

FOCUS

LIGHTING & FIXTURES LTD.

POLICY FOR DETERMINATION OF MATERIALITY OF EVENT OR INFORMATION

POLICY FOR DETERMINATION OF MATERIALITY OF EVENT OR INFORMATION

1. INTRODUCTION & APPLICABILITY:

This Policy for Determination of Materiality of Events or Information is aimed at providing guidelines to the management of Focus Lighting And Fixtures Limited, to determine the materiality of events or information, which could affect investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s) (as hereinafter defined).

This Policy has been formulated in accordance with the current guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to disclosure of events and information.

Pursuant to the sub-regulation 4 of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on March 20, 2017, the Board of Directors approved the "Policy for Determination of Materiality of Events or Information". The Board shall review, and if found required, may amend this Policy from time to time.

This Policy will be applicable to the Company effective from April 13, 2017 since on the said date the Company got listed.

2. AUTHORIZATION:

The Board of Directors of the company has authorized the following Key Managerial Personnel in the order of priority for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- Mr. Amit Vinod Sheth - Managing Director,
- Mr. Chetan Pravin Trivedi-Chief Financial Officer,
- Ms. Priya Shah-Company Secretary & Compliance Officer.

3. DISSEMINATION OF POLICY:

This Policy shall be hosted on the website of the Company.

4. DISCLOSURE REQUIREMENTS:

All the events/information disclosed to the stock exchange(s) shall be uploaded on the Company's website for a minimum period of 5 years and thereafter as per archival policy of the Company (refer Company's Policy hosted on the website for Archival of Documents).

5. DETERMINATION OF MATERIAL EVENT/INFORMATION:

According to the proposals, materiality has to be determined on a case to case basis depending on the specific facts and circumstances relating to the event/ information. A particular event/ information would be considered as material in nature if it satisfies either of the criteria proposed below:

- **Quantitative criteria** calculated based on audited financial statements of the last audited financial year, would mean event/ information where the value involved or the financial impact:
 - exceeds five per cent of the gross turnover or revenue or total income, or
 - exceeds 20 per cent of the net worth, whichever is lower.

- **Qualitative criteria** would mean an event/ information:
 - the omission of which is likely to result in a discontinuity of information already available publicly, or
 - the omission of which is likely to result in significant market reaction if the said omission came to light at a later date, or
 - which in the opinion of the Board of Directors is considered to be material i.e. is significant to the operations or performance of a company.

If particular information or event in question satisfies any of the 'qualitative' or 'quantitative' criteria, the company would be under an obligation to disclose the same to the stock exchange.

6. DISCLOSURE TO THE STOCK EXCHANGE:

Events specified in Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as follows are deemed to be material events and the company will make disclosure of such events to the Stock Exchange.

- The listed entity shall first disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information.

Provided that in case the disclosure is made after twenty four hours of occurrence of the event or information, the listed entity shall, along with such disclosures provide explanation for delay:

Para A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):

- 1) Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the company or any other restructuring.

Explanation: For the purpose of this sub-para, the word 'acquisition' shall mean:

- (i) acquiring control, whether directly or indirectly; or,
 - (ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
 - (a) the company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
- 2) Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
 - 3) Revision in Rating(s).
 - 4) Outcome of Meetings of the board of directors: The company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
 - b) any cancellation of dividend with reasons thereof;
 - c) the decision on buyback of securities;
 - d) the decision with respect to fund raising proposed to be undertaken
 - e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
 - g) short particulars of any other alterations of capital, including calls;

- h) financial results;
 - i) decision on voluntary delisting by the company from stock exchange(s).
- 5) Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the company), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
 - 6) Fraud/defaults by promoter or key managerial personnel or by company or arrest of key managerial personnel or promoter.
 - 7) Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
 - 8) Appointment or discontinuation of share transfer agent.
 - 9) Corporate debt restructuring.
 - 10) One time settlement with a bank.
 - 11) Reference to BIFR and winding-up petition filed by any party / creditors.
 - 12) Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the company.
 - 13) Proceedings of Annual and extraordinary general meetings of the company.
 - 14) Amendments to memorandum and articles of association of company, in brief.
 - 15) Schedule of Analyst or institutional investor meet and presentations on financial results made by the company to analysts or institutional investors;
 - The company shall make disclosure of events specified in Para B of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is as follows, based on application of the guidelines for materiality, as specified in sub-regulation (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Para B. Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30):

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.

2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3. Capacity addition or product launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of the company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the company.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of company.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Para C. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the company which may be necessary to enable the holders of securities of the company to appraise its position and to avoid the establishment of a false market in such securities.

Para D. Without prejudice to the generality of para (A), (B) and (C) above, the company may make disclosures of event/information as specified by the Board from time to time.

Note: In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it, the Company will make adequate disclosures in regard thereof as may be determined by the above Key Managerial Personnel of the Company.