

**FORM NO. MGT 9**

Annexure 1

**EXTRACT OF ANNUAL RETURN  
As on financial year ended on 31.03.2018**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	U31500MH2005PLC155278
2	Registration Date	11th August, 2005
3	Name of the Company	BSMART TECHNOLOGY (INDIA) PRIVATE LIMITED
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES INDIAN NON GOVERNMENT COMPANY
5	Address of the Registered office & contact details	1007-1010, Corporate Avenue Wing A, Sonawala Lane, Goregaon (East), Mumbai-400063 E-mail: cs@pluslighttech.com Website: www.pluslighttech.com Telephone: +91-22-26865671-5
6	Whether listed company	Yes (SME platform of NSE Limited)
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next to Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai 400059 Tel: +91-22-6263 8200 Fax: +91-22-6263 8299 E-mail: investor@bigshareonline.com Website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY	
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(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Ballast	2710	1.38%
2	Lamp	2740	0.26%
3	Plus Fittings	2740	67.40%
4	Track Light	2740	4.66%
5	Trix Fittings	2740	19.77%
6	LED	2740	6.53%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES				
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SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Plus Light Tech FZE Block D1 - 19, Free Zone Gater No. 1 Ajman Free Zone, Ajman, United Arab Emirates	NA	Subsidiary	100%	2(87)
2	Focus Lighting & Fixtures PTE LTD 8 Temasek Boulevard #35-02 Sunteck Tower Three Singapore (038988)	NA	Subsidiary	100%	2(87)

IV. SHARE HOLDING PATTERN	
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(Equity share capital breakup as percentage of total equity)

(i) **Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April 2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	22,81,737		22,81,737	92.06%	22,81,737		22,81,737	67.53%	0.00%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)			-	0.00%			-	0.00%	0.00%
d) Bodies Corp.	196860		1,96,860	7.94%	1,96,860		1,96,860	5.83%	0.00%
e) Banks / FI			-	0.00%			-	0.00%	0.00%
f) Any other			-	0.00%			-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	<b>24,78,597</b>	<b>-</b>	<b>24,78,597</b>	<b>100.00%</b>	<b>24,78,597</b>	<b>-</b>	<b>24,78,597</b>	<b>73.36%</b>	<b>0.00%</b>
<b>(2) Foreign</b>									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%

b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>TOTAL (A)</b>	24,78,597	-	24,78,597	100.00%	24,78,597	-	24,78,597	73.36%	0.00%
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds			-	0.00%			-	0.00%	0.00%
b) Banks / FI			-	0.00%			-	0.00%	0.00%
c) Central Govt			-	0.00%			-	0.00%	0.00%
d) State Govt(s)			-	0.00%			-	0.00%	0.00%
e) Venture Capital Funds			-	0.00%			-	0.00%	0.00%
f) Insurance Companies			-	0.00%			-	0.00%	0.00%
g) FIs			-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian			-	0.00%	11021		11,021	0.33%	0.00%
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3		3	0.00%	380002		380002	11.25%	11.25%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh			-	0.00%	4,74,980		4,74,980	14.06%	14.06%
c) Others (specify)									
Non Resident Indians			-	0.00%	6000		6,000	0.18%	0.00%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members			-	0.00%	28000		28,000	0.83%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R			-	0.00%			-	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	3	-	3	0.00%	9,00,003	-	9,00,003	26.64%	26.64%
<b>Total Public (B)</b>	3	-	3	0.00%	9,00,003	-	9,00,003	26.64%	26.64%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>			-	0.00%				0.00%	0.00%
<b>Grand Total (A+B+C)</b>	24,78,600	-	24,78,600	100.00%	33,78,600	-	33,78,600	100.00%	26.64%

**(ii) Shareholding of Promoter**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Amit Vinod Sheth	22950	0.93%	-	22950	0.68%	-	-1.61%
2	Deepali Amit Sheth	1185240	47.82%	-	11,85,240	35.08%	-	-12.74%
3	Nalini Vinod Sheth	1073547	43.31%	-	1073547	31.77%	-	-11.54%
4	Sri Jay Pharma Exim Pvt. Ltd.	196860	7.94%	-	196860	5.83%	-	-2.12%
		2478597						

**(iii) Change in Promoters' Shareholding (please specify, if there is no change): NO CHANGE**

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares

At the beginning of the year	01/04/2017		0.00%	0.00%
Changes during the year			0.00%	0.00%
			0.00%	0.00%
			0.00%	0.00%
At the end of the year	31/03/2018	NO CHANGE	0.00%	0.00%

**Note: There is no change in shares held by Promoters shareholding however the % of holdings have changed due to shares allotted via IPO**

**(iv) Shareholding Pattern of top ten Shareholders**

*(Other than Directors, Promoters and Holders of GDRs and ADRs):*

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	HITESHA A BHALODIA	31-Mar-17	Transfer	0	0.00	0	0.00
		10-Apr-17	Transfer	3000	0.09	3000	0.09
		16-Jun-17	Transfer	51000	1.51	54000	1.60
		<b>31-Mar-18</b>	<b>Transfer</b>	<b>0</b>	<b>0.00</b>	<b>54000</b>	<b>1.60</b>
2	SUNITA R BHALODIA	31-Mar-17	Transfer	0	0.00	0	0.00
		16-Jun-17	Transfer	42000	1.24	42000	1.24
		<b>31-Mar-18</b>	<b>Transfer</b>	<b>0</b>	<b>0.00</b>	<b>42000</b>	<b>1.24</b>
3	MEENABEN K BHALODIA	31-Mar-17	Transfer	0	0.00	0	0.00
		10-Apr-17	Transfer	3000	0.09	3000	0.09
		16-Jun-17	Transfer	39000	1.15	42000	1.24
		<b>31-Mar-18</b>	<b>Transfer</b>	<b>0</b>	<b>0.00</b>	<b>42000</b>	<b>1.24</b>
4	BOSCO ARMANDO MENEZES	31-Mar-17	Transfer	0	0.00	0	0.00
		11-Aug-17	Transfer	3000	0.09	3000	0.09
		6-Oct-17	Transfer	3000	0.09	6000	0.18
		13-Oct-17	Transfer	3000	0.09	9000	0.27
		27-Oct-17	Transfer	6000	0.18	15000	0.44
		3-Nov-17	Transfer	6000	0.18	21000	0.62
		10-Nov-17	Transfer	3000	0.09	24000	0.71
		17-Nov-17	Transfer	3000	0.09	27000	0.80
		15-Dec-17	Transfer	3000	0.09	30000	0.89
		<b>31-Mar-18</b>	<b>Transfer</b>	<b>0</b>	<b>0.00</b>	<b>30000</b>	<b>0.89</b>
5	AARTI JATIN UPADHYAY	31-Mar-17	Transfer	0	0.00	0	0.00
		1-Sep-17	Transfer	15000	0.44	15000	0.44
		22-Sep-17	Transfer	12000	0.36	27000	0.80
		29-Sep-17	Transfer	3000	0.09	30000	0.89
		6-Oct-17	Transfer	1500	0.04	31500	0.93
		20-Oct-17	Transfer	-3000	-0.09	28500	0.84
		27-Oct-17	Transfer	1500	0.04	30000	0.89
		<b>31-Mar-18</b>	<b>Transfer</b>	<b>0</b>	<b>0.00</b>	<b>30000</b>	<b>0.89</b>
6	CHANDRAKANT S MALANI HUF .	31-Mar-17	Transfer	0	0.00	0	0.00
		21-Apr-17	Transfer	3000	0.09	3000	0.09
		21-Jul-17	Transfer	-3000	-0.09	0	0.00
		28-Jul-17	Transfer	6000	0.18	6000	0.18
		4-Aug-17	Transfer	12000	0.36	18000	0.53
		11-Aug-17	Transfer	3000	0.09	21000	0.62
		25-Aug-17	Transfer	9000	0.27	30000	0.89
		<b>31-Mar-18</b>	<b>Transfer</b>	<b>0</b>	<b>0.00</b>	<b>30000</b>	<b>0.89</b>
7	VIVEK GAUTAM	31-Mar-17	Transfer	0	0.00	0	0.00
		21-Apr-17	Transfer	9000	0.27	9000	0.27
		5-May-17	Transfer	18000	0.53	27000	0.80
		<b>31-Mar-18</b>	<b>Transfer</b>	<b>0</b>	<b>0.00</b>	<b>27000</b>	<b>0.80</b>
8	ANIL NARSINHBHAI PATEL	31-Mar-17	Transfer	0	0.00	1	0.00
		10-Apr-17	Transfer	-1	0.00	0	0.00
		11-Apr-17	Transfer	1	0.00	1	0.00
		21-Apr-17	Transfer	24000	0.71	24001	0.71
		<b>31-Mar-18</b>	<b>Transfer</b>	<b>0</b>	<b>0.00</b>	<b>24001</b>	<b>0.71</b>
9	PRITI GAUTAM	31-Mar-17	Transfer	0	0.00	0	0.00
		21-Apr-17	Transfer	12000	0.36	12000	0.36
		28-Apr-17	Transfer	6000	0.18	18000	0.53
		5-May-17	Transfer	6000	0.18	24000	0.71
		<b>31-Mar-18</b>	<b>Transfer</b>	<b>0</b>	<b>0.00</b>	<b>24000</b>	<b>0.71</b>
10	DEEPAK AGRAWAL	31-Mar-17	Transfer	0	0.00	0	0.00
		14-Jul-17	Transfer	9000	0.27	9000	0.27
		21-Jul-17	Transfer	6000	0.18	15000	0.44
		4-Aug-17	Transfer	6000	0.18	21000	0.62
		20-Oct-17	Transfer	3000	0.09	24000	0.71

	31-Mar-18	Transfer	0	0.00	24000	0.71
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**(v) Shareholding of Directors and Key Managerial Personnel**

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name: Amit Vinod Sheth						
	At the beginning of the year			22,950	0.93%	22,950	0.68%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%
2	Name: Deepali Sheth						
	At the beginning of the year			11,85,240	47.82%	11,85,240	35.08%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%
3	Name: Nalini Sheth						
	At the beginning of the year			10,73,547	43.31%	10,73,547	31.77%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	35.10	11.00	-	46.10
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>35.10</b>	<b>11.00</b>	<b>-</b>	<b>46.10</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	209.43	1.83	-	211.26
* Reduction	36.48	-	-	36.48
<b>Net Change</b>	<b>245.91</b>	<b>1.83</b>	<b>-</b>	<b>247.74</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	208.05	12.83	-	220.88
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>208.05</b>	<b>12.83</b>	<b>-</b>	<b>220.88</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rs/Lac)
		Amit Vinod Sheth Managing Director	Deepali Sheth Director	
1	Gross salary	54	42	96
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>54.00</b>	<b>42.00</b>	<b>96.00</b>
	Ceiling as per the Act	Within limits of Section 197		-

**B. Remuneration to other Directors**

SN.	Particulars of Remuneration	Name of Directors:		Total Amount (Rs/Lac)
		Mr Vipin Aggarwal	Mr Atiuttam Singh	
1	Independent Directors			
	Fee for attending board committee meetings	0.25	0.50	0.75
	Commission			Nil
	Others, please specify			-

Total (1)	0.25	0.50	-	0.75
2 Other Non-Executive Directors				-
Fee for attending board committee meetings				-
Commission				-
Others, please specify				-
Total (2)	-	-	-	-
Total (B)=(1+2)	0.25	0.50	-	0.75
Total Managerial Remuneration				96.75
Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
	Name	Mr. Chetan Pravin Trivedi,	Ms. Priya Pragnesh Shah & Ms. Preeti Saxena*	(Rs/Lac)
	Designation	CFO	CS	
1	Gross salary	19.5	1.57	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-
2	Stock Option			-
3	Sweat Equity			-
4	Commission			
	- as % of profit			-
	- others, specify			-
5	Others, please specify			-
	Total	19.50	1.57	-

\*Resignation of Ms. PriyaPragnesh Shah as CS w.e.f 10<sup>th</sup> August 2017 and Appointment of Ms Preeti Saxena as Company Secretary and Compliance Officer with effect from 1<sup>st</sup> February 2018

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
- Nil -					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
- Nil -					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
- Nil -					
Penalty					
Punishment					
Compounding					

Annexure 2

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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 arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: Attached herewith as Annexure

Company has not entered into any contract or arrangement or transactions with its related parties which is not at arm's length during financial year ended March 31, 2018: NIL

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:

Name(s) of the related party	Nature of relationship	Duration of the contracts / arrangements/transactions	Value (Rs. In Lacs)
Attached herewith			

For and on behalf of the Board of Directors

**Focus Lighting and Fixtures Limited**

Sd/-

Amit Vinod Sheth  
Managing Director DIN  
01468052

Sd/-

Deepali Amit Sheth  
Executive Director  
DIN 01141083

Date: 04.09.2018  
Place: Mumbai

**Annexure A to the Director's Report**

**FORM AOC-2**

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH  
RELATED PARTIES**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: None
2. Details of material contracts or arrangement or transactions at arm's length basis:
  - (a) Name(s) of the related party and nature of relationship: Please see Annexure to AOC 2
  - (b) Nature of contracts/ arrangements/transactions: Please see Annexure to AOC 2
  - (c) Duration of the contracts/arrangements/transactions: Please see Annexure to AOC 2
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: No salient terms defined for the transactions with related parties
  - (e) Date(s) of approval by the Board, if any; and Audit Committee: Audit Committee Approval: 04.07.2017
  - (f) Amount paid as advances, if any: Please see Annexure to AOC 2

**“ANNEXURE TO AOC 2”**

Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangements/transactions	Amount paid as advances	Amount of Transactions (in Rs)
Amit Vinod Sheth (Managing Director)	Director	Loan taken during the year Loan repaid during the year Remuneration	-	20,20,216 20,20,216 54,00,000
Deepali Amit Sheth (Executive Director)	Director	Loan taken during the year Loan repaid during the year Remuneration Rent Paid	-	11,09,234 11,09,234 42,00,000 11,59,198
Nalini Vinod Sheth (Whole time Director) – Up to 30th Sept 2016 (Later Non-Executive Director)	Relatives of Directors	Loan taken during the year Loan repaid during the year Remuneration Rent Paid	-	7,48,848 7,48,848 NIL 7,65,448
Jigar Bharat Ghelani	Relatives of Directors	Salary	-	58,47,508
Arion Online Pvt	Associate Entities	Balance at Close of Unsecured Loan Given	-	22,14,921

Ltd		Unsecured loan given during the year		12,83,814
		Received against loan Given		11,88,343
		Outstanding Payables against Purchases		10,608
		Outstanding Receivables against Sales		25,68,435
		Sales during the year		25,68,435
		Purchases during the year		17,91,129
Shantilal & Brothers (Mfg. Dept)	Associate Entities	Outstanding Payables against Purchases	-	6,69,20,623
		Outstanding Receivables against Sales		NIL
		Sales during the year		6,52,33,634
		Purchases during the year		42,54,52,913
Shri Jay Pharma Exim P Ltd	Associate Entities	Balance at the close of Unsecured Loan Taken	-	11,00,049
Focus Lighting FZE	Associate Entities	Outstanding Receivables against Sales	-	50,75,103
		Sales during the year		69,54,907
Plus Light Tech FZE	Associate Entities	Outstanding Receivables against Sales		49,17,949
		Sales during the year		49,17,949
Priya Pragnesh Shah (Company Secretary & Compliance Officer) (upto 10-8-17)	Key Managerial Personnel	Salary	-	1,29,627
Preeti Saxena (Company	Key Managerial Personnel	Professional Fees	-	27,000



Secretary & Compliance Officer)				
Chetan Trivedi (CFO)	Key Managerial Personnel	Salary	-	19,50,000