon, owing to its numerous benefits over the older technology. Increasing adoption of LED lighting is being witnessed across commercial and residential sectors, government projects, upcoming smart building projects, etc. We are looking forward to extend our span to capture housing/non-commercial sectors as well.

General business tempo is very positive and is expected to give us added revenue and profits. We are also planning to increase share in the international markets through our overseas subsidiaries.

I would like to thank our entire team at Focus Lighting And Fixtures Limited for their great work and dedication throughout the year. I would also like to express my gratitude to you and all the stakeholders for the trust and faith that you have reposed in us. As we move into another exciting year, we continue to seek your support. We remain steadfast to our consumer-focussed philosophy to accelerate our momentum and deliver success for all our stakeholders while balancing our responsibility to society.

A handwritten signature in black ink, appearing to read 'Amit Sheth'. The signature is fluid and cursive, with a horizontal line underneath.

- Amit Sheth

# Towards a Smart Future



# Board's Report

To,

The Members,

## Focus Lighting and Fixtures Limited

our Directors take pleasure in presenting the 14<sup>th</sup> Report on the business and operations of your Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2019.

### FINANCIAL HIGHLIGHT

The financial performance of your Company for financial Year 2018-19 and 2017-18 is summarized as below:

(Rs in Lacs)

Particulars	Consolidated		Standalone	
	For Financial Year Ended		For Financial Year Ended	
	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
Total Revenue	12,175.18	9,263.04	11,048.33	9,169.25
Total Expenditure	10,831.06	8,268.66	9,706.74	8,183.52
Profit before Tax	1,343.25	985.19	1,340.71	976.53
Provision for Tax	367.68	389.07	367.68	389.07
Profit/ (loss) After Tax	975.57	596.12	973.03	587.46

### FINANCIAL PERFORMANCE AND STATE OF COMPANY AFFAIRS

#### Consolidated Performance:

During the year under review, your Company has recorded total revenue of Rs. 12,175.18 Lacs against Rs. 9,263.04 Lacs in the previous year resulting in 31.44% growth over previous year. Profit before Taxation for the financial year ended 31<sup>st</sup> March, 2019 increased to Rs. 1,343.25 Lacs as compared to Rs. 985.19 Lacs in the previous year resulting in 36.34% growth. Profit after Tax is Rs. 975.57 Lacs as compared to Rs. 596.12 Lacs in the previous year resulting in 63.65% growth.

#### Standalone Performance:

During the year under review, your Company has recorded total revenue of Rs. 11,048.33 Lacs against Rs. 9,169.25 Lacs in the previous year resulting in 20.49% growth over previous year. Profit before Taxation for the financial year ended 31<sup>st</sup> March, 2019 increased to Rs. 1,340.71 Lacs as compared to Rs. 976.53 Lacs in the previous year resulting in 37.29% growth. Profit after Tax is Rs. 973.03 Lacs as compared to Rs. 587.46 Lacs in the previous year resulting in 65.63% growth.

#### Transfer to Reserves

The Board of Directors of your Company, has decided not to transfer any amount to the Reserves for the year under review.

## 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.

## DIVIDEND

In line with its dividend policy, Board of Directors of your Company declared Interim dividends aggregating to 10%, i.e. Rs. 1/- per Equity Share of face value of Rs. 10/- each for the financial year 2018-19. The Board, after considering holistically the relevant circumstances and keeping in view the Company's dividend distribution policy, has decided that it would be prudent, not to recommend any Final Dividend for the year under review.

## BORROWINGS

As on March 31, 2019, your Company's (Standalone) Term Loan availed was Nil and short term loan availed were Rs. 279.11 Lacs.

## 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 have established Plus Light Tech – F.Z.E., (UAE) and Focus Lighting & Fixtures Pte. Ltd (Singapore) as wholly owned subsidiaries. The Company does not have any joint venture or Associate Company as on 31<sup>st</sup> March, 2019.

## CHANGE IN CAPITAL STRUCTURE OF THE COMPANY

There is no change in the capital structure of the Company during the Financial year ended 31<sup>st</sup> March, 2019.

**DIRECTORS AND KEY MANAGERIAL PERSONS** The Composition of the Board and Key Managerial Persons of the Company as on 31<sup>st</sup> March, 2019 were as follows:

Sr. No.	Name	Category	Date of Appointment
1	Amit Vinod Sheth	Manging Director (Key Managerial Person)	11/08/2005
2	Deepali Amit Sheth	Executive Director	11/08/2005
3	Nalini Sheth	Non-Executive Director	11/08/2005
4	Chetan Navinchandra Shah	Non-Executive & Independent Director	29/12/2017
5	Mahesh Rachh	Non-Executive & Independent Director	29/12/2017

6	Chetan Pravin Trivedi	Chief Financial Officer (Key Managerial Person)	15/10/2016
7	Preeti Saxena	Company Secretary (Key Managerial Person)	01/02/2018

## **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.

## **RETIRE BY ROTATION**

Ms. Deepali Amit Sheth, (DIN: 01141083), Director of the Company, is liable to retire by rotation at the forthcoming Annual General Meeting and, being eligible, offers herself for re-appointment. Your Directors recommends her re-appointment.

## **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees. The manner in which the evaluation has been carried out has been covered in the Corporate Governance Report.

## **POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

Policy for selection and appointment of Directors and their remuneration is provided as **Annexure A** to this report.

## **MEETINGS**

The details of the number of Board and Committee meetings of your Company held during the financial year, indicating the number of meetings attended by each Director is set out in the Corporate Governance Report.

The Composition of various committees of the Board of Directors is provided in the Corporate Governance Report.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System including Internal Financial Controls, commensurate with the size, scale and complexity of its operations as approved by the Audit Committee and the Board. The Internal Financial Controls are adequate and working effectively. The scope and authority of the Internal Audit is laid down by the Audit Committee and accordingly the Internal Audit Plan is laid out to maintain its objectivity and independence, the Internal Auditors reports to the Chairman of the Audit Committee of the Board.

The Internal Auditors monitors and evaluates the efficiency and adequacy of internal control system in the Company. Based on the report of internal audit, process owners/concerned departments undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

Further, the Board of each of the Group Companies has carried out comprehensive analysis of its business activities and processes carried out by them and laid down Internal Financial Controls which are adhered to by the Group Companies.

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has established/formed a vigil mechanism to deal with genuine concerns of the employees and Directors. All employees and Directors are made aware of the mechanism. The Company has established a system to ensure effective functioning of the mechanism.

## **COMMITTEE AND POLICY UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND 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 an Internal Complaints 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.

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

## **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. It is pertinent to mention that the Company follows majority of the provisions of the corporate governance voluntarily and report on corporate governance is provided as **Annexure B** to this report.

## **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 the annual report.

## **SECRETARIAL STANDARDS**

The Company complies with all applicable secretarial standards.

## **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.

The Extract of Annual Return are displayed on the website of the Company:

[www.pluslighttech.com](http://www.pluslighttech.com).

## **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 28<sup>th</sup> September 2018 to hold office from the conclusion of 13<sup>th</sup> AGM till the conclusion of 14<sup>th</sup> AGM to be held for the year ending 31<sup>st</sup> March, 2019 as per the provisions of Section 139 of the Companies Act, 2013 and being eligible have consented and offered themselves for re-appointment. It is proposed to appoint M/s. N P Patwa & Co., Chartered Accountants as Auditors of the Company from the conclusion this Annual General Meeting till the conclusion of next Annual General Meeting of the Company to be held in year 2020.

They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors have also confirmed that they hold a valid certificate issued by the Peer

Review Board of the Institute of Chartered Accountants of India.

Necessary resolution to consider above re-appointment is included in the Notice of the 14<sup>th</sup> Annual General Meeting.

## **SECRETARIAL AUDITOR**

In terms of Section 204 of the Companies Act, 2013, the Board of Directors of your Company has appointed M/s. Anubhuti Tripathi & Associates., Practicing Company Secretaries, Mumbai as a Secretarial Auditors to conduct an Audit of secretarial records and compliances in accordance with the provisions of Section 204 of the Companies Act, 2013 for the financial year ended on March 31, 2019. The Secretarial Audit Report given by M/s. Anubhuti Tripathi & Associates., Company Secretaries, Mumbai is enclosed as **Annexure C**, to this report.

## **PUBLIC DEPOSITS**

During the Financial Year 2018-19 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 acquired to be given or provided.

## **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. There are no materially significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel, which may have a potential conflict with the interest of the Company at large.

As per applicable provisions of the Companies Act, 2013, the details of contracts and arrangements with related parties in Form AOC 2 are annexed herewith as **Annexure D**.

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

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant & material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

## **RISK MANAGEMENT POLICY**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically

addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

## **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.

## **CORPORATE SOCIAL RESPONSIBILITY**

Your Company has earned net profit of Rs. 596.12 Lacs during the Financial year ended 31<sup>st</sup> March 2018 and therefore it is required to constitute CSR committee and make expenses towards CSR activities. As per the requirements of Section 135 of the Companies Act read with Companies (Corporate Social Responsibility Policy) Rules 2014, any Company having net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee and the said Committee shall formulate Corporate Social Responsibility Policy and shall ensure that the Company spends, in every financial year, at least two per cent. of the average net profits of the Company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy.

The Company has constituted a Corporate Social Responsibility (CSR) Committee, as per the provisions of Section 135 of the Companies Act, 2013, vide resolution passed in the meeting of the Board of Directors held on June 29, 2018.

The Company has in place a CSR policy which provides guidelines to conduct CSR activities of the Company. The CSR policy is available on the website of the Company [www.pluslighttech.com](http://www.pluslighttech.com).

During the Financial Year 2018-19, the Committee met one time viz. on December 03, 2018.

### **Explanations for shortfall in expenditure towards Corporate Social Responsibility:**

In terms of the CSR Policy of the Company, the initiatives and identified areas include skill development, Eradicating hunger, poverty and malnutrition, Women empowerment and Contribution to eligible government fund (State and Central Government) for social developments and socio-economic reliefs funds including natural disasters and calamities.

Keeping in view requirements of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules 2014, within the overall ambit of CSR on a sustainable basis, discussions on an on-going basis is being held with several implementing partners. Your Company is committed towards the CSR activity and would be taking up a suitable CSR projects/ activities in FY 2019-20.

The Annual Report on CSR activities is annexed herewith as **Annexure E**

## **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:

### **A. Conservation of Energy:**

#### **The steps taken or impact on conservation of energy and utilizing alternate sources of energy:**

As per the international standards we use 1600 lux – 6000 K in our factory. Whereas, standard lux level is 500 for factory. With 6000 K & bright lux levels workers working are more active which is not the case with poor Lighting & wrong color temperature and white light is proved to keep humans more active.

When we use such high lux levels energy cost goes high because of higher wattage and to reduce energy cost we have all the fixtures in bathroom passages on IOT (Internet of Things) which is smart wireless BLE technology designed & patented system from Wisilica. It also has wireless motion sensors which sense motion & switch on & switch off light if no body present in the bathrooms.

We also use high efficient lamp technology with optical technology in our factory to increase the efficiency. All the lights used in our Ahmedabad Factory are LED lights which leads in reduction of energy consumption & reduces air conditioning load. Whereas, Rapid Rolling Shutters are installed at our Ahmedabad as well as Bhiwandi Factory to reduce air conditioning load and save energy.

The Company is not using any alternate source of energy.

**The capital investment on energy conservation equipment's:** The capital investment on the above led lights and rapid rolling shutters amounts to approx. Rs. 24.15 Lakhs.

## **8 Technology Absorption**

We have done first installation in our factory and it is successfully serving its purpose. Its disruptive technology as it is wireless. This technology is now helping Company in saving energy and cost.

The Company took over complete laboratory for testing efficiency of light fittings from Sheth Vinod Lighting Private Limited in financial year 2018-19.

### **In case of imported technology (imported during the last three years reckoned from the beginning of the Financial year:**

- a. The details of technologies imported. – Nil
- b. The year of import – NA
- c. Whether the technology been fully absorbed. – NA
- d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof. – NA

### The expenditure incurred on research and development:

No expenses incurred on research and development in financial year 2018-19.

### C. Foreign Exchange Earnings and Outgo

**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:**

**The Company has earned foreign exchange on export of goods as follows:**

Export Sales – Rs. 1011.20 Lakhs

**The Company has expended foreign exchange on import of goods as follows:**

Imports of Goods/ Material – Rs. 1328.47 Lakhs

Exhibition Expenses – Rs. 27.44 Lakhs

### 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:

Director	Designation	Remuneration p.a. (Rs. in Lacs)	Ratio
Mr. Amit Vinod Sheth	Managing Director	64.00	N.A.
Mrs. Deepali Amit Sheth	Executive Director	42.00	N.A.
Mrs. Nalini Vinod Sheth	Non-executive Director	NIL	N.A.

b) Percentage increase in the median remuneration of employees in the financial year 2018-19:

Director	Remuneration		Revenue		Percentage increase in remuneration	Percentage increase in revenue
	In year 17-18	In year 18-19	In year 17-18	In year 18-19		
Mr. Amit Vinod Sheth	54.00	64.00	9,169.25	11,048.33	18.52%	20.49%
Mrs. Deepali Amit Sheth	42.00	42.00	9,169.25	11,048.33	0.00%	20.49%

Note: Considering the increase in turnover as well as 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, 2019: 126

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:

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% to 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.

l) 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.

## **MATERIAL CHANGES AND COMMITMENTS**

The Company has incorporated a wholly owned Subsidiary on May 9, 2019 in Delaware, USA, there are no investments made for the capital requirements of said wholly owned subsidiary as on the date of this report. The Company had declared interim dividend of 10% i.e. Re. 1/- (Rupee One) for One Equity Share of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 40,85,566/- (Rupees Forty Lacs Eighty-Five Thousand Five Hundred Sixty Six Only) including Dividend Distribution Tax for financial year 2018-19. 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**

**Place: Mumbai**

**Date: May 29, 2019**

**Sd/-**

**Amit Vinod Sheth**

**Managing Director**

**DIN: 01468052**

**Sd/-**

**Deepali Amit Sheth**

**Executive Director**

**DIN: 01141083**

## **ANNEXURE A TO THE BOARD'S REPORT**

### **POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

The Nomination and Remuneration Committee (NRC) has recommended a Policy which, inter alia, deals with the manner of selection of Executive/Non-Executive Directors and Senior Management Persons (SMPs) and their remuneration. The said Policy has been adopted by the Board and is outlined as below:

#### **1 APPLICABILITY:**

This Remuneration Policy shall apply to all existing and future employment agreements with KMPs & SMPs and also with the Directors.

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.

#### **2 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 area shall also be given due consideration.

(v) The pay structures shall be appropriately aligned across levels in the Company.

#### **3 REMUNERATION:**

##### **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 Managing Director/ Whole Time Director :**

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 Non-Executive Directors (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. IDs shall not be eligible for any Stock Options, pursuant to any Stock Option Plan adopted



## **ANNEXURE B TO THE BOARD'S REPORT**

### **CORPORATE GOVERNANCE REPORT**

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. Hence the members may please note that any inconsistency 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.

Composition and categories of Board of Directors and number of Directorship and Committee positions held by them as on 31<sup>st</sup> March, 2019:

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	3	2	1
Mrs. Deepali Amit Sheth	Executive Director	0	2	2	0
Mrs. Nalini Vinod Sheth	Non-Executive Director	0	0	1	0
Mr. Chetan Shah	Non-Executive & Independent Director	0	0	2	1
Mr Mahesh Rachh	Non-Executive & Independent Director	0	1	1	2

### 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 2018-19, the Board met Six times i.e. on May 15, 2018, June 29, 2018, September 4, 2018, November 14, 2018, December 03, 2018 and March 28, 2019. 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 Director	No. of Board Meetings held during the tenure		Attended Last AGM (Yes/No)
	Held	Attended	
Mr. Amit Vinod Sheth	6	6	Yes
Mrs. Deepali Amit Sheth	6	6	Yes
Mrs. Nalini Vinod Sheth	6	6	No
Mr. Mahesh Rachh	6	6	No
Mr. Chetan Shah	6	6	No

### **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).

### **Meeting of Independent Directors**

The separate meeting of Independent Directors of the Company as per the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, was held on March 28, 2019, without the attendance of Non-Independent Directors and the members of the management. All the Independent Directors were present at the meeting.

## **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, 2019 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, Nomination and Remuneration Committee and 4. Corporate Social Responsibility 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 complied with the requirements of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 as regards composition of Audit Committee. 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.

#### **Terms of reference of the Audit Committee:**

- 1.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.
- 2.Reommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- 3.Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- 4.Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

**Yes, we have  
an accent.**



- a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Modified opinion(s) in the draft audit reports.
5. Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval
  6. 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.
  7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
  8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
  9. Scrutiny of inter-corporate loans and investments.
  10. Valuation of undertakings or assets of the Company, wherever it is necessary.
  11. Evaluation of internal financial controls and risk management systems.
  12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
  13. 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.
  14. Discussion with internal auditors on any significant findings and follow up there on.
  15. 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.
  16. 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.
  17. 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.
  18. To review the functioning of the Whistle Blower mechanism, in case the same exists.
  19. Approval of appointment of CFO or any other person heading the finance function or discharging that function after assessing the qualifications, experience & background, etc. of the candidate.

20. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.

21. To implement Ind AS (Indian Accounting Standards) as and when it becomes applicable to the Company.

## **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 2018-19, Two meetings of the Audit Committee were held on May 15, 2018, September 04, 2018 and November 14, 2018.

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

<b>Name of Director</b>	<b>Category</b>	<b>No. of Meetings held during the tenure</b>	<b>No. of Meetings attended</b>
Mr. Chetan Navinchandra Shah (Chairman)	Non-Executive & Independent Director	3	3
Mr. Mahesh Rachh	Non-Executive & Independent Director	3	3
Mr. Amit Vinod Sheth	Managing Director	3	3

All members of the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls. All the recommendations made by the Audit Committee were accepted by the Board. The Company Secretary acts as a secretary to the Committee.

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

The Board has constituted a Nomination and Remuneration Committee which comprises of Mr. Mahesh Rachh as a Chairman and Mr. Chetan Navinchandra Shah and Ms. Nalini Sheth as members.

The policy, required to be formulated by the Nomination and Remuneration Committee, under Section 178(3) of the Companies Act, 2013 is uploaded on the Company's website.

**More details on the Committee are as below**

**Role of Nomination and Remuneration Committee are:**

1. 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.

2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.

3. Devising a policy on diversity of Board of Directors.

4. 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.

5. 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.

6. 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, 2019 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 2018-19, One meeting of the Nomination and Remuneration Committee was held on September 04, 2018.

The composition of the Nomination and Remuneration Committee and the attendance of the members at the meetings held during the Financial Year 2018-19 are as under:

Name of Director	Category	No. of Meetings held during the tenure	No. of Meetings attended
Mr. Mahesh Rachh (Chairman)	Non-Executive & Independent Director	1	1
Mr. Chetan Navinchandra Shah	Non-Executive & Independent Director	1	1
Mr. 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

Details of the Managerial Remuneration paid to the Managing Director during Financial Year 2018-19 is as under:

(Rs In Lacs)

Executive Director	Relationship with other Directors	Business Relationship with the Company, if any	Remuneration during 2018-19			
			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	Stock Option details, if any
Mr. Amit Vinod Sheth	Spouse of Mrs. Deepali Amit Sheth & Son of Nalini Vinod Sheth	Managing Director	64.00	-	-	-
Mrs. Deepali Amit Sheth	Spouse of Mr. Amit Vinod Sheth & Daughter in law of Mrs. Nalini Vinod Sheth	Whole Time Director	42.00	-	-	-

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

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, 2019 are as under:

Name of Non-Executive Director	Sitting fees paid for FY 2018-19 (Rs)
Mrs. Nalini Vinod Sheth	Nil
Mr. Mahesh Rachh	Nil
Mr. Chetan Shah	Nil

### III. Details of Shareholding of Director

The details of shareholding of Directors as on 31<sup>st</sup> March, 2019 are as under:

Name of Non-Executive 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 Committee monitors redressal of Shareholders'/Investors' complaints/ grievances i.e. 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:

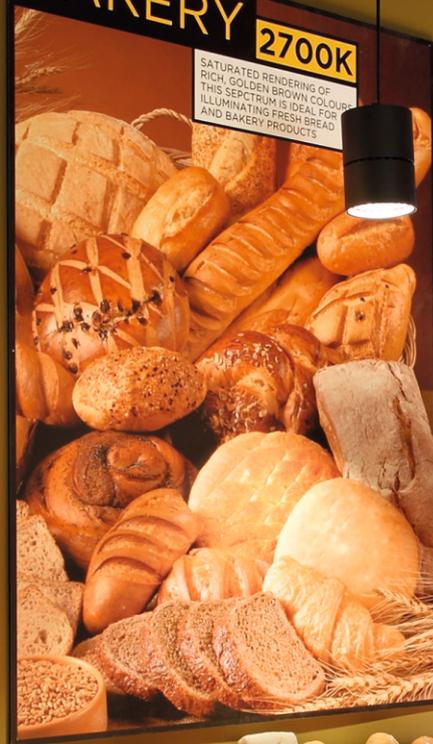
The composition of Stakeholders' Relationship Committee is conformity with provisions of Companies Act, 2013 and Regulation 20 of the Listing Regulations. As on 31<sup>st</sup> March, 2019, the Committee comprises of three members namely, Mr. Chetan Navinchandra Shah (Chairman),

# THE COLOUR OF LIGHT

EVERY PRODUCT IN THE BEST POSSIBLE LIGHT

## BAKERY 2700K

SATURATED RENDERING OF RICH GOLDEN BROWN COLOURS. THIS SPECTRUM IS IDEAL FOR ILLUMINATING FRESH BREAD AND BAKERY PRODUCTS.



## FARM FRESH 3200K

OPTIMAL APPLICATION FOR ILLUMINATION OF FRESH FRUITS AND VEGETABLES.



## SEAFOOD 4020K

THE CHROMATIC RANGE OF THIS LIGHT IS SPECIALLY COORDINATED FOR PRESENTATION OF SEAFOOD.



Mr. Mahesh Rachh and Mrs. Deepali Amit Sheth. The Company Secretary acts as a Secretary to the Committee.

During the Financial Year 2018-19, One meeting of the Stakeholders' Relationship Committee was held on March 28, 2019.

The composition of the Stakeholders' Relationship Committee and the attendance of the members at the meetings held during the Financial Year 2018-19 are as under:

<b>Name of Director</b>	<b>Category</b>	<b>No. of Meetings held during the tenure</b>	<b>No. of Meetings attended</b>
Mr. Mahesh Rachh (Chairman)	Non-Executive & Independent Director	1	1
Mr. Chetan Navinchandra Shah	Non-Executive & Independent Director	1	1
Mr. Deepali Amit Sheth	Executive Director	1	1

### **SEBI Complaints Redress System (SCORES)**

The investor complaints are processed in a centralised web based complaints redress system. The salient features of this system are centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status. Your Company has been registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint. The Company has not received any complaint on the SCORES during financial year 2018-19.

### **Investor Grievances Redressal Status**

During the Financial Year 2019-18, 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, Near Udyog Bhawan,  
Goregaon (East), Mumbai - 400063

**Tel:** +91 22 2686 5671

**Fax:** +91 22 2686 5676

**Email:** cs@pluslighttech.com

**Website:** www.pluslighttech.com

### **D. Corporate Social Responsibility Committee**

The Company has constituted a Corporate Social Responsibility (CSR) Committee, as per the provisions of Section 135 of the Companies Act, 2013, vide resolution passed in the meeting of the Board of Directors held on June 29, 2018.

### **The term of reference of CSR Committee includes:**

1. Formulate CSR policy, inter-alia in compliance with section 135 of the Companies Act, 2013 and schedule VII thereof and the Companies (Corporate Social Responsibility Policy) Rules, 2014 and any other applicable provisions, as prescribed and amended from time to time.
2. Identify and recommend to the Board, from time to time, the activities/ projects in line with such CSR policy.
3. Recommend to the Board an amount of expenditure to be incurred on the activities as per CSR Policy.
4. Put and institute the transparent monitoring mechanism to review the implementation status of each activities/ project.
5. Recommend to the Board, modifications to the CSR policy as and when required.
6. Formulate a CSR Management Committee, if required to monitor the approved CSR activities, spending thereon from time to time with a robust and transparent governance structure to oversee the implementation of CSR Policy.
7. Monitor the compliance of Corporate Social Responsibility Policy from time to time.

### **Composition, Meetings and Attendance:**

The composition of CSR Committee is conformity with provisions of Companies Act, 2013, the Committee comprises of three members namely, Mr. Amit Vinod Sheth (Chairman), Mr. Chetan Navinchandra Shah and Mrs. Deepali Amit Sheth.

During the Financial Year 2017-2018, the Corporate Social Responsibility Committee of the Board of Directors met once viz. on December 03, 2018.

The composition of the CSR Committee and the attendance of the members at the meetings held during the Financial Year 2018-19 are as under:

<b>Name of Director</b>	<b>Category</b>	<b>No. of Meetings held during the tenure</b>	<b>No. of Meetings attended</b>
Mr. Amit Vinod Sheth (Chairman)	Managing Director	1	1
Mr. Chetan Navinchandra Shah	Non-Executive & Independent Director	1	1
Mr. Deepali Amit Sheth	Executive Director	1	1

### **3. SUBSIDIARIES**

The Company has three subsidiaries as defined under Regulation 24 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

#### **Plus Light Tech FZE (Incorporated on 2nd August, 2017)**

(A Subsidiary of Focus Lighting & Fixtures Ltd)

Block D1 - 19, Free Zone Gater No. 1

Ajman Free Zone, Ajman

United Arab Emirates

#### **Focus Lighting & Fixtures PTE LTD (Incorporated on 28th March, 2018)**

8 Temasek Boulevard #35-02  
Sunteck Tower Three  
Singapore (038988)

### **Focus Lighting Corp (Incorporated on 9th May, 2019)**

(A Subsidiary of Focus Lighting & Fixtures Ltd)  
3500 South Dupont Highway,  
Dover, Delaware (19901)

## **4. 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 13<sup>th</sup> 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

<b>Financial Year</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>
2017-18	28 <sup>th</sup> September, 2018	4:00 P.M.	1007-1010, Corporate Avenue Wing A, Sonawa - la Road, Near Udyog Bhavan, Goregaon (East), Mumbai - 400063
2016-17	29 <sup>th</sup> September 2017	4.00 P.M.	Vibgyor Roots & Rising Building, 4th Floor, Vivette Banquet, Next to Evershine Society, Behind Inorbit mall, Malad West, Mumbai 400064.
2015-16	30 <sup>st</sup> September, 2016	11.00 a.m.	1007-1010, Corporate Avenue Wing A, Sonawa - la Road, Near Udyog Bhavan, Goregaon (East), Mumbai - 400063
2014-15	25 <sup>th</sup> September, 2015	11.00 a.m.	1007-1010, Corporate Avenue Wing A, Sonawa - la Road, Near Udyog Bhavan, Goregaon (East), Mumbai - 400063

### **Extra-ordinary General Meeting**

No Extra Ordinary General meetings were held during the Financial year.

### **Postal Ballot**

No resolution was passed through Postal ballot during the financial year 2018-19.

## **5. MEANS OF COMMUNICATION**

1) The Company's corporate website [www.pluslighttech.com](http://www.pluslighttech.com) consists of Investors section, which provides comprehensive information to the Shareholders.

2) Half Yearly and Annual Financial made available on the Company's website [www.pluslighttech.com](http://www.pluslighttech.com)

- 3) The Company's Annual Report is e-mailed/ dispatched to all the Shareholders of the Company and also made available on the Company's website [www.pluslighttech.com](http://www.pluslighttech.com)
- 4) The Company's Shareholding Pattern is filed on a half yearly basis with the Stock Exchange and also displayed on the Company's website [www.pluslighttech.com](http://www.pluslighttech.com)
- 5) Announcements and Corporate Presentations are also displayed on the Company's website [www.pluslighttech.com](http://www.pluslighttech.com)

## 6. GENERAL SHAREHOLDERS' INFORMATION

### 1) Annual General Meeting held in financial year 2018-19

Day and Date	Friday, 28 <sup>th</sup> September, 2018
Time	4 P.M.
Venue	1007-1010/A ,Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai-400063

### 2) Book Closure Date:

Book Closure was not done during financial year 2018-19.

### 3) Registered Office

1007-1010, Corporate Avenue Wing A,  
Sonawala Road, Near Udyog Bhavan,  
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 on April 13, 2017. The annual Listing fees for the Financial Year 2019-20 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: L31500MH2005PLC155278

### 6) Registrar and Share Transfer Agents

M/s. 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](mailto: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. Preeti Saxena  
Company Secretary  
1007-1010, Corporate Avenue Wing A,  
Sonawala Road, Near Udyog Bhavan,  
Goregaon (East), Mumbai-400063  
Tel: +91-22-2686 5671-5  
Fax: +91-22-2686 5676  
E-mail: cs@pluslighttech.com

## **8) Dematerialisation of Shares and Liquidity**

100% shares of your Company are held in the electronic mode as on March 31, 2019

## **9) Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, Conversion Date and likely impact on equity**

The Company has not issued any GDRs/ADRs/ Warrants or any Convertible Instruments.

## **10) Details of Suspension of Securities from trading if any**

Not Applicable.

## **7. 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 the Board's 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) Details of Non-Compliance**

There has been no non-compliance of any legal requirements nor have there been any strictures imposed by any Stock Exchange or SEBI or any statutory authority on any matter related to Capital Markets during the last three years.

#### **d) 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.

#### **e) 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.

#### **f) Management Discussion and Analysis**

The Management Discussion and Analysis Report forms a part of the Annual Report and includes various matters specified under Regulation 34(3), and Para B of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **g) Compliance with Governance Framework**

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

#### **h) 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 2018-19, the Company has not received any complaint of sexual harassment.

#### **i) Risk Management**

The Company has laid down procedures to inform Board Members about the Risk Assessment and minimisation procedure, which are periodically reviewed by the Board.

#### **j) Reconciliation of Share Capital Audit**

As stipulated by SEBI, a Reconciliation of Share Capital Audit is carried out by an Independent Practicing Company Secretary on quarterly basis to confirm reconciliation of the issued and listed capital, shares held in dematerialised and physical mode and the status of the register of members.

#### **k) Policy for determining material subsidiaries**

The Company has disclosed the policy for determining material subsidiaries as per the requirement of Regulation 46(2)(h) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on its website [www.pluslighttech.com](http://www.pluslighttech.com)

## 8. MARKET PRICE DATA FOR THE PERIOD ENDING MARCH 31, 2019

Month	NSE (Emerge)	
	High Price (Rs.)	Low Price (Rs.)
April 2018	219.90	157.55
May 2018	200.00	153.90
June 2018	150.45	130.00
July 2018	139.70	133.00
August 2018	160.00	144.50
September 2018	141.40	127.65
October 2018	127.15	113.75
November 2018	145.35	113.55
December 2018	158.55	127.05
January 2019	182.70	156.00
February 2019	170.00	154.25
March 2019	178.00	168.70

## 9. SHAREHOLDING PATTERN AS ON MARCH 31, 2018

Sr. No.	Description	No. of Shareholders	No. of Shares	%
1.	Promoter and Promoter Group	4	2478597	73.36
2.	Public	171	900003	26.64
3.	Non Promoter- Non Public	0	0	0.00
	<b>Total</b>	<b>175</b>	<b>3378600</b>	<b>100.00</b>

### 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, 2019.

**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: May 29, 2019**

## **ANNEXURE C TO THE BOARD'S REPORT**

### **Secretarial Audit Report**

To,  
The Members of  
**Focus Lighting and Fixtures Limited**  
(earlier known as Focus Lighting and Fixtures Private Limited)  
1007-1010, Corporate Avenue Wing A, Sonawala Road,  
Near Udyog Bhawan, Goregaon (East), Mumbai MH 400063 IN  
Our Secretarial Audit Report of even date, for the financial year 2018-19 is to be read along with this letter.

#### **Management's Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

#### **Auditor's Responsibility**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

#### **Disclaimer**

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and books of account of the Company.

**For Anubhuti Tripathi & Associates**

**Company Secretaries**

**Sd/-**

**Proprietor**

**M. No: 28267**

**CP No: 13219**



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## FORM – MR-3

### SECRETARIAL AUDIT REPORT

(For the year ended 31<sup>st</sup> March 2018)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members of

#### **Focus Lighting and Fixtures Limited**

1007-1010, Corporate Avenue Wing A, Sonawala Road,

Near Udyog Bhawan, Goregaon (East), Mumbai MH 400063 IN

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Focus Lighting and Fixtures Limited** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended 31<sup>st</sup> March 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2019, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; [Not Applicable as there were no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings by the Company];
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; [Not Applicable as the Company has not issued any further share capital during the period under review]
- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; [Not Applicable as the Company has not granted/issued any benefits/shares to employees during the period under review]
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [Not Applicable as the Company has not issued and listed any debt securities during the financial year under review];
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client [Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent];
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [Not Applicable as there was no reportable event during the period under review];
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 [Not Applicable as there was no reportable event during the period under review].

vi. I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by the Institute of Company Secretaries of India.
- b) The Listing Agreement entered into by the Company with National Stock Exchange and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that: -

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;
- All the decisions of the Board and Committees thereof were carried out with requisite majority;

We further report that based on review of compliance mechanism established by the Company and on the basis of the representations and declarations issued by the Management of the Company and taken on record by the Board of Directors at their meeting(s), I am of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines:

- As informed, the Company has responded appropriately to notices received from various statutory /regulatory authorities including initiating actions for corrective measures, wherever found necessary.

I further report that during the audit period none of the following events has taken place-

- A) Public/Rights/Preferential Issue of Shares/Debentures/Sweat equity etc.- Except for Initial Public Offering
- B) Redemption/buy back of securities
- C) Merger/Amalgamation/Reconstruction, etc. Foreign Technical Collaborations.

I further report that during the audit period there were no following specific events/ actions having a major bearing on Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. Key noting and observations are mentioned below.

### **Observations**

- A)** The Company had delayed in filing of e-forms to be filed with Ministry of Corporate affairs and hence filed the same with additional fees.
- B)** The Company had delayed in filing MGT-14 under Section 179(3)(g) of Companies Act 2013 and as confirmed by the Management appropriate actions/ compliances/ actionables shall be taken in this regard.
- C)** The Company has not spent amount as required under Section 135(5) of Companies Act 2013 towards Corporate Social Responsibility activities. The Board shall provide appropriate reasons in the Board report for FY 2018-19.
- D)** The Licences pertaining to Factory set up in Gujarat has not been physically verified. The necessary approvals required for setting up factory in Gujarat has been obtained as confirmed by the management.

**For Anubhuti Tripathi & Associates**

**Company Secretaries**

**Sd/-**

**Proprietor**

**M. No: 28267**

**CP No: 13219**

**Place: Mumbai**

**Date: May 29, 2019**

## **ANNEXURE D TO THE BOARD'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: May 15, 2018
  - (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 (Rs in Lacs)
Amit Vinod Sheth (Managing Director)	Director	Loan taken during the year	-	31.79
		Loan repaid during the year		31.79
		Remuneration		64.00
Deepali Amit Sheth (Executive Director)	Director	Loan taken during the year	-	4.33
		Loan repaid during the year		4.33
		Remuneration		42.00
		Rent Paid		12.57
Nalini Vinod Sheth (Whole time Director) – Up to 30th Sept 2016 (Later Non- Executive Director)	Relatives of Directors	Loan taken during the year	-	0.46
		Loan repaid during the year		0.46
		Rent Paid		7.84
Jigar Bharat Ghelani	Relatives of Directors	Salary	-	62.79

Arion Online Pvt Ltd	Associate Entities	Balance at Close: Unsecured Loan Given	-	24.14
		Unsecured loan given during the year		1.55
		Received against loan Given		-
		Outstanding Payables against Purchases		-
		Outstanding Receivables against Sales		10.75
		Sales during the year		4.59
		Purchases during the year		26.45
ShethVinod Lighting Private Limited  [Previously known as Shantilal & Brothers (Mfg. Dept)]	Associate Entitieswz	Outstanding Payables against Purchases	-	497.77
		Outstanding Receivables against Sales		-
		Sales during the year		1274.15
		Purchases during the year		4011.37
Focus Lighting FZE	Associate Entities	Outstanding Receivables against Sales	-	33.56
Plus Light Tech FZE	Associate Entities	Outstanding Payables against Purchases	-	1.79
		Outstanding Receivables against Sales		398.65
		Sales during the year		655.88
Preeti Saxena (Company Secretary & Compliance Officer)	Key Managerial Personnel	Salary	-	2.43
Chetan Trivedi (CFO)	Key Managerial Personnel	Salary	-	30.00

## **ANNEXURE E TO THE BOARD'S REPORT**

### **ANNUAL REPORT ON CSR ACTIVITIES**

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

Your company believes in making meaningful and lasting contribution to the societies as a responsible corporate citizen. Accordingly, the Company has formulated CSR Policy ('Policy') in terms of provisions of Section 135 of the Companies Act, 2013 and the Policy was adopted in Board Meeting held on December 03, 2018.

The Policy is available on the Company's website [www.pluslighttech.com](http://www.pluslighttech.com).

2. Composition of CSR Committee:

Mr. Amit Viond Sheth – Chairman

Mr. Chetan Navinchandra Shah – Member

Ms. Deepali Amit Sheth – Member

3. Average net profit of the company for last three financial years – Rs. 748.39 Lacs

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) – Rs. 14.97 Lacs

5. Details of CSR spent during the financial year.

(a) Total amount to be spent for the financial year: Nil

(b) Amount unspent, if any: Nil

(c) Manner in which the amount spent during the financial year is detailed below.

<b>Sr. No.</b>	<b>CSR Project or activity identified</b>	<b>Sector in which the project is coveredw</b>	<b>Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken</b>	<b>Amount outlay (budget) project or programs wise</b>	<b>Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects Or programs (2) Overheads:</b>	<b>Cumulative expenditure upto to the reporting period</b>	<b>Amount spent: Direct or through implementing agency</b>
NIL							

6. In case the Company has failed to spend the two per cent, of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.

In terms of the CSR Policy of the Company, the initiatives and identified areas include skill development, Eradicating hunger, poverty and malnutrition, Women empowerment and Contribution to eligible government fund (State and Central Governmesqnt) for social

developments and socio-economic reliefs funds including natural disasters and calamities.

Keeping in view requirements of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules 2014, within the overall ambit of CSR on a sustainable basis, discussions on an on-going basis is being held with several implementing partners. Your Company is committed towards the CSR activity and would be taking up a suitable CSR projects/ activities in FY 2019-20.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company:

The CSR Committee has confirmed that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

**Focus Lighting and Fixtures Limited**

**Sd/-**

**Sd/-**

**Place: Mumbai**

**Date: May 29, 2019**

**Amit Vinod Sheth  
Managing Director**

**DIN: 01468052**

**Deepali Amit Sheth  
Executive Director**

**DIN: 01141083**

## 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, 2019 and:

i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii) 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, 2019, 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:

i) Significant changes in the internal control over financial reporting during the year;

ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and

iii) 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: May 29, 2019**

**Sd/-**

**Mr. Amit Vinod Sheth**

**Managing Director**

**Sd/-**

**Mr. Chetan Pravin Trivedi**

**Chief Financial Officer**

# MANAGEMENT DISCUSSION AND ANALYSIS

## 1. INDIAN LIGHTING & FIXTURES INDUSTRY OVERVIEW

The Indian lighting industry is currently witnessing strong growth. The replacement of basic and inefficient incandescent, halogen, fluorescent lamps with modern LED lights will reduce electricity consumption. According to a report by ELCOMA, the lighting industry is expected to reduce energy consumption for lighting from the 18% (2018) of total power consumption to 13% by 2020 by introducing more energy efficient products and working more closely with the government to execute various schemes and awareness programmes.

Smart lighting is an innovative technology that is replacing with more efficient LED lights and sensors for energy conservation. As India is a one of the countries having the largest consumers of electricity, it has been witnessing an increasing electricity demand-supply gap. This has resulted in regular power shortages and blackouts across the country. As a result, the government is playing an active role in replacing the current lighting sector with more energy efficient products.

Apart from reducing energy consumption and cutting electricity costs, smart lighting also offers numerous other advantages to end users. Smart Lighting replaces switches and push-buttons with motion sensors which can automatically switch the lights on and off when the consumer enters or leaves a room. Moreover, smart light bulbs use LEDs that can be adjusted using a smart phone so that it can change color according to the user's requirements and can also be switched on and off from a remote location. It can also help in dimming light which can save huge energy and cost.

Some of the other major factors driving the smart light market in India include increasing affordability of smart lights, technological advancements, development of various smart cities, increasing awareness levels, etc. Smart lights appear on a short list of technologies beginning to appear on many buyers' must-have lists because of its ability to improve security and comfort and cut electricity costs, according to MarketWatch. Smart light can also help to introduce human centric lighting, effects of light on human health.

## 2. GLOBAL LIGHTING & FIXTURES INDUSTRY OVERVIEW

According to the latest research report of LED inside, during 2018 to 2023, LED lighting market scale will gradually increase. LED lighting market scale will reach USD 56.6 billion in 2023. CAGR during 2018 to 2023 will be 9%.

European LED lighting market scale continuously expands, to the tune of USD 8.292 billion in 2018, with an annual growth of 9.5% and a penetration rate over 50%. In this market, lighting fixtures for commercial lighting have the greatest growth momentum, such as spotlight, filament lamp and decorative lamps.

American lighting manufacturers all achieved good revenue performance in 1H18, which mainly came from American market. Cost of lighting products is expected to transfer to consumers due to the impact of US-China Trade War and rising raw material price.

The unit prices in the Japanese market are higher. Besides, due to the rebound of Japan's economy and the impact of 2020 Tokyo Olympics, the growth of Japanese market will remain.

Southeast Asia is gradually developing into a dynamic LED lighting market due to the rapid growth of local economy, infrastructure investment and population, the demand for lighting is massive.

The penetration of LED lighting in the Middle East and Africa market is rapidly increasing, and the market potential in the future is still expected.

### 3. OUTLOOK FOR LIGHTING MARKET TREND THROUGHOUT THE GLOBE DURING 2019 TO 2020:

Three major opportunities will become the revenue growth momentum for lighting manufacturers. One is lighting demand stimulated by 2020 Tokyo Olympics. The other is that the requirements of high-end lighting market is likely to rise as DLC V5.0 improves quality of light and luminous efficiency. Last but not the least, lighting manufacturers expand cross-industry to create business opportunities, which can be seen in architectural smart lighting, human centric lighting, horticultural lighting, fishing lighting, special lighting and so on.

### 4. COMPANY AND BUSINESS OVERVIEW AND OUTLOOK:

Focus Lighting And Fixtures Limited (FLFL), incorporated on August 11, 2005, is a decade old Company engaged in manufacturing and trading of led lights and fixtures. FLFL currently provide wide range of verticals i.e. retail industry, office & home lighting and hospitality lighting. 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 with a trouble-free service life to achieve optimum lighting parameters such as luminous intensity, maintenance-freindliness and freedom from glare. The new technology of luminaires has 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. FLFL has also taken initiative to have in-house product designers.

In order to have a more balanced growth in manufacturing as well as trading of led lights and fixtures, greater emphasis is put to promote new products and technology. By doing so, the quantum of manufacturing and trading activities would be increased whereby we can cater to more organised business.

We are focusing on technology, IoT, performance and safety which is a prime concern due to recent events like fire in Kamala Mills Compound, Mumbai and Coaching Class in Takshashila Arcade, Surat.

Further plans of horizontal expansion would be pursued by the management to take consolidated advantage of cost and resources, thereby providing the required scale to the existing business.

Our key assets i.e. Human resources is being acquired and retained in order to ensure that smooth functioning of business. Inorganic growth of business is also something which the management is keen to pursue in days to come.

### 5. FINANCIAL ANALYSIS

#### Overview of Revenue & Expenditure

(Rs. in Lakhs)

Particulars	As at March 31				
	2019	2018	2017	2016	2015
<b>Income</b>					
Revenue from Operations	12,101.93	9,222.59	7,138.16	6,082.92	4,126.60
Increase/Decrease in %	31.22	29.20	17.35	47.41	NA
Other Income	73.25	40.45	56.48	9.34	97.76
Increase/Decrease in %	81.11	(28.39)	504.71	(90.45)	NA
<b>Profit</b>					
Profit After Tax	975.57	596.12	401.60	291.71	108.98
Increase/Decrease in %	63.65	48.44	37.67	167.67	NA

**The following is the Income mix in terms of value of total income of our Company for sale of products and Profit After Tax:**

**(Rs. in Lakhs)**

<b>Sr. No.</b>	<b>Financial Year</b>	<b>Trading</b>	<b>Manufacturing</b>	<b>Profit After Tax</b>
1.	2018-19	6,565.14	5,536.79	975.57
2.	2017-18	6,460.33	2,762.27	596.12
3.	2016-17	7,138.16	-	401.60
4.	2015-16	6,082.92	-	291.71
5.	2014-15	4,126.60	-	108.98

## **6. KEY COMPETITIVE ADVANTAGE**

- Proven track record of over a decade indicates our company's ability to survive business cycle.
- Experienced Management and Motivated Team comprising of personnel having technical, operational and business development experience.
- The Company offers a range of focus lights which includes recessed adjustable spotlights, recessed downlights, surface mounted spotlights, surface-mounted / suspended downlights, system based spotlights / wallwasher, track-mounted spotlights, etc. The range of Products that Company offers makes the Company a complete solution provider for all kind of retail lightings.
- Functional parameters of the Company such as assisting in planning and designing of lighting structure and monitoring the execution of the designs and installations provide improved efficiency and customer satisfaction
- Professionally-managed Company with qualified and skilled employee base.

## **7. RISKS AND CHALLENGES**

The Company's ability to foresee and manage business risks is crucial in its efforts to achieve favourable results. While management is positive about the Company's long term outlook, it is subject to a few risks and uncertainties, as discussed below.

### **Economic Risk**

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, customers credit availability, fluctuations in commodities markets, customers debt levels, unemployment trends and other matters that influence customers confidence, spending and tourism. As your Company's revenues are highly dependent on customer's need for retail lightings solutions; an economic slowdown or other factors that affect the economic health of the nation or those retail industries, or any other impact on the growth of such industries, may affect your business.

### **Competition Risk**

Attractive growth opportunities exist in the lighting and fixtures industry, especially with the Government's efforts of bring various schemes for power saving and awareness programmes. This may increase the number of players operating in the industry. This risk will increase when more players will come for a share in the same pie. Like in most other sectors, opportunity brings with itself competition. We face different levels of competition in each sector, from domestic as well as multinational companies. Intense competition in the market for lighting and fixtures could affect our pricing, which could reduce our share of business from clients and decrease our revenues. Notwithstanding these challenges, backed by its industry leading experience in the lighting sector, the Company is confident of meeting present and future competition. However, your Company has established strong brand goodwill with customers and a strong foothold in retail lighting. We have built deep relationship with key customer accounts and as a result are able to obtain competitive commercial terms and operational advantages. We also counter this

risk with the quality of our offerings, our customer-centric approach and our ability to innovate customer specific solutions/ products and aggressive go-to-market strategy, disciplined and time bound project executions, coupled with prudent financial and human resources management.

### **Liability Risk**

This risk refers to our liability arising from any damage to technology, equipment, office premises, life and third parties which may adversely affect our business. The Company attempts to mitigate this risk through contractual obligations and insurance policies.

### **Regulatory Risk**

If we are unable to obtain required approvals and licenses in a timely manner, our business and operations may be adversely affected. We require certain approvals, licenses, registrations and permissions for setting up business operations in new geographies. We may encounter delays in obtaining these requisite approvals, or may not be able to obtain such approvals at all, which may have an adverse effect on our revenues. However, the Government has come up with various scheme in the lighting sector and as all industry predictions suggest that this will be the trend in the future as well and given our own experience in obtaining such permissions, we do not expect this risk to affect us materially in the coming years.

### **Labour risk**

The timely availability of skilled and technical personnel is one of the key industry challenges. The Company maintains healthy and motivating work environment through various measures. This has helped it recruit and retain skilled workforce and, in turn, complete the deliveries in time.

## **8. HUMAN RESOURCES**

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 March 31, 2019 are 126.

The company has also recruited highly qualified and skilled professionals, to help in the growth and functioning of the company. Your management feels proud to state that there were no instances of strikes, lockouts or any other action on part of the employees that affected the functioning of the Company. It is noteworthy that there is no Employee Union within the organization.

## **9. INTERNAL CONTROL SYSTEMS**

Focus Lighting And Fixtures Limited (FLFL) maintains adequate internal control systems including internal financial control systems, which provide, among other things, reasonable assurance of recording the transactions of its operations in all material aspects. This system also protects against significant misuse or loss of Company assets. FLFL has a strong and independent internal audit function. The Internal Auditor reports directly to the Chairman of the Audit Committee. Periodic audits by the professionally qualified, technical and financial personnel of the internal audit function ensure that the Company's internal control systems are adequate and are complied with.





## 10. CAUTIONARY STATEMENT

This Annual Report contains certain forward-looking statements, and may contain certain projections. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “will”, “will continue”, “will pursue”, “seek to” or other words or phrases of similar import. Similarly, statements that describe strategies, objectives, plans or goals are also forward-looking statements. or materially from those expressed or implied. Important developments that could affect the Company’s operations include significant changes in political and economic environment in India, volatility in the prices of major raw materials and its availability, tax laws, exchange rate fluctuations, interest and other costs. All forward-looking statements and projections are subject to risks, uncertainties and assumptions. Actual results might differ substantially. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated. Forward looking statements and projections reflect current views as of the date hereof and are not a guarantee of future performance or returns to investors. These statements and projections are based on certain beliefs and assumptions, which in turn are based on currently available information.

Although the Company believes the assumptions upon which these forward-looking statements and projections are based which are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements and projections based on these assumptions could be incorrect. The Company and their respective affiliates/ advisors does not have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or

to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

There can be no assurance that the expectations reflected in the forward-looking statements and projections will prove to be correct. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements and projections and not to regard such statements to be a guarantee or assurance of the Company’s future performance or returns to investors.

# INDEPENDENT AUDITORS' REPORT

To,

The Members of Focus Lighting and Fixtures Limited

## Report on the audit of the financial statements

### Opinion

We have audited the accompanying standalone financial statements of Focus Lighting and Fixtures Limited ("the Company"), which comprise the balance sheet as at March 31, 2019, and the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('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 March 31, 2019, its profit and cash flows for the year ended on that date.

### Basis for 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 the standalone financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other 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 opinion.

### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no Key Audit Matters Reportable as per SA 701 issued by ICAI.

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially

inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

### **Management's responsibility for the standalone financial statements**

The Company's board of directors are responsible for the matters stated in section 134 (5) of 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.

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 standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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 to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's responsibilities for the audit of the standalone financial statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered 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 standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

· Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

· Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Report on other legal and regulatory requirements**

As required by the Companies (Auditor's 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 Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone 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 March 31, 2019 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

(h) 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;

a. The Company does not have any pending litigations which would impact its financial position;

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

c. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

**For N P Patwa & Co.**  
**Chartered Accountants**  
**Firm Registration No.107845W**

**Sd/-**

**Jitendra Shah**

**Partner**  
**Membership No. 042384**  
**Place: Mumbai**  
**Date: 29<sup>th</sup> May, 2019**

## Annexure “A” to the Independent Auditor’s Report\*

(Referred to in paragraph 1 under ‘Report on other legal and regulatory requirements’ section of our report to the members of Focus Lighting and Fixtures Limited of even date)

1.	In respect of the Company’s fixed assets:	
	(a)	The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
	(b)	The Company has a program of verification to cover all the items of fixed assets in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. However, no physical verification has been carried on by the management during the year. Accordingly, we were unable to comment on whether any material discrepancies were noticed on such verification and whether they are properly dealt with in the standalone financial statements.
	(c)	According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
2.	The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.	
3.	According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.	
4.	In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.	
5.	In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.	
6.	The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.	
7.	In respect of statutory dues:	
	(a)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.
		According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees’ state insurance, income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable

	(b)	According to the information and explanations given to us and the records of the company examined by us, there are no dues of sales- tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute. The disputed dues on account of In - come Taxes are as follows.				
		<b>Statute</b>	<b>Nature of dues</b>	<b>Amount (Rs.in lakhs)</b>	<b>Period to which the amount relates</b>	<b>Forum where the dispute is pending</b>
		Income Tax Dues	TDS	5.50	Periods from 2007-08 too 2016-2017	Assessing Officer for rectification
		Income Tax Dues	Assessment Dues	1.10	AY 2008-09	Assessing Officer for rectification
8	In our opinion and according to the information and explanations given to us, the company has not defaulted on account of dues of any financial institutions or banks or any government or any debenture holders during the year.					
9.	The term loans taken during the year have been applied for the purposes for which those are raised. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments).					
10.	To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.					
11.	In our opinion and according to the information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.					
12.	The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.					
13.	According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.					
14	According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.					
15	According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.					
16	According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.					

**For N P Patwa & Co.**  
**Chartered Accountants**  
**Firm Registration No.107845W**

**Sd/-**  
**Jitendra Shah**

**Partner**  
**Membership No. 042384**  
**Place: Mumbai**  
**Date: 29<sup>th</sup> May, 2019**

## **Annexure “B” to the Independent Auditor’s Report**

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of Focus Lighting And Fixtures Limited of even date)

### **Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Focus Lighting and Fixtures Limited (“the Company”) as at March 31, 2019, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management’s responsibility for internal financial controls**

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement in the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial control system over financial reporting.

#### **Meaning of internal financial controls over financial reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii)

provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

### **Limitations of internal financial controls over financial reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For N P Patwa & Co.**  
**Chartered Accountants**  
**Firm Registration No.107845W**

**Sd/-**

**Jitendra Shah**

**Partner**  
**Membership No. 042384**  
**Place: Mumbai**  
**Date: 29<sup>th</sup> May, 2019**

**FOCUS LIGHTING AND FIXTURES LIMITED**  
**STAND ALONE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2019**

<b>Particulars</b>	<b>Note</b>	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
<b>EQUITY AND LIABILITIES</b>			
Share capital	1.1	3,37,86,000	3,37,86,000
Reserves and surplus	1.2	28,01,08,430	18,28,05,755
Money received against share warrants		-	-
<b>Sub Total</b>		<b>31,38,94,430</b>	<b>21,65,91,755</b>
Share Application Money Pending Allotment		-	-
<b>Non-current liabilities</b>			
Long-term borrowings		-	-
Long-term provisions		-	-
Deferred tax liabilities (Net)	1.3	-	3,69,918
Other Long term liabilities	1.4	30,91,500	40,27,887
<b>Sub Total</b>		<b>30,91,500</b>	<b>52,63,203</b>
<b>Current liabilities</b>			
Short-term borrowings	1.5	2,79,22,078	1,80,59,953
Trade payables	1.6	12,40,71,747	11,65,84,509
Other current liabilities	1.7	3,81,41,408	3,71,46,759
Short-term provisions	1.8	-	71,69,801
<b>Sub Total</b>		<b>19,01,35,232</b>	<b>17,89,61,022</b>
<b>Sub Total</b>		<b>19,32,26,732</b>	<b>18,42,24,225</b>
<b>Total</b>		<b>50,71,21,161</b>	<b>40,08,15,979</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible Assets	1.9	13,36,60,890	3,24,48,664
Capital work-in-progress	1.9	62,97,069	4,33,96,967
Intangible Assets		-	-
Intangible Assets Under Development		-	-
Non-current investments	3.2	35,70,551	-
Long-term loans and advances		-	-
Deferred tax assets (net)	2.0	9,73,474	-
Other non-current assets	2.1	-	1,47,66,787
<b>Sub Total</b>		<b>14,45,01,984</b>	<b>9,06,12,418</b>

<b>Current assets</b>			
Inventories	2.2	11,69,08,727	7,43,74,544
Current investments			-
Trade receivables	2.3	19,23,47,287	17,93,26,562
Cash and Cash Equivalents	2.4	62,93,142	2,91,34,943
Short-term loans and advances	2.5	3,16,96,880	2,35,33,064
Other current assets	2.6	1,53,73,142	29,69,050
<b>Sub Total</b>		<b>36,26,19,178</b>	<b>30,93,38,163</b>
<b>Total</b>		<b>50,71,21,162</b>	<b>39,99,50,581</b>

**Significant Accounting Policies - Annexed 3.6**

**Notes Forming Partes of Accounts - Annexed 3.6**

**As per our Report of even date**

**For N P Patwa & Company  
CHARTERED ACCOUNTANTS  
FRN 107845W**

**For Focus Lighting and Fixtures Limited  
CIN: L31500MH2005PTC155278**

**Sd/-  
Jitendra C Shah  
Partner**

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

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

**Mumbai, Dated:  
29<sup>th</sup> May, 2019**

**Sd/-  
Chetan Pravin Trivedi  
Chief Financial Officer  
PAN: ABZPT0185H**

**Sd/-  
Preeti Saxena  
Company Secretary  
PAN: EKKPS1788D**

<b>FOCUS LIGHTING AND FIXTURES LIMITED</b>			
<b>STAND ALONE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019</b>			
<b>Particulars</b>	<b>Note</b>	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
<b>INCOME</b>			
Revenue from operations	2.7	1,09,87,32,712	91,30,55,607
Other income	2.8		38,69,051
<b>Total</b>		<b>,10,48,32,609</b>	<b>91,69,24,658</b>
<b>EXPENSES</b>			
Cost of Raw Materials Consumption	2.9	31,09,82,322	20,09,71,334
Purchases of Stock-in-Trade	2.9	43,54,31,309	43,97,42,879
Changes in Inventories of Finished Goods, Work-in-progress and Stock in trade	3.0	(28,95,078)	1,20,07,761
Employee benefits expense	3.1	7,02,33,661	7,28,20,403
Finance costs	3.3	58,01,731	30,39,154
Depreciation and amortization expense	1.9	2,29,96,186	77,82,812
Other expenses	3.4	12,81,24,265	8,19,87,546
<b>Total</b>		<b>97,06,74,397</b>	<b>81,83,51,890</b>
Profit before exceptional, extraordinary and prior period items and tax		<b>13,41,58,212</b>	<b>9,85,72,768</b>
Prior Period Adjustment	3.5	87,200	9,19,353
Profit before tax		<b>13,40,71,012</b>	<b>9,76,53,415</b>
Tax expense:			
Current tax		3,73,76,000	3,64,00,888
Previous Year tax		7,35,729	10,85,805
Defferred Tax Assets		(13,43,392)	14,19,868
Profit/(loss) for the period from continuing operations		<b>9,73,02,675</b>	<b>5,87,46,855</b>

Tax expense of discontinu - ing operations			
Profit/(loss) from Discontin- ing operations (after tax)			
Profit/(loss) for the period		<b>9,73,02,675</b>	<b>5,87,46,855</b>
Earnings per equity share:			
Basic		29	17
Diluted		29	17

**Significant Accounting Policies - Annexed 3.6**

**Notes Forming Partes of Accounts - Annexed 3.6**

**In terms of our attached report of even date**

**For N P Patwa & Company  
CHARTERED ACCOUNTANTS  
FRN 107845W**

**Sd/-  
Jitendra C Shah  
Partner  
Mumbai, Dated:  
29<sup>th</sup> May, 2019**

**For Focus Lighting and Fixtures Limited  
CIN: L31500MH2005PTC155278**

<b>Sd/-</b>	<b>Sd/-</b>
<b>Mr Amit Sheth</b>	<b>Mrs Deepali Sheth</b>
<b>Managing Director</b>	<b>Executive Director</b>
<b>DIN 01468052</b>	<b>DIN 01141083</b>
<b>Sd/-</b>	<b>Sd/-</b>
<b>Chetan Pravin Trivedi</b>	<b>Preeti Saxena</b>
<b>Chief Financial Officer</b>	<b>Company Secretary</b>
<b>PAN: ABZPT0185H</b>	<b>PAN: EKKPS1788D</b>

**FOCUS LIGHTING AND FIXTURES LIMITED**
**STAND ALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019**

Particular	As at 31 March,2019		As at 31 March,2018	
	Rs.	Rs.	Rs.	Rs.
<b>A. Cash Flow From Operating Activities</b>				
Net Profit / (Loss) Before Extraordinary Items and Tax		13,40,71,012		9,76,53,415
<u>Adjustments For:</u>				
-				
Depreciation	2,29,96,186		77,82,812	
Profit on Sale of Assets (Net)	-		-	
Finance Costs	58,01,731		30,39,154	
Liabilities / Provisions no Longer Required Written Back	-		-	
Bad Trade and Other Receivables, Loans and Advances Written Off	-		-	
Net Unrealised Exchange (Gain) / Loss	-		-	
		2,87,97,917		1,08,21,966
Operating Profit Before Working Capital Changes		16,28,68,929		10,84,75,382
<u>Changes in Working Capital:</u>				
Adjustments For (Increase) / Decrease in Operating Assets:				
Inventories	-4,25,34,183		-1,52,60,201	
Trade Receivables	-1,30,20,725		-4,26,81,764	
Short-Term Loans and Advances	-81,63,815		-34,07,487	
Long-Term Loans and Advances	-		-	
Other Current Assets	-1,24,04,092		-13,229	
Other Non-Current Assets	1,47,66,787		-1,47,66,787	
Adjustments for Increase / (Decrease) in Operating Liabilities:				
Trade Payables	74,87,238		1,10,16,290	
Other Current Liabilities	9,94,648		1,45,06,191	

Short-Term Provisions	-71,69,801		-17,61,484	
Long-Term Provisions	-		-	
		-6,00,43,944		-5,23,68,470
Cash Generated from Operations		10,28,24,985		5,61,06,912
Bad Debts		-		-
Net Income Tax Paid and DDT		3,81,11,729		3,74,86,693
<b>Net Cash Flow from Operating Activities (A)</b>		<b>6,47,13,256</b>		<b>1,86,20,219</b>
<b>B. Cash Flow From Investing Activities</b>				
Capital Expenditure on Fixed Assets	-8,71,08,513		-6,08,67,837	
Proceeds From Sale of Fixed Assets	-		-	
Current Investments	-		-	
Non Current Investments	-35,70,551		-	
<b>Net Cash Flow Used in Investing Activities (B)</b>		<b>-9,06,79,064</b>		<b>-6,08,67,837</b>
<b>C. Cash Flow from Financing Activities</b>				
Proceeds from Issue of Equity Shares/Securities Premium	-		4,05,00,000	
Proceeds from Long-Term Borrowings	-9,36,387		-	
Proceeds from Other Short-Term Borrowings	98,62,125		1,74,78,027	
Loss on Restatement Of Foreign Currency Loans	-		-	
Finance Cost	-58,01,731		-30,39,154	
Dividend Paid	-		-	
<b>Net Cash Flow from Financing Activities (C)</b>		<b>31,24,007</b>		<b>5,49,38,873</b>
<b>Net Increase in Cash And Cash Equivalents (A+B+C)</b>		<b>-2,28,41,801</b>		<b>1,26,91,255</b>

Cash and Cash Equivalents at the Beginning of the Year		2,91,34,943		1,64,43,688
<b>Cash and Cash Equivalents at the end of the Year</b>		<b>62,93,142</b>		<b>2,91,34,943</b>

**As per our Report of even date  
For N P Patwa & Company  
CHARTERED ACCOUNTANTS  
FRN 107845W**

**Sd/-  
Jitendra C Shah  
Partner**

**For Focus Lighting and Fixtures Limited  
CIN: L31500MH2005PTC155278**

<b>Sd/- Mr Amit Sheth Managing Director DIN 01468052</b>	<b>Sd/- Mrs Deepali Sheth Executive Director DIN 01141083</b>
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**Mumbai, Dated:  
29<sup>th</sup> May, 2019**

<b>Sd/- Chetan Pravin Trivedi Chief Financial Officer PAN: ABZPT0185H</b>	<b>Sd/- Preeti Saxena Company Secretary PAN: EKKPS1788D</b>
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## Annexures forming Part of Financial Statements

### 1.1.1 Share Capital

Particulars	31-03-2019	31-03-2018
<b>Authorised Capital</b> 40,00,000 (40,00,000) Equity Shares of ` Rs.10/- Each	4,00,00,000	4,00,00,000
<b>Issued, Subscribed and Paid Up Capital</b> 33,78,600 (24,78,600) Equity Shares of ` Rs 10/- Each Fully Paid - up	3,37,86,000	3,37,86,000
	<b>3,37,86,000</b>	<b>3,37,86,000</b>

1.1.2 Share Capital Reconciliation:					
Particulars	Equity Shares		Equity Shares		
	Number	Amount	Number	Amount	
Shares outstanding at the beginning of the year	33,78,600	3,37,86,000	24,78,600	2,47,86,000	
Shares issued during the year	-	-	90,000	90,00,000	
Shares bought back during the year	-	-			-
Shares outstanding at the end of the year	33,78,600	3,37,86,000	33,78,600	3,37,86,000	

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 per cent shares

Name of Shareholder	31.03.2019		31.03.2018	
	No of Shares	% of holding	No of Shares	% of holding
Nalini Vinod Sheth	10,73,550	32%	10,73,550	43%
Deepali Amit Sheth	11,85,240	35%	11,85,240	48%
Shri Jay Pharma Exim P Ltd		0%	1,96,860	8%

### 1.2 Reserve and Surplus

Particulars	31-03-2019	31-03-2018
Securities Premium Opening	3,15,00,000	-
Add Addition During the year	-	3,15,00,000
Less : Capitalised for issue of Bonus Shares	-	-
	3,15,00,000	3,15,00,000
Profit and Loss Opening	15,13,05,755	9,25,58,899
Less : Capitalised for issue of Bonus Shares		-
Amount Transferred From Statement of P&L	9,73,02,675	5,87,46,856
	24,86,08,430	15,13,05,755
	<b>28,01,08,430</b>	<b>18,28,05,755</b>

### 1.3 Deferred Tax Liability (Net)

The movement on the deferred tax account is as follows:

Particulars	31-03-2019	31-03-2018
At the start of the year	3,69,918	(10,49,950)
Charge/(credit) to Statement of Profit and Loss	(3,69,918)	14,19,868
At the end of year	-	<b>3,69,918</b>

#### 1.4 Other Non-Current Liabilities

Particulars	31-03-2019	31-03-2018
Car Loan - HDFC Bank	40,27,887	48,93,285
Less Current Maturity of Long Term Loans	9,36,387	8,65,398
Net Amount	30,91,500	40,27,887

#### 1.5 Borrowings - Current

Particulars	31-03-2019	31-03-2018
<b>Secured loan from Bank</b>		
Axis Bank Limited		
Working Capital Loan	2,69,85,691	1,59,11,780
Term Loan	-	
Current Maturity of Long Term Loan- Car Loan HDFC	9,36,387	8,65,398
Sub Total	2,79,22,078	1,67,77,178
<b>Unsecured loan from Bank</b>		
from HDFC Bank Ltd.		1,82,726
<b>Unsecured loan from Others</b>		
Intercorporate Deposit	-	11,00,049
Sub Total		12,82,775
	<b>2,79,22,078</b>	<b>1,80,59,953</b>

#### 1.6 Trade Payables

Particulars	31-03-2019	31-03-2018
Micro, Small and Medium Enterprise	2,55,48,398	1,99,84,361
Others	9,85,23,349	9,66,00,148
	<b>12,40,71,747</b>	<b>11,65,84,509</b>

#### 1.7 Other Current Liabilities

Particulars	31-03-2019	31-03-2018
Creditors for Expenses	94,38,620	52,78,294
Creditors for CAPEX	69,22,909	57,79,989
Advance from Customers	1,31,27,986	1,05,31,800

Outstanding Expenses	68,47,047	1,40,69,987
<u>Statutory Liabilities</u>		
TDS Payable	16,41,591	13,21,786
ST / vat Payable	-	81,459
Professional Tax	24,800	17,300
ESIC	20,171	10,739
Provident Fund Contribution	1,18,283	55,405
	<b>3,81,41,408</b>	<b>3,71,46,759</b>

## 1.8 Provisions

Particulars	31-03-2019	31-03-2018
Provision For Income Tax(Net of Tax Paid)	-	71,69,801
	<b>-</b>	<b>71,69,801</b>

## 3.2 Non Current Investment

Unquoted, At Cost			
Name of the Company	43,555	43,190	31-Mar-18
	No of Shares	No of Shares	Amount
Plus Light Tech FZE Ltd (WOS)	100	-	-
Focus Lighting and Fixtures PTE Ltd (WOS)	1	-	-
<b>Total</b>	<b>101</b>	<b>-</b>	<b>-</b>

Schedule 1.9 Fixed Assets as on 31st March,2019											
Block of Assets	Gross Block			Depreciation			Net Block				
	01-04-2018 Rupees	Additions Rupees	Sale/ Adj. Rupees	31-03-2019 Rupees	01-04-2018 Rupees	For the Year Rupees	Sale/Adj. Rupees	31-03-2019 Rupees	31-03-2019 Rupees	31-03-2018 Rupees	
BUILDINGS	1,09,38,951	4,53,63,055	-	5,63,02,007	36,21,630	28,15,927	-	64,37,557	4,98,64,450	73,17,321	
COMPUTERS AND DATA PROCESSING UNITS	96,60,143	57,34,838	-	1,53,94,981	64,90,178	34,91,276	-	99,81,454	54,13,527	31,69,965	
ELECTRICAL INSTALLATIONS AND EQUIPMENT	47,94,939	1,41,71,188	-	1,89,66,127	11,79,454	58,93,639	-	70,73,093	1,18,93,034	36,15,485	
FURNITURE AND FITTINGS	1,62,31,643	1,40,96,197	-	3,03,27,840	71,95,052	41,25,983	-	1,13,21,035	1,90,06,805	90,36,591	
MOTOR VEHICLES	1,04,07,246	-	-	1,04,07,246	34,11,815	17,89,146	-	52,00,961	52,06,284	69,95,431	
OFFICE EQUIPMENT	41,61,132	17,70,055	-	59,31,187	30,71,857	8,28,998	-	39,00,855	20,30,332	10,89,275	
PLANT AND MACHINERY	17,88,338	4,30,72,961	-	4,48,61,298	5,63,623	40,51,217	-	46,14,840	4,02,46,458	12,24,715	
WIP	-	62,97,069	-	62,97,069	-	-	-	-	62,97,069	-	
<b>Grand Total</b>	<b>5,79,82,392</b>	<b>13,05,05,362</b>	<b>-</b>	<b>18,84,87,754</b>	<b>2,55,53,608</b>	<b>2,29,96,186</b>	<b>-</b>	<b>4,85,29,795</b>	<b>13,99,57,959</b>	<b>3,24,48,784</b>	

3.2 Non Current Investment Unquoted, At Cost			
Name of the Company	No of Shares	31-Mar-19 Amount	31-Mar-18 Amount
Plus Light Tech FZE Ltd (WOS)	100	35,70,500	-
Focus Lighting and Fixtures PTE Ltd (WOS)	1	51	-
<b>Total</b>	<b>101</b>	<b>35,70,551</b>	<b>-</b>







## 2.0 Deferred tax assets (net)

Particulars	31-03-2019	31-03-2018
Deferred Tax Assets	9,73,474	-

## 2.1 Other Non Current Assets

Particulars	31-03-2019	31-03-2018
Share Issue Expenses To the extent not written off or adjusted	-	-
Preoperative Expenses To the extent not written off or adjusted	-	1,47,66,787
<b>Total</b>	<b>-</b>	<b>1,47,66,787</b>

## 2.2 Inventories

Particulars	31-03-2019	31-03-2018
<b>Values Taken as certified by the Management</b>		
Raw Material	6,94,80,949	3,03,43,911
Packing Material	5,57,679	55,613
Semi Finished Goods	-	-
Finished Goods	31,50,347	
Stock in Trade	4,37,19,752	4,39,75,021
<b>Total</b>	<b>11,69,08,727</b>	<b>7,43,74,544</b>

## 2.3 Trade receivables

Particulars	31-03-2019	31-03-2018
Trade Receivables Due more than six months	2,37,90,776	2,23,74,541
Other receivable	17,16,70,364	15,69,52,021
Less : Provision for Doubtful Debtors	31,13,853	-
	<b>19,23,47,287</b>	<b>17,93,26,562</b>

## 2.4 Cash and cash equivalents

Particulars	31-03-2019	31-03-2018
<b>Cash in Hand</b>	1,08,312	62,471
<b>Balances With Banks</b>		
- in Current Accounts	39,92,451	2,22,74,858
- in deposit and margin money accounts	21,92,379	67,97,615
	<b>62,93,142</b>	<b>2,91,34,943</b>

## 2.5 Loan - Current

Particulars	31-03-2019	31-03-2018
(Recoverable in cash or kind for value to be received, Unsecured considered good unless stated otherwise)		
Security Deposits	63,74,486	61,06,800
Advance to Suppliers	1,27,96,548	1,22,57,821
Other Loans and Advances	82,48,937	46,82,211
Prepaid Expenses	11,21,638	4,86,232
Advance Tax net of Tax Provisions	31,55,271	
Total	<b>3,16,96,880</b>	<b>2,35,33,064</b>

## 2.6 Other current assets

Particulars	31-03-2019	31-03-2018
VAT/CST Refund receivable	9,02,313	15,92,796
GST Input Credit	1,44,70,829	13,03,958
Excise Refund Receivable	-	72,296
	<b>1,53,73,142</b>	<b>29,69,050</b>

## 2.7 Revenue from operations

Particulars	31-03-2019	31-03-2018
Sales and other Operating Income		
Sales Manufacturing	55,36,79,388	27,62,26,764

Sales Trading		54,50,53,324	63,68,28,843
		<b>1,09,87,32,712</b>	<b>91,30,55,607</b>

## 2.8 Other income

Particulars	31-03-2019	31-03-2018
<b>Interest</b>		
Bank Interest	83,079	10,97,800
Interest on loans	1,82,889	4,12,966
<b>Other Non-Operating Income</b>		
Inspection Charges	-	11,374
Miscellaneous Receipt	60,624	3,33,282
Balances Written off		-
Profit on Sale of Fixed Assets		6,978
Foreign Exchange Fluctuation	57,73,306	20,06,652
	<b>60,99,896</b>	<b>38,69,051</b>

## 2.9 Purchases of Material

Particulars	31-03-2019	31-03-2018
<b>Raw Material Consumed</b>		
Opening Stock - Raw Material	3,03,43,911	31,31,561
Opening Stock - Packing Material	55,613	
Raw Material Purchase - Domestic	26,35,24,981	16,47,63,578
- Import	7,36,39,721	4,72,71,393
Custom Duty Paid	63,80,929	79,35,510
Freight Forwarding - Imports	48,66,345	61,34,850
Clearing Charges	22,09,450	21,33,966
<i>Sub-Total</i>	38,10,20,950	23,13,70,857
Less Closing Stock of Raw Material	6,94,80,949	3,03,99,523
Less Closing Stock of Packing Material	5,57,679	
Raw Material Consumed	31,09,82,322	20,09,71,334
Purchase of Stock in Trade		
- Domestic	36,30,28,234	40,44,87,583
- Import	5,97,43,454	2,63,15,956
Custom Duty Paid	54,36,454	38,43,484
Freight Forwarding	55,18,568	36,09,266

Clearing Charges		17,04,599	14,86,590
		43,54,31,309	43,97,42,879
		<b>74,64,13,631</b>	<b>64,07,14,213</b>

### 3.0 Changes in inventories

Particulars	31-03-2019	31-03-2018
<b>Opening</b>		
Semi Finished Goods	-	9,57,554
Finished Goods	-	-
Stock in Trade	4,39,75,021	5,50,25,228
	<b>4,39,75,021</b>	<b>5,59,82,782</b>
<b>Closing</b>		
Semi Finished Goods	-	-
Finished Goods	31,50,347	-
Stock in Trade	4,37,19,752	4,39,75,021
	<b>4,68,70,099</b>	<b>4,39,75,021</b>
<b>Increase/Decrease</b>		
Semi Finished Goods	-	-
Finished Goods	(31,50,347)	-
Stock in Trade	2,55,269	1,20,07,761
	<b>(28,95,078)</b>	<b>1,20,07,761</b>

### 3.1 Employee Benefits Expenses

Particulars	31-03-2019	31-03-2018
Salary, Wages & Bonus	6,32,96,248	6,82,76,280
Staff Welfare Expenses	22,29,124	9,72,868
Recruitment Expenses	79,431	82,888
Bonus To Employees	11,25,501	8,15,052
Mediclaime Expenses	7,15,422	7,79,260
Gratuity Expenses	10,30,653	8,81,719
ESIC Expenses	5,90,422	3,13,133
Provident Fund Expenses	11,66,860	6,99,204
	<b>7,02,33,661</b>	<b>7,28,20,403</b>

### 3.3 Finance costs

Particulars	31-03-2019	31-03-2018
<b>Interest Expenses</b>		
Interest on working capital Loan	24,38,736	4,59,953
Interest on Term Loan	2,94,759	-
Interest other	3,56,130	77,873
Interest on Statutory Dues	10,86,456	-
Bank Charges	16,07,452	23,59,958
Interest On Tds	18,197	1,41,370
	<b>58,01,731</b>	<b>30,39,154</b>

### 3.4 Other expenses

Particulars	31-03-2019	31-03-2018
<u>Manufacturing Expenses</u>		
Electric Expenses	10,85,448	2,94,502
Factory Rent	62,84,250	12,81,000
Labour Charges	7,59,481	-
Factory Expenses	45,17,261	11,29,143
	<b>1,26,46,440</b>	<b>27,04,645</b>
<u>Administrative Expenses</u>		
Telephone expenses	13,64,005	10,04,204
Printing Stationery	6,36,367	5,06,011
Donation	-	-
Rent	19,57,398	24,22,190
Audit Fees	5,91,600	3,08,376
Director's Remuneration	1,06,00,000	96,00,000
Electric Expenses	7,04,118	5,74,273
Office Expenses	33,95,976	13,53,491
Public Issue Expenses	-	41,29,047
Secretarial Expenses	3,64,625	1,28,460
Director's fees	-	75,000
Membership & Subscription	3,540	6,250
Legal And Professional Charges	51,38,273	33,12,480
Insurance Expenses	1,99,935	1,16,727
Vehicle Running Expenses	13,95,427	13,29,399
<u>Repairs &amp; Maintenance</u>		
Others	19,07,899	21,21,077

Office Society Maintenance Charges		3,98,338	2,10,406
		<b>2,86,57,502</b>	<b>2,71,97,392</b>
<b>Particulars</b>		<b>31-03-2019</b>	<b>31-03-2018</b>
<u>Selling and Distribution Expenses</u>			
VAT Assessment Dues		12,84,763	1,18,953
Travelling Expenses		1,20,34,364	1,10,03,099
Sundry Balance W/Off		31,76,333	92,38,702
Discount and rate Difference		10,99,138	67,77,310
Advertisement Expenses		3,28,500	1,27,875
Business Promotion Exp.		24,43,976	7,19,371
Miscellaneous Expenses		5,91,679	-
Exhibition Expenses		2,01,48,121	28,43,620
Commission On sales		1,16,68,578	37,35,374
Freight & Transportation, Loading & Unloading		1,90,59,036	82,84,177
Packing Expenses		14,66,024	5,66,966
Selling Expenses		75,440	2,97,800
Installation Charges		40,22,610	24,36,800
Courier Charges		29,91,000	41,42,883
Godown Rent		-	4,60,000
Inspection Charges		24,22,353	-
Export Document Process Charges		85,310	38,842
Provision for Doubtful Debtors		31,13,853	
Late Delivery Charges		8,09,246	
Excise Duty Expenses		-	12,93,737
		8,68,20,323	5,20,85,510
		<b>12,81,24,265</b>	<b>8,19,87,546</b>

### 3.5 Prior Period items

<b>Particulars</b>	<b>31-03-2019</b>	<b>31-03-2018</b>
Prior Period Adjust-ments	87,200	9,19,353
	<b>87,200</b>	<b>9,19,353</b>

## **SCHEDULE – 3.6**

Statement of Significant Accounting Policies and Notes and Information forming part of the standalone accounts for the year ended 31<sup>st</sup> March, 2019

### **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.

Accounting policies have been consistently applied except where newly- issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policies hitherto in use.

**2. Use of Estimates and Judgments** The preparation of financial statement in conformity with accounting standard requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affects the application of accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statement and reported amounts of revenue and expenses during the period. Accounting estimates could change form period to period. Actual result could differ from those estimates. As soon as the Management is aware of the changes, appropriate changes in estimates are made. The effect of such changes are reflected in the period in which such changes are made and, if material, their effect are disclosed in the notes to financial statement.

**3. Revenue recognition:** Sales are recorded Goods and Service Tax collections. Purchases are recorded net of Input credit in respect of indirect taxes that are subsequently eligible for Input Credit / Refund.

#### **4. 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

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

**6. 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.

#### **7. 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.

#### **8. 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.

## 9. 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;
- Packing material and consumables are valued at cost.

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.

## 10. 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.

## 11 Foreign currency transactions:

Foreign currency transactions during the year are booked at the applicable customs rates on the date of transactions.

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.

## 12. Employee Benefits:

Eligible employees receives the benefit from Employee Provident Fund, Which is defined benefit plan. Both the eligible employees and Company contributes to Provident Fund and the contribution is regularly deposited with Employees Provident Fund Authorities. The Contribution to Employees Provident Fund and Employees State Insurance Contribution is charged to the profit and loss account.

The company provides for Gratuity, a defined benefit plan and the liability is funded with the LIC Group Gratuity Scheme through a fund created by the company for the purpose.

The earned leave eligible for the encashment are estimated and accounted as accrued as per the policy of the company.

## 13. 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 net off previous year provision		24,663
2	Effect of timing difference arising out of allowability of deduction on the bases of payment section 43B of Income Tax Act,1961	11,64,635	
3	Effect of timing difference rising of expenditures listed in section 35D of Income Tax Act,1961	2,03,420	
	Total	13,68,055	24,663
	Net Deferred tax Asset	13,43,398	

### 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 written off upon the commencement of business.

### 15. Segment Reporting

The Company has two reportable Business Segments viz.:

- Trading Activities
- Manufacturing activities

The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting.

- a) Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
- b) Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

<b>1 Segment Revenue</b>			
<b>Segment Revenue</b>	<b>Trading Activities</b>	<b>Manufacturing Activities</b>	<b>Total</b>
<b>Sales</b>	545,053,324	553,679,388	<b>1,098,732,712</b>
<b>Sales (Prev Year)</b>	636,828,843	276,226,764	<b>913,055,607</b>
<b>2 Segment Result</b>			

Segment Result	Trading Business	Manufacturing Business	Total
<b>Net Profit before Interest, Tax and exceptional items.</b>	81,765,239	58,107,504	<b>139,872,743</b>
<b>Net Profit/(Loss) Prev Year</b>	75,173,388	25,519,182	<b>100,692,570</b>
<b>3 Segment Assets</b>			
Segment Assets	Trading Business	Manufacturing Business	Total
<b>Property Plant and Equipment Including CWIP</b>	<b>25,797,226</b>	<b>114,160,733</b>	<b>139,957,959</b>
Property Plant and Equipment – Prev Year	20,458,499	55,387,131	75,845,630
<b>Sundry Debtors</b>	<b>146,123,111</b>	<b>46,224,176</b>	<b>192,347,287</b>
Sundry Debtors Prev Year	179,326,562	----	179,326,562
<b>Other Current Assets</b>	<b>15,785,060</b>	<b>45,07,612</b>	<b>20,292,672</b>
Other Current Assets (Prev Year)	12,725,906	6,124,947	18,850,853
<b>Short term Loans and Advances</b>	<b>1,296,034</b>	<b>651,127</b>	<b>1,947,161</b>
Short term Loans and Advances Prev Year	2,360,712	106,580	2,467,292
<b>Inventory</b>	<b>43,719,752</b>	<b>73,188,974</b>	<b>116,908,726</b>
Inventory Prev Year	43,975,021	30,399,523	74,374,544
<b>4 Segment Liabilities</b>			
Segment Liabilities	Trading Business	Manufacturing Business	Total
<b>Sundry Creditors</b>	<b>68,689,368</b>	<b>55,382,377</b>	<b>124,071,747</b>
Sundry Creditors- Prev Year	70,471,875	46,112,634	116,584,509
<b>Short Term Borrowing</b>	<b>13,386,913</b>	<b>13,598,776</b>	<b>26,985,691</b>
Short Term Borrowings Prev Year	112,25,434	48,69,072	<b>160,94,506</b>
<b>Other Current Liability</b>	<b>269,15,434</b>	<b>43,03,065</b>	<b>312,18,499</b>
Other Current Liability Prev Year	302,51,422	6895337	371,46,759

16. Related Party Transactions		
A	Directors	Amit Vinod Sheth (Managing Director) Deepali Amit Sheth (Executive Director)
B	Key Management Personnel	Amit Vinod Sheth (Managing Director) Depali Amit Sheth (Executive Director) Chetan Pravin Trivedi (Chief Financial Officer) Preeti Saxena (Company Secretary)
C	Relatives of Directors	1. Vinod Tarachnad Sheth – Father 2. Nalini Vinod sheth-Mother 3. Forum Thanawala – Sister 4. Bela Turakhia – Sister 5. Khushi Amit Sheth – Daughter 6. Dhun Amit Sheth – Daughter 7. Bharat Manilal Ghelani (Father of Deepali Sheth) 8. Bhavna Bharat Ghelani (Mother of Deepali Sheth) 9. Jigar Bharat Ghelani (Brother of Deepali Sheth)
D	Associate Entities	1. Shantilal & Brothers (Mfg. Dept) 2. SHETH VINOD LIGHTING PVT. LTD 3. Shri Jay Pharma Exim P Ltd 4. Arion Online Pvt Ltd 5. Opti Innovation N Lighting Solutions Pvt Ltd 6. Plus Light Tech FZE (WOS) 7. Focus Lighting & Fixtures PTE LTD (WOS)

Sr. No.	Nature of Transactions	Directors	Key Management Personnel	Relatives of Directors	Amount in Rs.
					Subsidiaries and Associate Entities
<b>I</b>	<b>Balances at the Close</b>				
1.	Unsecured Loans Taken				
2.	Loans Given				6,301,826
3.	Payables				48,115,134
4.	Investment				35,70,551
5.	Receivables				51,499,832

II	Transactions During the Period				
1	Loans Taken during the year	36,12,133		45,951	
2	Loans repaid during the Year	36,12,133		45,951	2,317,456
3	Loans Given				5,258,268
4	Rent Paid	12,56,844		7,84,344	
5.	Remuneration to Directors	1,06,00,000			
6.	Salaries		32,43,000		
7.	Interest Received				2,53,720
8.	Sales				193,461,099
9.	Purchases				389,206,391
10.	Investment in WOS				35,70,551

**B) NOTES & INFORMATION FORMING PART OF THE ACCOUNTS: -**

**1. Contingent Liabilities, not provided for:**

**(As certified by the Management)**

Sr. No	Particulars	Current Period Rs.	Previous Year Rs.
1	Capital Commitment (net of Advances)	13,625,000	NIL
2	Bank Guarantees:	4,00,000	NIL
3	VAT/ CST Dues	NIL	1,31,80,363
4	Income Tax Law	661,281	557,492

Note: In respect of Tax Liabilities under Income Tax Act, VAT Act/CST Act at sr no 3 & 4 company has approach appropriate authorities for redressing these disputed matters.

2. The Bank borrowings for the working capital needs of the company are availed from two banks viz. (a) HDFC Bank Ltd.- Limit is Rs 200 Lacs and (b) Axis Bank Limited – Limit 900 Lacs. Additionally Axis Bank Ltd has sanctioned Term loan facilities of Rs 301 Lacs which is yet to be disbursed.

The borrowings are primarily secured by hypothecation by way of first pari passu charge on all present and future current assets of the company including the book debts and stocks.

The loan facilities are further secured by collateral securities being office nos. 1007 to 1010 10<sup>th</sup> Floor, Corporate Avenue, Sonawala Road, Goregaon East, Mumbai and Factory at Building No C4, Unit No 5 at Bhumi Associates, Bhiwandi owned by directors.

These borrowings are further guaranteed by the directors other than independent directors.

3. The details of outstanding dues to small and medium enterprises Registered under MSME Act as at 31st March,2019 is given below. However, there are no specific claims raised for interest or damages by any of the Small or medium enterprises.

<b>Sr. No</b>	<b>Name of Vendor</b>	<b>Amount as at 31<sup>st</sup> March,2019</b>
1	Dolphin Die Cast (P) Ltd	3,809,529
2	Laxmi Light	5,390,270
3	Lighting Engineers	66,080
4	Niraj Industries	12,768,075
5	Rameshwar Industries	2,303,456
6	Speciality Value Lighting & Design (P).Ltd.	48,160
7	Sree Dhanam Automation Pvt Ltd	329,699
8	STERLING SIGN SYSTEMS	462,293
9	Sunlux Energy Pvt Ltd	135,322
10	TEJ LITE	25,941
11	VIMAL ELECTRIC	209,573
	<b>Total</b>	<b>25,548,398</b>

4. Information pursuant to Schedule III to the Companies Act, 2013 (As worked out, compiled & certified by a Director.)

**(a) Stock of Trading Goods**

**In INR**

<b>Particulars</b>	<b>Opening Stock</b>		<b>Closing Stock</b>	
	<b>2018-19</b>	<b>2017-18</b>	<b>2018-19</b>	<b>2017-18</b>
	<b>In Rs.</b>	<b>In Rs.</b>	<b>In Rs.</b>	<b>In Rs.</b>
LED Lights and Fixtures	43,975,021	55,982,782	43,719,752	43,975,021

**(b) Stock of Manufacturing Goods**

**In INR**

<b>Particulars</b>	<b>Opening Stock</b>		<b>Closing Stock</b>	
	<b>2018-19</b>	<b>2017-18</b>	<b>2018-19</b>	<b>2017-18</b>
	<b>In Rs.</b>	<b>In Rs.</b>	<b>In Rs.</b>	<b>In Rs.</b>
Raw Material	30,343,911	3,131,561	69,480,949	30,343,911
Packing Material	55,613	Nil	557,679	55,613
Finished Goods	Nil	Nil	31,50,347	Nil

**(c) Sales in INR**

<b>Particulars</b>	<b>Value</b>	<b>Value</b>
	<b>31-Mar-2019</b>	<b>31-Mar-2018</b>
LED Lights and Fixtures		
<b>Manufacturing</b>	<b>553,679,388</b>	276,226,764
<b>Trading</b>	<b>545,053,324</b>	636,828,840

**(d) Consumption Raw Materials**

In INR

Particulars	Value	Value
	31-Mar-2019	31-Mar-2018
CREE LED & Fixtures	310,982,322	200,971,334

**(e) Purchase of Stock in Trade:**

In INR

Particulars	Value	Value
	31-Mar-2019	31-Mar-2018
LED and Fixtures	435,431,309	439,742,879

**(f) Other Information**

I)	Details of Auditor's remuneration	Current period (In Rs.)	Previous period (In Rs.)
	Statutory Audit Fees	1,50,000	90,000
	Tax Audit Fees	70,000	50,000
	Income Tax Matters	1,10,000	90,000
	Company Law Matters		
	For Service Tax		
	Others		78,376
	<b>TOTAL</b>	<b>3,30,000</b>	<b>3,08,376</b>
II)	Earnings in foreign exchange	Current Period (In Rs.)	Previous period (In Rs.)
	FOB Value of Exports	10,11,20,265	6,95,68,182
III)	CIF value of imports	Current Period (In Rs.)	Previous period (In Rs.)
	Traded Material	13,28,47,369	8,07,60,533
IV)	Expenditure in foreign currency	Current Period (In Rs.)	Previous period (In Rs.)
	Other Expenses	27,44,488	NIL

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

**For N P Patwa & Company**  
**CHARTERED ACCOUNTANTS**  
**FRN 107845W**

**Sd/-**

**Jitendra C Shah**

**Partner**

**For And on Behalf of Board of Directors**  
**For Focus Lighting and Fixtures Limited**

**Sd/-**

**Mr Amit Sheth**

**Managing Director**

**DIN 01468052**

**sd/-**

**Mrs Deepali Sheth**

**Executive Director**

**DIN 01141083**

**Mumbai, Dated:**

**29<sup>th</sup> May, 2019**

**Sd/-**

**Chetan Pravin Trivedi**

**Chief Financial Officer**

**PAN: ABZPT0185H**

**Sd/-**

**Preeti Saxena**

**Company Secretary**

**PAN: EKKPS1788D**

# INDEPENDENT AUDITORS' REPORT

To

The Members of Focus Lighting and Fixtures Limited

## Report on the audit of the financial statements

### Opinion

We have audited the accompanying consolidated financial statements of Focus Lighting and Fixtures Limited ("the Company") and its subsidiaries (the company and the subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at March 31, 2019, and the consolidated Statement of Profit and Loss and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('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 March 31, 2019, its consolidated profit and consolidated cash flows for the year ended on that date.

### Basis for 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 the consolidated financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other 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 opinion.

### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no Key Audit Matters Reportable as per SA 701 issued by ICAI.

### Information other than the consolidated financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially

inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's responsibility for the consolidated financial statements**

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these consolidated 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.

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 consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated 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 to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's responsibilities for the audit of the consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered 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 consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting

estimates and related disclosures made by management.

· Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

· Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Report on other legal and regulatory requirements**

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, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;

(d) In our opinion, the aforesaid consolidated 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 March 31, 2019 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

(h) 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;

- a. The Company does not have any pending litigations which would impact its financial position;
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

**For N P Patwa & Co.**  
**Chartered Accountants**  
**Firm Registration No.107845W**

**Sd/-**

**Jitendra Shah**

**Partner**  
**Membership No. 042384**  
**Place: Mumbai**  
**Date: 29<sup>th</sup> May, 2019**

## **Annexure “A” to the Independent Auditor’s Report**

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of Focus Lighting And Fixtures Limited of even date)

### **3 of section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Focus Lighting and Fixtures Limited (“the Company”) as at March 31, 2019, in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

#### **Management’s responsibility for internal financial controls**

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement in the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial control system over financial reporting.

#### **Meaning of internal financial controls over financial reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use,

or disposition of the company's assets that could have a material effect on the consolidated financial statements.

### **Limitations of internal financial controls over financial reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For N P Patwa & Co.**  
**Chartered Accountants**  
**Firm Registration No.107845W**

Sd/-

**Jitendra Shah**

**Partner**  
**Membership No. 042384**  
**Place: Mumbai**  
**Date: 29<sup>th</sup> May, 2019**

<b>FOCUS LIGHTING AND FIXTURES LIMITED</b>			
<b>BALANCE SHEET AS AT 31ST MARCH, 2019</b>			
<b>Particulars</b>	<b>Note</b>	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
<b>EQUITY AND LIABILITIES</b>			
Share capital	1.1	3,37,86,051	3,37,86,000
Reserves and surplus	1.2	28,12,28,033	18,36,71,139
Money received against share warrants			
<b>Sub Total</b>		<b>31,50,14,084</b>	<b>21,74,57,139</b>
Share Application Money Pending Allotment			
<b>Non-current liabilities</b>			
Long-term borrowings			
Long-term provisions			-
Deferred tax liabilities (Net)	1.3	-	3,69,918
Other Long term liabilities	1.4	30,91,500	40,27,887
<b>Sub Total</b>		<b>30,91,500</b>	<b>52,63,203</b>
<b>Current liabilities</b>			
Short-term borrowings	1.5	2,79,22,078	1,80,59,953
Trade payables	1.6	12,61,17,028	11,95,53,143
Other current liabilities	1.7	4,16,52,945	3,79,59,951
Short-term provisions	1.8	-	71,69,801
<b>Sub Total</b>		<b>19,56,92,050</b>	<b>18,27,42,848</b>
<b>Sub Total</b>		<b>19,87,83,550</b>	<b>18,80,06,051</b>
<b>Total</b>		<b>51,37,97,634</b>	<b>40,54,63,191</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible Assets	1.9	13,46,54,770	3,25,51,180
Capital work-in-progress	1.9	70,63,110	4,33,96,967
Intangible Assets			-
Intangible Assets Under Development			-
Non-current investments		-	-

Long-term loans and advances			-
Deferred tax assets (net)	2.0	9,73,474	-
Other non-current assets	2.1		1,55,00,637
<b>Sub Total</b>		<b>14,26,91,354</b>	<b>9,14,48,784</b>
<b>Current assets</b>			
Inventories	2.2	12,91,76,951	7,62,22,773
Current investments			
Trade receivables	2.3	18,82,47,303	17,55,58,900
Cash and Cash Equivalents	2.4	74,75,126	3,24,02,630
Short-term loans and advances	2.5	3,08,33,759	2,59,95,657
Other current assets	2.6	1,53,73,142	29,69,050
<b>Sub Total</b>		<b>37,11,06,281</b>	<b>31,31,49,009</b>
<b>Total</b>		<b>51,37,97,635</b>	<b>40,45,97,793</b>

**Significant Accounting Policies - Annexed 3.5**

**Notes Forming Partes of Accounts - Annexed 3.5**

**As per our Report of even date**

**For N P Patwa & Company  
CHARTERED ACCOUNTANTS  
FRN 107845W**

**For Focus Lighting and Fixtures Limited  
CIN: L31500MH2005PTC155278**

**Sd/-  
Jitendra C Shah  
Partner**

**Mr Amit Sheth  
Managing Director  
DIN 01468052**

**Mrs Deepali Sheth  
Executive Director  
DIN 01141083**

**Mumbai, Dated:  
29<sup>th</sup> May, 2019**

**Sd/-  
Chetan Pravin Trivedi  
Chief Financial Officer  
PAN: ABZPT0185H**

**Sd/-  
Preeti Saxena  
Company Secretary  
PAN: EKKPS1788D**

**FOCUS LIGHTING AND FIXTURES LIMITED**
**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2019**

<b>Particulars</b>	<b>Note</b>	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
<b>INCOME</b>			
Revenue from operations	2.7	1,21,01,92,889	92,22,59,423
Other income	2.8	73,25,132	40,44,562
<b>Total Income</b>		<b>1,21,75,18,021</b>	<b>92,63,03,984</b>
<b>EXPENSES</b>			
Cost of Raw Materials Consumption	2.9	31,09,82,322	20,09,71,334
Purchases of Stock-in-Trade	2.9	52,23,42,198	44,77,45,112
Changes in Inventories of Finished Goods, Work-in-progress and Stock in trade	3.0	(1,33,15,073)	1,01,59,532
Employee benefits expense	3.1	10,08,41,915	7,28,20,403
Finance costs	3.2	59,17,524	30,99,351
Depreciation and amortization expense	1.9	2,34,50,939	78,02,710
Other expenses	3.3	13,28,85,766	8,42,67,389
<b>Total expenses</b>		<b>1,08,31,05,590</b>	<b>82,68,65,831</b>
Profit before exceptional, extraordinary and prior period items and tax		13,44,12,431	9,94,38,153
Prior Period Adjustment	3.4	87,200	9,19,353
Profit before tax		13,43,25,231	9,85,18,800
Tax expense:			
Current tax		3,73,76,000	3,64,00,888
Previous Year tax		7,35,729	10,85,805
Deffered Tax Assets		(13,43,392)	14,19,868
Profit/(loss) for the period from continuing operations		9,75,56,894	5,96,12,239

Tax expense of discontinuing operations			
Profit/(loss) from Discontinuing operations (after tax)			
Profit/(loss) for the period		<b>9,75,56,894</b>	<b>5,96,12,239</b>
Earnings per equity share:			
Basic		29	18
Diluted		29	18

**Significant Accounting Policies - Annexed 3.5**

**Notes Forming Partes of Accounts - Annexed 3.5**

**In terms of our attached report of even date**

**For N P Patwa & Company**  
**CHARTERED ACCOUNTANTS**  
**FRN 107845W**

**For Focus Lighting and Fixtures Limited**  
**CIN: L31500MH2005PTC155278**

**Sd/-**  
**Jitendra C Shah**  
**Partner**

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

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

**Mumbai, Dated:**  
**29th May, 2019**

**Sd/-**  
**Chetan Pravin Trivedi**  
**Chief Financial Officer**  
**PAN: ABZPT0185H**

**Sd/-**  
**Preeti Saxena**  
**Company Secretary**  
**PAN: EKKPS1788D**

<b>FOCUS LIGHTING AND FIXTURES LIMITED</b>				
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019(consolidated)</b>				
<b>Particular</b>	<b>As at 31 March,2019</b>		<b>As at 31 March,2018</b>	
	<b>Rs.</b>	<b>Rs.</b>	<b>Rs.</b>	<b>Rs.</b>
<b>A. Cash Flow From Operating Activities</b>				
Net Profit / (Loss) Before Extraordinary Items and Tax		13,43,25,231		9,85,18,802
<i>Adjustments For:</i>				
-				
Depreciation	2,34,50,939		78,02,710	
Profit on Sale of Assets (Net)	-		-	
Finance Costs	59,17,524		30,99,351	
Liabilities / Provisions no Longer Required Written Back	-		-	
Bad Trade and Other Receivables, Loans and Advances Written Off	-		-	
Net Unrealised Exchange (Gain) / Loss	-		-	
		2,93,68,463		1,09,02,061
Operating Profit Before Working Capital Changes		16,36,93,694		10,94,20,862
<i>Changes in Working Capital:</i>				
Adjustments For (Increase) / Decrease in Operating Assets:				
Inventories	-5,29,54,178		-1,71,08,430	
Trade Receivables	-1,26,88,403		-3,89,14,102	
Short-Term Loans and Advances	-48,38,102		-58,70,080	
Long-Term Loans and Advances	-		-	
Other Current Assets	-1,24,04,092		-13,228	
Other Non-Current Assets	1,55,00,637		-1,55,00,637	

Adjustments for Increase / (Decrease) in Operating Liabilities:				
Trade Payables	65,63,884		1,39,84,925	
Other Current Liabilities	36,92,993		1,53,19,383	
Short-Term Provisions	-71,69,801		-17,61,484	
Long-Term Provisions	-		-	
		-6,42,97,062		-4,98,63,652
Cash Generated from Operations		9,93,96,631		5,95,57,210
Bad Debts		-		-
Net Income Tax Paid and DDT		3,81,11,729		3,74,86,693
<b>Net Cash Flow from Operating Activities (A)</b>		<b>6,12,84,902</b>		<b>2,20,70,517</b>
<b>B. Cash Flow From Investing Activities</b>				
Capital Expenditure on Fixed Assets	-8,92,20,672		-6,09,90,252	
Proceeds From Sale of Fixed Assets	-		-	
Current Investments	-		-	
Non Current Investments	-		-	
<b>Net Cash Flow Used in Investing Activities (B)</b>		<b>-8,92,20,672</b>		<b>-6,09,90,252</b>
<b>C. Cash Flow from Financing Activities</b>				
Proceeds from Issue of Equity Shares/Securities Premium	51		4,05,00,000	
Proceeds from Long-Term Borrowings	-9,36,387		-	
Proceeds from Other Short-Term Borrowings	98,62,125		1,74,78,027	
Loss on Restatement of Foreign Currency Loans	-		-	

Finance Cost	-59,17,524		-30,99,351	
Dividend Paid	-		-	
<b>Net Cash Flow from Financing Activities (C)</b>		<b>30,08,265</b>		<b>5,48,78,677</b>
<b>Net Increase in Cash And Cash Equivalents (A+B+C)</b>		-2,49,27,505		1,59,58,942
Cash and Cash Equivalents at the Beginning of the Year		3,24,02,630		1,64,43,688
<b>Cash and Cash Equivalents at the end of the Year</b>		<b>74,75,126</b>		<b>3,24,02,630</b>

**As per our Report of even date  
For N P Patwa & Company  
CHARTERED ACCOUNTANTS  
FRN 107845W**

**Sd/-  
Jitendra C Shah  
Partner**

**For Focus Lighting and Fixtures Limited  
CIN: L31500MH2005PTC155278**

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

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

**Mumbai, Dated:  
29<sup>th</sup> May, 2019**

**Sd/-  
Chetan Pravin Trivedi  
Chief Financial Officer  
PAN: ABZPT0185H**

**Sd/-  
Preeti Saxena  
Company Secretary  
PAN: EKKPS1788D**

## Annexures forming Part of Financial Statements

### 1.1.1 Share Capital

Particulars	31-03-2019	31-03-2018
<b>Authorised Capital</b>		
40,00,000 (40,00,000) Equity Shares of ` Rs.10/- Each	4,00,00,000	4,00,00,000
<b>Issued, Subscribed and Paid Up Capital</b>		
33,78,600 (24,78,600) Equity Shares of ` Rs 10/- Each Fully Paidup	3,37,86,051	3,37,86,000
	<b>3,37,86,051</b>	<b>3,37,86,000</b>

### 1.1.2 Share Capital Reconciliation:

Particulars	Equity Shares		Equity Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	33,78,600	3,37,86,000	24,78,600	2,47,86,000
Shares issued during the year	-	-	90,000	90,00,000
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	33,78,600	3,37,86,000	33,78,600	3,37,86,000

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 per cent shares

Name of Shareholder	31.03.2019		31.03.2018	
	No of Shares	% of holding	No of Shares	% of holding
Nalini Vinod Sheth	10,73,550	32%	10,73,550	43%
Deepali Amit Sheth	11,85,240	35%	11,85,240	48%
Shri Jay Pharma Exim P Ltd		0%	1,96,860	8%

## 1.2 Reserve and Surplus

Particulars	31-03-2019	31-03-2018
Securities Premium Opening	3,15,00,000	-
Add Addition During the year		3,15,00,000
Less : Capitalised for issue of Bonus Shares		-
	3,15,00,000	3,15,00,000
Profit and Loss Opening	15,21,71,139	9,25,58,899
Less : Capitalised for issue of Bonus Shares		-
Amount Transferred From Statement of P&L	9,75,56,894	5,96,12,240
	24,97,28,033	15,21,71,139
	<b>28,12,28,033</b>	<b>18,36,71,139</b>

## 1.3 Deferred Tax Liability (Net)

The movement on the deferred tax account is as follows:

Particulars	31-03-2019	31-03-2018
At the start of the year	3,69,918	(10,49,950)
Charge/(credit)to Statement of Profit and Loss	(3,69,918)	14,19,868
At the end of year	-	<b>3,69,918</b>

## 1.4 Other Non-Current Liabilities

Particulars	31-03-2019	31-03-2018
Car Loan - HDFC Bank	40,27,887	48,93,285
Less Current Maturity of Long Term Loans	9,36,387	8,65,398
Net Amount	30,91,500	40,27,887

## 1.5 Borrowings - Current

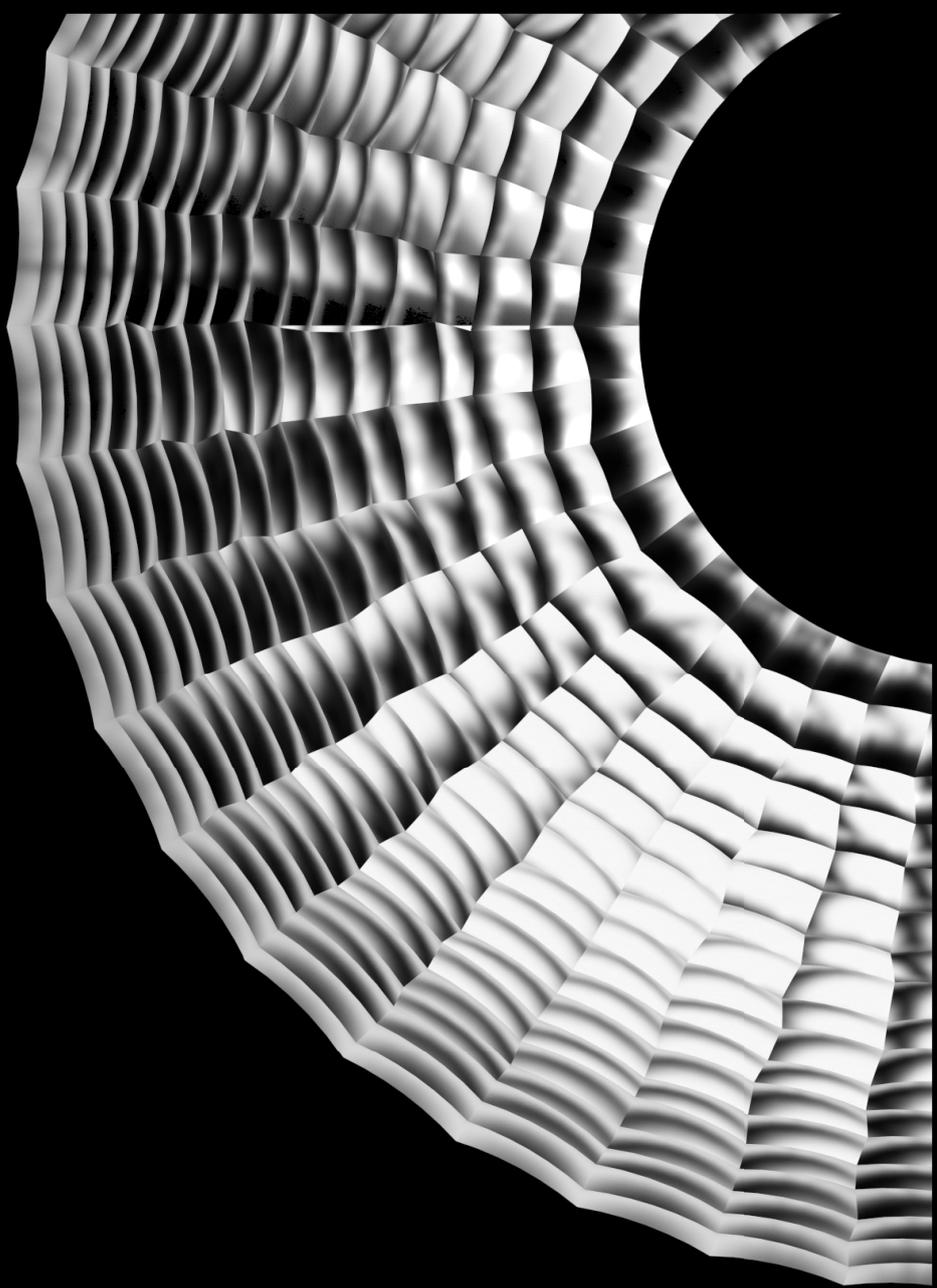
Particulars	31-03-2019	31-03-2018
<b>Secured loan from Bank</b>		
Axis Bank Limited		
Working Capital Loan	2,69,85,691	1,59,11,780
Term Loan	-	
Current Maturity of Long Term Loan- Car Loan HDFC	9,36,387	8,65,398
Sub Total	2,79,22,078	1,67,77,178
<b>Unsecured loan from Bank</b>		
from HDFC Bank Ltd.		1,82,726
<b>Unsecured loan from Others</b>		
Intercorporate Deposit	-	11,00,049
Sub Total		12,82,775
	<b>2,79,22,078</b>	<b>1,80,59,953</b>

## 1.6 Trade Payables

Particulars	31-03-2019	31-03-2018
Micro, Small and Medium Enterprise	2,55,48,398	1,99,84,361
Others	10,05,68,630	9,95,68,782
	<b>12,61,17,028</b>	<b>11,95,53,143</b>

## 1.7 Other Current Liabilities

Particulars	31-03-2019	31-03-2018
Creditors for Expenses	97,85,602	52,78,294
Creditors for CAPEX	69,22,909	57,79,989
Advance from Customers	1,40,17,614	1,08,20,916
Outstanding Expenses	77,86,011	1,42,89,430
Exchange Loss on Consolidation	2,77,608	
<u>Statutory Liabilities</u>		
TDS Payable	16,41,591	13,21,786
GST / vat Payable	10,58,356	3,86,092
Professional Tax	24,800	17,300
ESIC	20,171	10,739
Provident Fund Contribution	1,18,283	55,405
	<b>4,16,52,945</b>	<b>3,79,59,951</b>



## 1.8 Provisions

Particulars	31-03-2019	31-03-2018
Provision For Income Tax- (Net of Tax Paid)	-	71,69,801
	-	<b>71,69,801</b>
<b>Total</b>	-	-

## 2.0 Deferred tax as- sets (net)

Particulars	31-03-2019	31-03-2018
Deferred Tax Assets	9,73,474	-



Schedule 1.9 Consolidated Fixed Assets as on 31st March, 2019												
Block of Assets	Gross Block				Depreciation				Net Block			
	01-04-2018	Additions	Sale/Adj.	31-03-2019	01-04-2018	For the Year	Sale/Adj.	Residual Value Adjustment	31-03-2019	31-03-2019	31-03-2018	
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	
BUILDINGS	1,09,38,951	4,53,63,055	-	<b>5,63,02,007</b>	36,21,630	28,15,927	-	-	<b>64,37,557</b>	<b>4,98,64,450</b>	73,17,321	
COMPUTERS AND DATA PROCESSING UNITS	97,96,210	59,62,309	-	<b>1,57,58,519</b>	65,12,295	36,25,826	-	-	<b>1,01,38,120</b>	<b>56,20,398</b>	32,83,916	
ELECTRICAL INSTALLATIONS AND EQUIPMENT	47,94,939	1,41,71,188	-	<b>1,89,66,127</b>	11,79,454	58,93,639	-	-	<b>70,73,093</b>	<b>1,18,93,034</b>	36,15,485	
FURNITURE AND FITTINGS	1,62,31,643	1,40,96,197	-	<b>3,03,27,840</b>	71,95,052	41,25,983	-	-	<b>1,13,21,035</b>	<b>1,90,06,805</b>	90,36,591	
MOTOR VEHICLES	1,04,07,246	11,07,211	-	<b>1,15,14,457</b>	34,11,815	21,09,350	-	-	<b>55,21,165</b>	<b>59,93,292</b>	69,95,431	
OFFICE EQUIPMENT	41,61,132	17,70,055	-	<b>59,31,187</b>	30,71,857	8,28,998	-	-	<b>39,00,855</b>	<b>20,30,332</b>	10,89,275	
PLANT AND MACHINERY	17,88,338	4,30,72,961	-	<b>4,48,61,298</b>	5,63,623	40,51,217	-	-	<b>46,14,840</b>	<b>4,02,46,458</b>	12,24,715	
WIP	-	70,63,110	-	70,63,110	-	-	-	-	-	<b>70,63,110</b>	-	
<b>Grand Total</b>	<b>5,81,18,459</b>	<b>13,26,06,085</b>	-	<b>19,07,24,544</b>	<b>2,55,55,725</b>	<b>2,34,50,939</b>	-	-	<b>4,90,06,664</b>	<b>14,17,17,880</b>	<b>3,25,62,734</b>	

## 2.1 Other Non Current Assets

Particulars	31-03-2019	31-03-2018
Share Issue Expenses	-	7,33,850
Preoperative Expenses		1,47,66,787
<b>Total</b>	<b>-</b>	<b>1,55,00,637</b>

## 2.2 Inventories

Particulars	31-03-2019	31-03-2018
<b>Values Taken as certified by the Management</b>		
Raw Material	6,94,80,949	3,03,43,911
Packing Material	5,57,679	55,613
Finished Goods	31,50,347	-
Semi Finished Goods		
Stock in Trade	5,59,87,976	4,58,23,250
<b>Total</b>	<b>12,91,76,951</b>	<b>7,62,22,773</b>

## 2.3 Trade receivables

Particulars	31-03-2019	31-03-2018
Trade Receivables Due more than six months	2,37,90,776	2,05,53,155
Other receivable	16,75,70,380	15,50,05,745
Less : Provision for Doubtful Debtors	31,13,853	-
	<b>18,82,47,303</b>	<b>17,55,58,900</b>

## 2.4 Cash and cash equivalents

Particulars	31-03-2019	31-03-2018
<b>Cash in Hand</b>	1,44,691	62,471
<b>Balances With Banks</b>		
- in Current Accounts	51,38,057	2,55,42,544
- in deposit and margin money accounts	21,92,379	67,97,615

		<b>74,75,126</b>	<b>3,24,02,630</b>

## 2.5 Loan - Current

Particulars	31-03-2019	31-03-2018
(Recoverable in cash or kind for value to be received, Unsecured considered good unless stated otherwise)		
Security Deposits	83,30,451	79,35,031
Advance to Suppliers	1,33,42,154	1,27,62,981
Other Loans and Advances	43,74,185	48,11,412
Prepaid Expenses	16,31,698	4,86,232
Advance Tax net of Tax Provisions	31,55,271	
<b>Total</b>	<b>3,08,33,759</b>	<b>2,59,95,657</b>

## 2.6 Other current assets

Particulars	31-03-2019	31-03-2018
VAT/CST Refund receivable	9,02,313	15,92,796
GST Input Credit	1,44,70,829	13,03,958
Excise Refund Receivable	-	72,296
Preliminary Expenses	-	
TCS / TDS	-	-
	<b>1,53,73,142</b>	<b>29,69,050</b>

## 2.7 Revenue from operations

Particulars	31-03-2019	31-03-2018
Sales and other Operating Income		
Sales Manufacturing	55,36,79,387	27,62,26,764
Sales Trading	65,65,13,502	64,60,32,659
	<b>1,21,01,92,889</b>	<b>92,22,59,423</b>

## 2.8 Other income

Particulars	31-03-2019	31-03-2018
<b>Interest</b>		
Bank Interest	83,079	10,97,800
Interest on loans	1,82,889	4,12,966
Custom Duty	6,56,639	7,823
Custom Clearing & Forwarding Charges	5,37,705	
<b>Other Non-Operating Income</b>		
Inspection Charges	28,057	1,79,061
Miscellaneous Receipt	63,458	3,33,282
Balances Written off		-
Profit on Sale of Fixed Assets		6,978
<b>Gain on Financial Assets</b>		
Foreign Exchange Fluctuation	57,73,306	20,06,652
	<b>73,25,132</b>	<b>40,44,562</b>

## 2.9 Purchases of Material

Particulars	31-03-2019	31-03-2018
<b>Raw Material Consumed</b>		
Opening Stock - Raw Material	3,03,43,911	31,31,561
Opening Stock - Packing Material	55,613	
Raw Material Purchase - Domestic	26,35,24,981	16,47,63,578
- Import	7,36,39,721	4,72,71,393
Custom Duty Paid	63,80,929	79,35,510
Freight Forwarding - Imports	48,66,345	61,34,850
Clearing Charges	22,09,450	21,33,966
<i>Sub-Total</i>	38,10,20,950	23,13,70,857
Less Closing Stock of Raw Material	6,94,80,949	3,03,43,911
Less Closing Stock of Packing Material	5,57,679	55,613

Raw Material Consumed		31,09,82,322	20,09,71,334
Purchase of Stock in Trade			
Domestic	-	36,48,97,564	40,44,87,583
Import	-	14,37,57,593	3,43,15,399
Custom Duty Paid		64,60,149	38,46,273
Freight Forwarding		55,18,568	36,09,266
Clearing Charges		17,08,323	14,86,590
		52,23,42,198	44,77,45,112
		<b>83,33,24,520</b>	<b>64,87,16,446</b>

### 3.0 Changes in inventories

Particulars		31-03-2019	31-03-2018
<b>Opening</b>			
Semi Finished Goods		-	9,57,554
Finished Goods		-	-
Stock in Trade		4,58,23,250	5,50,25,228
		<b>4,58,23,250</b>	<b>5,59,82,782</b>
<b>Closing</b>			
Semi Finished Goods			-
Finished Goods		31,50,347	
Stock in Trade		5,59,87,976	4,58,23,250
		<b>5,91,38,323</b>	<b>4,58,23,250</b>
<b>Increase/Decrease</b>			
Semi Finished Goods		-	
Finished Goods		(31,50,347)	
Stock in Trade		(1,01,64,726)	1,01,59,532
		<b>(1,33,15,073)</b>	<b>1,01,59,532</b>

### 3.1 Employee Benefits Expenses

Particulars		31-03-2019	31-03-2018
Salary, Wages & Bonus		9,34,27,938	6,82,76,280
Staff Welfare Expenses		23,04,572	9,72,868

Recruitment Expenses		79,431	82,888
Bonus To Employees		11,25,501	8,15,052
Mediclaime Expenses		11,16,537	7,79,260
Gratuity Expenses		10,30,653	8,81,719
ESIC Expenses		5,90,422	3,13,133
Provident Fund Expenses		11,66,860	6,99,204
		<b>10,08,41,915</b>	<b>7,28,20,403</b>

### 3.2 Finance costs

Particulars		31-03-2019	31-03-2018
<b>Interest Expenses</b>			
Interest on working capital Loan		24,38,736	4,59,953
Interest on Term Loan		2,94,759	
Interest other		3,56,130	77,873
Interest on Statutory Dues		10,86,456	
Bank Charges		17,23,245	24,20,155
Interest On Tds		18,197	1,41,370
		<b>59,17,524</b>	<b>30,99,351</b>

### 3.3 Other expenses

Particulars		31-03-2019	31-03-2018
<u>Manufacturing Expenses</u>			
Electric Expenses		10,85,448	2,94,502
Factory Rent		62,84,250	12,81,000
Labour Charges		7,59,481	
Factory Expenses		45,17,261	11,29,143
		<b>1,26,46,440</b>	<b>27,04,645</b>
<u>Administrative Expenses</u>			
Telephone expenses		25,48,056	10,90,952
Printing Stationery		7,09,678	5,06,904
Donation		-	-
Rent		19,57,398	24,22,190
Audit Fees		5,91,600	3,08,376
Director's Remuneration		1,06,00,000	96,00,000
Electric Expenses		8,14,762	5,74,273
Office Expenses		46,70,528	13,56,451
Public Issue Expenses		-	41,29,047
Secretarial Expenses		8,39,189	1,28,460
Director's fees		3,58,477	75,000

Membership & Subscription		3,540	6,250
Legal And Professional Charges		63,23,434	36,66,901
Insurance Expenses		2,52,336	2,03,968
Vehicle Running Expenses		20,88,707	13,29,399
Repairs & Maintenance			
Others		19,87,389	21,27,863
Office Society Maintenance Charges		3,98,338	2,10,406
		<b>3,41,43,431</b>	<b>2,77,36,440</b>
<b>Particulars</b>		<b>31-03-2019</b>	<b>31-03-2018</b>
<u>Selling and Distribution Expenses</u>			
VAT Assessment Dues		12,84,763	1,18,953
Travelling Expenses		1,42,46,048	1,19,28,967
Sundry Balance W/Off		31,76,333	92,38,702
Discount and rate Difference		11,02,548	67,77,310
Advertisement Expenses		3,28,500	1,27,875
Business Promotion Exp.		26,40,668	7,85,307
Foreign Currency Fluctuation		2,65,837	
Demurrage Charges		90,536	
Miscellaneous Expenses		5,98,144	4,133
Exhibition Expenses		2,07,78,475	29,41,597
Commission On sales		53,53,057	37,69,388
Freight & Transportation, Loading & Unloading		1,99,78,315	82,84,177
Packing Expenses		14,66,024	5,66,966
Selling Expenses		2,45,497	3,29,093
Installation Charges		40,22,610	24,36,800
Courier Charges		30,54,417	41,42,883
Godown Rent		-	4,60,000
Inspection Charges		25,74,801	-
Export Document Process Charges		85,310	38,842
Provision for Doubtful Debtors		31,13,853	
Late Delivery Charges		8,09,246	
Exchange Loss on Consolidation		65,216	3,98,112
Preliminary Expenses Written Off		8,15,698	1,83,463

Excise Duty Expenses			12,93,737
		8,60,95,895	5,38,26,304
		<b>13,28,85,766</b>	<b>8,42,67,389</b>

### 3.4 Prior Period items

Particulars		31-03-2019	31-03-2018
Prior Period Adjustments		87,200	9,19,353
		<b>87,200</b>	<b>9,19,353</b>

### SCHEDULE – 3.5

Statement of Significant Accounting Policies and Notes and Information forming part of the consolidated accounts for the year ended 31<sup>st</sup> March, 2019

## A) SIGNIFICANT ACCOUNTING POLICIES:

### 1. Basis of Consolidation

The consolidated financial statements relate to Focus Lighting and Fixtures Limited (the Company) and its subsidiary companies viz. Plus Light Tech FZE and Focus Lighting and Fixtures PTE Ltd. The Company and its subsidiary constitute the Group.

### 2. 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.

Accounting policies have been consistently applied except where newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policies hitherto in use.

### 3. Use of Estimates and Judgments

The preparation of financial statement in conformity with accounting standard requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affects the application of accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statement and reported amounts of revenue and expenses during the period. Accounting estimates could change from period to period. Actual result could differ from those estimates. As soon as the Management is aware of the changes, appropriate changes in estimates are made. The effect of such changes are reflected in the period in which such changes are made and, if material, their effect are disclosed in the notes to financial statement.

### 4. Revenue recognition:

Sales are recorded Goods and Service Tax collections. Purchases are recorded net of Input credit in respect of indirect taxes that are subsequently eligible for Input Credit / Refund.

## **5. 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

## **6. Intangible Assets:**

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

## **7. 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.

## **8. 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.

## **9. 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.

## **10. 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;
- Packing material and consumables are valued at cost.

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.

## **11. 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 transactions.
- 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. Employee Benefits:

Eligible employees receives the benefit from Employee Provident Fund, Which is defined benefit plan. Both the eligible employees and Company contributes to Provident Fund and the contribution is regularly deposited with Employees Provident Fund Authorities. The Contribution to Employees Provident Fund and Employees State Insurance Contribution is charged to the profit and loss account.

The company provides for Gratuity, a defined benefit plan and the liability is funded with the LIC Group Gratuity Scheme through a fund created by the company for the purpose.

The earned leave eligible for the encashment are estimated and accounted as accrued as per the policy of the company.

### 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 net off previous year provision		24,663
2	Effect of timing difference arising out of allowability of deduction on the bases of payment section 43B of Income Tax Act,1961	11,64,635	
3	Effect of timing difference rising of expenditures listed in section 35D of Income Tax Act,1961	2,03,420	
	Total	13,68,055	24,663
	Net Deferred tax Asset	13,43,398	

### 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 written off upon the commencement of business.

## 15. Segment Reporting

The Company has two reportable segment viz.:

- Trading business
- Manufacturing activities

The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting.

a) Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as “Unallocable”.

<b>1</b>	<b>Segment Revenue</b>			
	<b>Segment Revenue</b>	<b>Trading Business</b>	<b>Manufacturing Business</b>	<b>Total</b>
	<b>Sales</b>	65,65,13,502	55,36,79,387	<b>121,01,92,889</b>
	<b>Sales (Prev Year)</b>	64,60,32,659	27,62,26,764	<b>92,22,59,423</b>
<b>2</b>	<b>Segment Result</b>			
	<b>Segment Result</b>	<b>Trading Business</b>	<b>Manufacturing Business</b>	<b>Total</b>
	<b>Net Profit before Interest, Exceptional Items and Tax</b>	821,35,250	5,81,07,504	<b>140,242,754</b>
	<b>Net Profit/(Loss) Prev Year</b>	386,98,970	6,29,19,182	<b>101,618,152</b>
<b>3</b>	<b>Segment Assets</b>			
	<b>Segment Assets</b>	<b>Trading Business</b>	<b>Manufacturing Business</b>	<b>Total</b>
	<b>Property Plant and Equipment</b>	<b>27,557,146</b>	<b>114,160,733</b>	<b>134,654,769</b>
	Property Plant and Equipment – Prev Year	20,561,016	55,387,131	759,48,147
	<b>Sundry Debtors</b>	<b>142,023,127</b>	<b>46,224,176</b>	<b>188,247,303</b>
	Sundry Debtors Prev Year	175,558,900	---	175,558,900
	<b>Short term Loans and Advances</b>	<b>1,308,623</b>	<b>651,127</b>	<b>1,959,750</b>
	Short term Loans and Advances Prev Year	2,489,912	106,580	2,596,492
	<b>Other Current Assets</b>	<b>18,796,690</b>	<b>4,507,612</b>	<b>23,304,302</b>

	Other Current Assets (Prev Year)	15,059,298	6,124,947	21,184,245
	<b>Inventory</b>	<b>55,987,976</b>	<b>73,188,975</b>	<b>129,176,951</b>
	Inventory Prev Year	45,823,250	30,399,523	76,222,773
<b>4</b>	<b>Segment Liabilities</b>			
	<b>Segment Liabilities</b>	<b>Trading Business</b>	<b>Manufacturing Business</b>	<b>Total</b>
	<b>Sundry Creditors</b>	70,734,650	55,382,377	<b>126,117,028</b>
	Sundry Creditors- Prev Year	73,440,509	46,112,634	119,553,143
	<b>Short Term Borrowing</b>	<b>13,386,913</b>	<b>13,598,776</b>	<b>26,985,691</b>
	Short Term Borrowings Prev Year	112,25,434	48,69,072	160,94,506
	<b>Other Current Liability</b>	<b>31,503,317</b>	<b>10,149,628</b>	<b>41,652,945</b>
	Other Current Liability Prev Year	31,064,614	6,895,337	37,959,951

b) Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

## 16. Related Party Transactions

Sr No	Particulars	Name and Designation
<b>A</b>	Directors	Amit Vinod Sheth (Managing Director) Deepali Amit Sheth (Executive Director)
<b>B</b>	Key Management Personnel	Amit Vinod Sheth (Managing Director) Deepali Amit Sheth (Executive Director) Chetan Pravin Trivedi (Chief Financial Officer) Preeti Saxena (Company Secretary)

<b>C</b>	Relatives of Directors	<ol style="list-style-type: none"> <li>1. Vinod Tarachnad Sheth – Father</li> <li>2. Nalini Vinod sheth</li> <li>3. Forum Thanawala – Sister</li> <li>4. Bela Turakhia – Sister</li> <li>5. Khushi Amit Sheth – Daughter</li> <li>6. Dhun Amit Sheth – Daughter</li> <li>7. Bharat Manilal Ghelani (Father of Deepali Sheth)</li> <li>8. Bhavna Bharat Ghelani (Mother of Deepali Sheth)</li> <li>9. Jigar Bharat Ghelani (Brother of Deepali Sheth)</li> </ol>
<b>D</b>	Associate Entities	<ol style="list-style-type: none"> <li>1. Shantilal &amp; Brothers (Mfg. Dept)</li> <li>2. SHETH VINOD LIGHTING PVT. LTD</li> <li>3. Shri Jay Pharma Exim P Ltd</li> <li>4. Arion Online Pvt Ltd</li> <li>5. Opti Innovation N Lighting Solutions Pvt Ltd</li> <li>6. Focus Lighting FZE</li> <li>7. Plus Light Tech FZE (WOS)</li> <li>8. Focus Lighting &amp; Fixtures PTE LTD (WOS)</li> </ol>

### Related Party Transactions

					<b>Amount in Rs.</b>
<b>Sr. No.</b>	<b>Nature of Transactions</b>	<b>Directors</b>	<b>Key Management Personnel</b>	<b>Relatives of Directors</b>	<b>Associate Entities</b>
<b>I</b>	<b>Balances at the Close</b>				
1.	Unsecured Loans Taken				
2.	Loans Given				63,01,826
3.	Payables				4,99,55,953
4.	Receivables				5,14,99,832
<b>II</b>	<b>Transactions During the Period</b>				
1	Loans Taken during the year	36,12,133		45,951	
2	Loans repaid during the Year	36,12,133		45,951	23,17,456
3	Loans Given				52,58,268
4	Rent Paid	12,56,844		7,84,344	
5.	Remuneration to Directors	1,06,00,000			

6.	Salaries		32,43,000	62,79,034	
7.	Interest Received				2,53,720
8.	Sales				19,34,61,097
9.	Purchases				40,39,70,398

**B) NOTES & INFORMATION FORMING PART OF THE ACCOUNTS: -**

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

<b>Sr. No</b>	<b>Particulars</b>	<b>Current Period Rs.</b>	<b>Previous Year Rs.</b>
1	Capital Commitment (net of Advances)	13,625,000	NIL
2	Bank Guarantees:	4,00,000	NIL
3	VAT/ CST Dues	NIL	1,31,80,363
4	Income Tax Law	661,281	557,492

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

2. The Bank borrowings for the working capital needs of the company are availed from two banks viz. (a) HDFC Bank Ltd.– Limit is Rs 200 Lacs and (b) Axis Bank Limited – Limit 900 Lacs. Additionally Axis Bank Ltd has sanctioned Term loan facilities of Rs 301 Lacs which is yet to be disbursed.

The borrowings are primarily secured by hypothecation by way of first pari passu charge on all present and future current assets of the company including the book debts and stocks.

The loan facilities are further secured by collateral securities being office nos. 1007 to 1010 10<sup>th</sup> Floor, Corporate Avenue, Sonawala Road, Goregaon East, Mumbai and Factory at Building No C4, Unit No 5 at Bhumi Associates, Bhiwandi owned by directors.

These borrowings are further guaranteed by the directors other than independent directors.

3. The details of outstanding dues to small and medium enterprises Registered under MSME Act as at 31st March,2019 is given below. However, there are no specific claims raised for interest or damages by any of the Small or medium enterprises.

<b>Sr.No</b>	<b>Name of Vendor</b>	<b>Amount as at 31<sup>st</sup> March,2019</b>
1	Dolphin Die Cast (P) Ltd	3,809,529
2	Laxmi Light	5,390,270
3	Lighting Engineers	66,080
4	Niraj Industries	12,768,075
5	Rameshwar Industries	2,303,456

6	Speciality Value Lighting & Design (P). Ltd.	48,160
7	Sree Dhanam Automation Pvt Ltd	329,699
8	STERLING SIGN SYSTEMS	462,293
9	Sunlux Energy Pvt Ltd	135,322
10	TEJ LITE	25,941
11	VIMAL ELECTRIC	209,573
	<b>Total</b>	<b>25,548,398</b>

4. Information pursuant to Schedule III to the Companies Act, 2013 (As worked out, compiled & certified by a Director.)

**(a) Stock of Trading Goods**

**In INR**

Particulars	Opening Stock		Closing Stock	
	2018-19	2017-18	2018-19	2017-18
	In Rs.	In Rs.	In Rs.	In Rs.
LED Lights and Fixtures	4,58,23,250	55,982,782	59,138,323	4,58,23,250

**(b) Stock of Manufacturing Goods**

**In INR**

Particulars	Opening Stock		Closing Stock	
	2018-19	2017-18	2018-19	2017-18
	In Rs.	In Rs.	In Rs.	In Rs.
Raw Material	3,03,43,911	31,31,561	6,94,80,949	3,03,43,911
Packing Material	55,613	NIL	557,679	55,613
Finished Goods	NIL	NIL	31,50,437	NIL

**(c) Sales**

**In INR**

Particulars	Value	Value
	31-Mar-2019	31-Mar-2018
LED Lights and Fixtures		
Manufacturing	553,679,387	276,226,764
Trading	656,513,502	646,032,659

**(d) Consumption Raw Materials : In INR**

<b>Particulars</b>	<b>Value</b>	<b>Value</b>
	<b>31-Mar-2019</b>	<b>31-Mar-2018</b>
CREE LED	553,679,387	27,62,26,764

**(e) Purchase of Stock in Trade: In INR**

<b>Particulars</b>	<b>Value</b>	<b>Value</b>
	<b>31-Mar-2019</b>	<b>31-Mar-2018</b>
LED and Fixtures	522,342,198	44,77,45,112

**(f) Other Information :**

<b>I)</b>	<b>Details of Auditor's remuneration</b>	<b>Current period (In Rs.)</b>	<b>Previous period (In Rs.)</b>
	Statutory Audit Fees	1,50,000	90,000
	Tax Audit Fees	70,000	50,000
	Income Tax Matters	1,10,000	90,000
	Company Law Matters		
	For Service Tax		
	Others		78,376
	<b>TOTAL</b>	<b>3,30,000</b>	<b>3,08,376</b>
<b>II)</b>	<b>Earnings in foreign exchange</b>	<b>Current Period (In Rs.)</b>	<b>Previous period (In Rs.)</b>
	FOB Value of Exports	10,11,20,265	6,95,68,182
<b>III)</b>	<b>CIF value of imports</b>	<b>Current Period (In Rs.)</b>	<b>Previous period (In Rs.)</b>
	Traded Material	13,28,47,369	8,07,60,533
<b>IV)</b>	<b>Expenditure in foreign currency</b>	<b>Current Period (In Rs.)</b>	<b>Previous period (In Rs.)</b>
	Exhibition Expenses	27,44,488	NIL

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

**For N P Patwa & Company**  
**CHARTERED ACCOUNTANTS**  
**FRN 107845W**

**For And on Behalf of Board of Directors**  
**For Focus Lighting and Fixtures Limited**

**Sd/-**  
**Jitendra C Shah**  
**Partner**

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

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

**Mumbai,**  
**Dated: 29th May, 2019**

**Sd/-**  
**Chetan Pravin Trivedi**  
**Chief Financial Officer**  
**PAN: ABZPT0185H**

**Sd/-**  
**Preeti Saxena**  
**Company Secretary**  
**PAN: EKKPS1788D**

## NOTICE OF 14<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 14<sup>th</sup> Annual General Meeting of the members of **Focus Lighting And Fixtures Limited** will be held on Monday, the 15<sup>th</sup> day of July 2019 at 3.00 p.m. at the registered office of the Company situated at 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai – 400063 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, 2019 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. To re-appoint Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/ s. N P Patwa & Co., Chartered Accountants (Registration No. 107845W) be and are hereby appointed as Auditors of the Company to hold office from the conclusion this Annual General Meeting till the conclusion of next Annual General Meeting of the Company to be held in year 2020 and to audit the accounts of the Company for financial year 2019-20 at such remuneration as shall be fixed by the Board of Directors of the Company.”

### **SPECIAL BUSINESS**

4. To ratify appointment of Mr. Jigar Bharat Ghelani holding office or place of profit, as Sales Director of the Plus Light Tech – F.Z.E., wholly owned subsidiary of the Company:

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

**“RESOLVED THAT** pursuant to the provisions of sections 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time and pursuant to consent received from Board of Directors of the Company, approval of members of the Company be and is hereby accorded to ratify the appointment of Mr. Jigar Bharat Ghelani for holding office or place of profit, as Sales Director of the Plus Light Tech – F.Z.E., wholly owned subsidiary of the Company, relative of Ms. Deepali Amit Sheth, Director, w.e.f. April 01, 2019 as detailed below:

- Salary not exceeding Rs. 7,00,000/- (Rupees Seven Lakhs Only) per month.
- Telephone: Mobile/Telephone facility as per the Company's rules.
- Leave encashment as per the Company's rules.
- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per Company's rules.

• Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company's business.

**RESOLVED FURTHER THAT** the Nomination & Remuneration Committee shall have necessary powers to make necessary modifications/alterations in the remuneration in accordance with the provisions of the Companies Act, 2013 as may be required, to effect change in designation and responsibilities of Mr. Jigar Bharat Ghelani holding office or place of profit, within the permissible limit of the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, Mr. Nikhil Arya, Company Secretary & Compliance Officer of the Company be and is hereby authorized to do all such acts, deeds, modifications, additions, matters and things, as may be considered necessary, proper or desirable in the said regard including filing of returns with the statutory authorities from time to time.”

5. To increase Authorized Capital of the Company and amend the Capital Clause in the Memorandum of Association of the Company:

To consider and, if thought fit, to pass the following resolutions as Special Resolutions:

**“RESOLVED THAT** in accordance with the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, for the time being in force approval of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from Rs. 4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000 equity shares of Rs. 10/- (Rupees Ten) each to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 equity shares of Rs. 10/- (Rupees Ten) each, ranking pari-passu with the existing equity shares in the Company and that in clause V of the Memorandum of Association of the Company for the words and figures –

‘The Authorized Share Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000 (Forty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each.’

**The following shall be substituted:**

‘The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore & Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each.’

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to sign and file all papers, documents and Forms with the Registrar of Companies, Mumbai and to do all acts and deeds to implement the above resolution in this regard.”

6. To approve issue of Bonus shares by capitalization of Reserves / Securities Premium Account:

To consider and, if thought fit, to pass the following resolutions as Special Resolutions:

**“RESOLVED THAT** pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable regulations and guidelines issued by SEBI and Reserve Bank

of India (RBI), as amended from time to time, Articles of Association of the Company, subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities approval of Members of the Company be and is hereby accorded for issuance of bonus shares by capitalization of , sum not exceeding Rs. 6,75,72,000 as may be determined to be required by the Board, from and out of the amount standing to the credit of Securities Premium/Surplus in the Statement of Profit & Loss Account as at March 31, 2019, be transferred to Share Capital Account and that such sum shall be applied for issue of New Equity Shares of the Company of Rs. 10/- (Rupees Ten) each as fully paid-up Bonus Shares to the persons who, on the Record Date, shall be holders of the existing Equity Shares of Rs. 10/- (Rupees Ten) each of the Company, in the proportion of 2 (Two) New Equity Shares for every 1 (One) existing Equity Share held by such persons, for all purposes, be treated as an increase in the paid up Share Capital of the Company held by each such Member, and not as income.

**RESOLVED FURTHER THAT** the New Equity Shares of Rs. 10/- (Rupees Ten) each to be so allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividends and any other corporate action declared after the allotment of New Equity Shares.

**RESOLVED FURTHER THAT** the New Equity Shares will be credited in electronic form to the demat accounts of the shareholders, within the prescribed period.

**RESOLVED FURTHER THAT** the allotment of the New Equity Shares as Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO) and other foreign investors of the Company shall be subject to the approval of the RBI, under the Foreign Exchange Management Act, 1999, or any other regulatory authority, as necessary.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the New Equity Shares on the Stock Exchanges where the securities of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable guidelines, rules and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution and listing of the New Equity Shares and its decision shall be final and binding.”

**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: June 18, 2019**

## **NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") is also annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be 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.

3. All the documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office of the Company during business hours from Monday to Friday up to the date of this Annual General Meeting of the Company.

4. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the meeting.

5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

7. The notice of AGM along with Annual Report for 2018-19 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.

8. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.

9. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.

10. This notice along with Annual Report for 2018-19 is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories on the end of June 14, 2019.

11. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorised representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed. Duplicate attendance slips will not be issued.

12. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being [www.pluslighttech.com](http://www.pluslighttech.com). Kindly bring your copy of Annual Report to the meeting.

13. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/ mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them.

15. No gifts shall be provided to members before, during or after the AGM.

16. Members may pursuant to section 72 of the Companies Act 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules 2014 file nomination in prescribed form SH-13 with the respective depository participant.

17. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

18. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.

19. A route map showing direction to reach the venue of the 14<sup>th</sup> AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.

## 20. Voting system:

- Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules 2014 and sub Reg. (1) & (2) of Reg. 44 of SEBI (LODR) Regulations, 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, in terms the provisions of section 108 of the Companies Act, 2013, at any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under section 109 or the voting is carried out electronically, be decided on a show of hands. A declaration by the Chairman of the meeting of the passing of a resolution or otherwise by show of hands under sub-section (1) and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.
- Every Member entitled to vote on a Resolution and present in person shall, on a show of hands, have only one vote irrespective of the number of shares held by him.
- A Proxy cannot vote on a show of hands.
- A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.
- The Members of the Company holding shares on the “cut-off date” of July 05, 2019 are entitled to vote on the resolutions proposed. Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
- The results of the voting will be placed by the Company on its website [www.pluslighttech.com](http://www.pluslighttech.com) within 48 hours from the conclusion of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.
- The resolutions proposed will be deemed to have been passed on the date of the AGM subject to the receipt of the requisite number of votes in favor of the resolutions.

**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF**  
**SECTION 102 OF COMPANIES ACT, 2013**

**Item no 4**

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required. Section 188(1)(f) of the Companies Act, 2013 provides for appointment of relative of Director to any office or place of profit in the Company subject to Board/Members approval as per the limits of remuneration being decided for the proposed appointee. The Board of Directors of the Company upon the recommendation of the Nomination and Remuneration Committee, at their meeting held on May 29, 2019 had approved the appointment of Mr.. Jigar Bharat Ghelani as Sales Director of the Plus Light Tech – F.Z.E., wholly owned subsidiary of the Company at a remuneration of Rs 7,00,000 ( Rupees Seven Lakhs) per month .which requires approval of members for the said appointment as per rule 15 (3) (b) of Companies ( Meeting of Board and its powers) Rules 2014 including any amendment thereof, . The resolution has been putforth for approval of members by way of an Ordinary resolution

The details of the remuneration payable to Mr. Jigar Ghelani is given in the resolution no. 04. As per section 188(1)(f) of the Companies Act, 2013, your Directors recommends the resolution for your approval.

Mr. Amit Vinod Sheth, Managing Director and Ms. Deepali Amit Sheth, Director of the Company, being relatives of the proposed appointee are deemed to be interested or concerned in the said resolution.

**Item no 5 & 6**

The equity shares of the Company are listed and actively traded on National Stock Exchange of India Limited. With a view to encourage the participation of small investors by making equity shares of the Company affordable and increasing the liquidity of the equity shares, the Board in its Meeting held on May 29, 2019, recommended an issue of Bonus Shares in the proportion of 2 (Two) New Equity Share for every 1 (One) existing Equity Share of the Company of Rs. 10/- each held by the Members on the Record Date, by capitalizing the amount standing to the credit of Securities Premium/Surplus in the Statement of Profit & Loss Account as at March 31, 2018.

Presently, the Authorized Share Capital of your Company is Rs. 3,37,86,000/- (Rupees Three Crores Thirty Seven Lacs Eighty Six Thousand Only) divided into 33,78,600 (Thirty Three Lacs Seventy Eight Thousand Six Hundred) equity shares of Rs.10/- (Rupees Ten) each. It is proposed to increase the Authorized Share Capital from Rs. 3,37,86,000/- (Rupees Three Crores Thirty Seven Lacs Eighty Six Thousand Only) to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) by the creation of 86,21,400 equity shares of Rs. 10/- each, ranking pari-passu with the existing equity shares in the Company.

The proposed increase of Authorized Share Capital, issue of bonus shares requires the approval of members in general meeting in terms of Sections 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals. Consequent upon the increase of Authorized Share Capital, the Company's Memorandum of Association will also be required to be altered so as to reflect the increase in share capital.

The draft copy of Memorandum of Association of the Company is available for inspection at the registered office of the Company from Monday to Friday during business hours.

Your Directors recommend the proposed resolution giving effect to the above amendments for your approval.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

**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: June 18, 2019**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT  
14<sup>th</sup> ANNUAL GENERAL MEETING**

**[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2]**

Name of Director	Ms. Deepali Amit Sheth
Date of Birth	06/07/1980
Date of First Appointment	11/08/2005
Qualification	She is a commerce graduate.
Shareholding of Director	11,85,240
Directors Inter-se relationship & the KMP	Wife of Mr. Amit Vinod Sheth and Daughter in Law of Ms. Nalini Sheth
Years of experience	She has experience of more than 14 years.
Number of Board Meetings attached in FY 2018-19	6
Area of expertise	Since August, 2005 she has been associated as an Executive Director of our Company and has been actively involved in sales and market development.
Terms and conditions of appointment/reappointment & Remuneration sought for	Nil
Details of remuneration last drawn (FY 2017-18)	Rs. 42,00,000/- p.a.
Directorship in other public companies	Nil
Memberships of committees in other public	Nil

## **ATTENDANCE SLIP**

**RECORD OF ATTENDANCE 14<sup>TH</sup> ANNUAL GENERAL MEETING, HELD ON MONDAY, THE 15<sup>TH</sup> DAY OF JULY 2019 AT 3.00 P.M. AT 1007-1010, CORPORATE AVENUE WING A, SONAWALA ROAD, NEAR UDYOG BHAWAN, GOREGAON (EAST), MUMBAI - 400063:**

<b>Regd. Folio No. / DP</b>	
<b>Client ID/Ben. A/C</b>	
<b>No. of shares held</b>	

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 14<sup>th</sup> Annual General Meeting of the Company on Monday, the 15<sup>th</sup> day of July 2019 At 3.00 p.m. at 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai - 400063.

\_\_\_\_\_  
Member's/Proxy's name in Block Letters

\_\_\_\_\_  
Member's/Proxy's Signature

### **Note:**

**A)** 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.

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





TUNEABLE | 2200K - 5700K | 2420° - 2430° - 2440° | 5W - 20W  
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**Form No. MGT-11**

**PROXY FORM**

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

CIN	L31500MH2005PLC155278
Name of The Company	M/s Focus Lighting and Fixtures Limited
Registered Office	1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai 400063, Maharashtra
Name of the member (s)	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

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

1. Name:.....

Address:.....

E-mail id:.....

Signature: ..... or falling him/her

2. Name:.....

Address:.....

E-mail id:.....

Signature: ..... or falling him/her



3.Name: .....

Address: .....

E-mail id: .....

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14<sup>th</sup> Annual general meeting of the company, to be held on the Monday, the 15<sup>th</sup> day of July 2019 At 3.00 p.m. at 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai - 400063 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
1	<b>Ordinary Business</b>
2	Adoption of Audited Financial Statement for the Financial Year ended 31 <sup>st</sup> March, 2019
3	Re- appointment of Director retire by rotation
4	Re-appointment of Appointment of Statutory Auditors
5	<b>Special Business</b>
6	Ratification of appointment of Mr. Jigar Bharat Ghelani holding office or place of profit, as Sales Director of the Plus Light Tech – F.Z.E., wholly owned subsidiary of the Company
7	Increase Authorized Capital of the Company and amend the Capital Clause in the Memorandum of Association of the Company
8	Issue of Bonus shares by capitalization of Reserves / Securities Premium Account

Signed this.....day of.....20....

Affix

Re 1.00

Revenue Stamp

TEAR THIS PAGE HERE



## ROUTE MAP TO THE VENUE OF THE AGM

Route Map to the Venue of the 14<sup>th</sup> Annual General Meeting of Focus Lighting And Fixtures Limited to be held on Monday , the 15<sup>th</sup> day of July 2019 at 3:00 P.M.

**Venue Address:** 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai – 400063.

