

FOCUS[®]

LIGHTING & FIXTURES LTD

Focus Lighting and Fixtures Limited

Registered Office: 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhawan,
Goregaon (East), Mumbai - 400063

Phone: (022) 26865671, Fax: (022) 26865676

Email: info@pluslighttech.com, Website: www.pluslighttech.com

Corporate Identity Number: L31500MH2005PLC155278

NOTICE OF 16TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 16th Annual General Meeting of the members of **Focus Lighting And Fixtures Limited** will be held on Tuesday, the 24th day of August 2021 at 2:00 p.m. at the 11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic, Cinema, Andheri West, Mumbai – 400058, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the year ended March 31, 2021 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2021, the Balance Sheet as at that date, the Auditor's Report thereon and the Directors' Report.
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.

SPECIAL BUSINESS

3. To approve the re-appointment and remuneration payable to Mr. Amit Sheth as a Managing director of the company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections , 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force), the consent of the members/shareholders of the Company be and is hereby accorded to approve the re-appointment of Mr. Amit Sheth (DIN: 01468052) as a Managing Director of the Company, for a period of five years with effect from October 22, 2021 to October 21, 2026 .

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for revising the terms of remuneration payable to Mr Amit Sheth, as may be fixed by the Board from time to

time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed Rs. 1,00,00,000 (Rupees One Crore Only) per year with effect from October 22, 2021 to October 21, 2024 for a period of 3 (three) years, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors / Nomination and Remuneration Committee and Board of Directors in its meeting held on June 28, 2021 to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Amit Sheth, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 of the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

RESOLVED FURTHER THAT the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution

RESOLVED FURTHER THAT in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance based incentive shall be paid to Mr. Amit Sheth, Managing Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. To increase the overall managerial remuneration of the Directors of the company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable beyond specified limits under Section 197 of Companies Act 2013 in respect of any financial year as per notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 thereby Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time

director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution .

RESOLVED FURTHER THAT where in any Financial Year, the Company has no profits or profits are inadequate, the overall managerial remuneration paid to Directors shall not exceed Rs. 1,50,00,000 (Rupees One Crore and Fifty Lakhs Only).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**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: July 26, 2021

NOTES:

1. The Explanatory Statement, which sets out details pursuant to Section 152 of Companies Act, 2013 read with Regulations 36(3) of the 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 explanatory are open for inspection at the Registered Office of the Company during business hours from Tuesday 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 2020-21 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 2020-21 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 July 30, 2021.
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. 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 16th 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 August 13, 2021 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 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 THE PROVISIONS OF SECTION 102 OF
THE COMPANIES ACT, 2013**

As required under Section 102 of the Companies Act, 2013 read with Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the Ordinary Business and Special Business set out for Item No. 2, Item No. 3 and Item no 4 of the accompanying Notice.

ITEM NO. 02:

Pursuant to Section 152 of Companies Act, 2013 read with 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, Ms. Deepali Amit Sheth (DIN No. 01141083), Director, who retires by rotation and being eligible, offers herself for re-appointment as Executive Director of the Company.

Brief profile of Ms. Deepali Amit Sheth is as below:

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	Nil
Directors Inter-se relationship & the KMP	Wife of Mr. Amit Vinod Sheth
Years of experience	She has experience of more than 15 years.
Number of Board Meetings attended in FY 2020-21	4
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.
Details of remuneration last drawn (FY 2020-21)	Rs. 24,00,000/- p.a.
Directorship in other public companies	Nil
Memberships of committees in other public	Nil

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Ms. Deepali Amit Sheth herself and Mr. Amit Vinod Sheth, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

ITEM NO. 03:

The Company had appointed Mr. Amit Sheth as Managing Director of the Company for a period of five years from 21st October, 2016. The present terms of appointment of Mr. Amit Sheth is expiring on 21nd October, 2021. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running

of the business, the services of Mr. Amit Sheth should be available to the Company for a further period of 5 (Five) years with effect from 22nd October, 2021.

Reference to the provision of section 196, 197 and 203 of the Companies act, 2013, read with schedule V to the companies act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 , provides for payment of managerial remuneration by Companies, requires members approval for payment of managerial remuneration to the managerial person for period of not exceeding 3 years by way of special resolution. Hence the Board recommends the resolution for member approval by way of special resolution, provided that such variation or increase in remuneration may be beyond the specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

In terms of the provisions of the Act and the Articles of Association of the Company, the Board of Directors of the Company at its meeting held on 28.06.2021 and on the recommendation of the Nomination and Remuneration Committee in its meeting held on 28.06.2021, re-appointment of Mr. Amit Sheth as Managing Director (KMP) of the Company subject to the approval of members/shareholders of the Company in Annual General Meeting to be held on Tuesday, 28th day of August, 2021 as a Special Resolution for a period of five years from October 22, 2021 to October 21, 2026. Keeping in view of the increased responsibilities and challenges involved, it is proposed to pay the remuneration not exceeding Rs. 1 Cr for the period of 3 (three) years with effect from October 22, 2021, in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder.

Mr. Amit Sheth, aged 45 years is a Managing Director of the Company having over 20 years of industry experience in marketing field. In his able leadership the performance of the Company has been satisfactory. He is qualified as bachelor in commerce and has specialization in Marketing field. As a leader of Sales & Marketing team, Mr. Amit Sheth has done some pioneering work in the areas of market development, brand management and Product Innovation. This includes the design of new processes in Marketing, Value Selling, Channel Loyalty programs and launch of new product concepts such as Lighting Systems, Micro downlights, Human centric Lighting and Smart Lighting Controls.

Brief resume of Mr. Amit Sheth, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations, are provided as an Annexure I to this notice.

The main terms and conditions for the re-appointment of Mr. Amit Sheth as Managing Director (MD), are as follows:

I. Period: From 22nd October, 2021 to 21st October, 2026.

II.

A. Remuneration

a) Period: From 22nd October, 2021 to 21st October, 2026

b) Salary:

In consideration of the performance of his duties, the Company shall pay to Mr. Amit Sheth the fixed gross remuneration (other than the PF, Superannuation and Gratuity) not exceeding Rs.

1,00,00,000/- (Rupees One Crore Only) per annum with such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time. The increment as and when approved by the Board shall be merit based and will take into account the performance as MD & CEO as well as that of the Company.

c) Benefits, Perquisites & Allowances:

Details of Benefits, Perquisites and Allowances are as follows:

- (i) **Mediclaime and Personal Accident Insurance:** Mediclaime and Personal Accident Insurance Policy for such amount as per the rules of the Company.
- (ii) **Contribution to Provident Fund:** The Company's contribution to Provident Fund as per the applicable laws, which presently is 12% of Basic Salary.
- (iii) **Gratuity:** Gratuity at the rate of 4.84% of basic salary earned for each completed year of service.
- (iv) **Car:** Free use of the Company's car for the Company's business and use of car for private purpose shall be billed by the Company to the Managing Director.

d) Limits on Remuneration: The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013.

e) Minimum Remuneration: In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mr. Amit Sheth shall not exceed Rs. 1,00,00,000/- (Rupees One Crore Only) per annum.

III. Powers & Responsibilities as the Managing Director

- i. As the Managing Director, Mr. Amit Sheth will carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called "the Board") shall from time to time in its absolute discretion determine and entrust to him, subject, nevertheless to the provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force.
- ii. MD will, to the best of his skill and ability, endeavour to promote the interests and welfare of the Company and to conform to and comply with the directions & regulations of the Company and also such orders and directions as may from time to time be given to him by the Board of Directors of the Company.
- iii. MD shall at all times act in the best interests of the Company and all its stakeholders (including its minority shareholders) and keep the Board of Directors informed of any developments or matters that have materially impaired, or are reasonably likely to materially impair, the interests of the Company and/or any of its stakeholders
- iv. Subject to the superintendence, control and direction of the Board, MD shall (i) have the general control of the business of the Company and be vested with the Management and day to day affairs of the Company (ii) have the authority to enter into contracts on behalf of the Company in the ordinary course of business and (iii) have the authority to do and perform all other acts and things which in the ordinary course of such business he may consider necessary or proper in the best interest of the Company.
- v. MD shall devote the whole of his time, attention and abilities to manage the business of the Company and shall use his best endeavour to promote its interest and welfare.

IV. Other terms of Appointment

- i. The terms & conditions of appointment and the payment of remuneration to MD may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit and in accordance with the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard and within the overall approval given by the Shareholders.
- ii. The Agreement may also be terminated upon notice in writing to the other party. Both parties reserve the right to terminate the Agreement without notice for "Due Course". For the purposes of this Agreement Due Cause means: an event such as grave or repeated violations of any relevant contractual obligations, guidelines or instructions; intentionally or negligently causing damage or injury to the other party; the acceptance of commissions or bribes in any form; any behaviour that seriously damages the Company or the Employee's reputation; the commission of serious offences against applicable law; or repeated failure to perform basic responsibilities despite having fair opportunity to rectify such failure to perform.
- iii. If at any time the MD ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the MD and this Agreement with the Company shall stand terminated forthwith.
- iv. In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board of Directors shall be entitled to terminate his contract on such terms as the Board of Directors may consider appropriate in the circumstances.
- v. All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to the Managing Director, unless specifically provided otherwise.

The above may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Amit Sheth under Section 190 of the Act.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. Amit Sheth require approval of members by passing Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

The Board recommends the Resolution at Item No. 3 for approval of the shareholders as special resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Amit Sheth himself and Mrs. Deepali Amit Sheth (Wife of Mr. Amit Sheth), is in any way concerned or interested, in the said resolution.

ITEM NO. 04:

As per Section 197 of the Companies Act, 2013, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may be given to maximum permissible limit as per the provisions laid down in Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Ordinary Resolution/Special Resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 26.07.2021 recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year beyond specified

limits under Section 197 and computed in the manner laid down in Section 198 of the Companies Act, 2013.

Where in any Financial Year, the Company has no profits or profits are inadequate, the overall remuneration to Directors shall not exceed Rs. 1,50,00,000/- (Rupees One Crore and Fifty Lakhs Only).

Accordingly, the Board recommends the resolution set out at item no. 4 for approval of members as Special resolution

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Ms. Deepali Amit Sheth and Mr. Amit Vinod Sheth, is in any way concerned or interested, in the said resolution.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. General information:

a) **Nature of Industry:**

Engaged in manufacturing and trading of led lights and fixtures.

b) **Date or expected date of commencement of Commercial Production:**

Not applicable (Company is an existing company).

c) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable

d) **Financial performance based on given indicators:**

(Rs in Lacs)

Particulars	Standalone	
	For Financial Year Ended	
	31 st March 2021	31 st March 2020
Total Revenue	5239.77	9061.70
Less: Total Expenditure	5392.74	8457.46
Profit before Tax	(152.97)	629.27
Less: Provision for Tax	-33.64	204.73
Profit/ (loss) After Tax	(119.32)	424.54

e) **Foreign investments or collaborations, if any:**

The Company has total investments of Rs 62,08,051/- in three wholly-owned foreign subsidiaries.

2. Information about the appointee:

a) Background details:

Mr. Amit Sheth is the Managing Director of Focus Lighting And Fixtures Limited since October, 2016. He is a Commerce graduate from Mumbai University. He is associated with the Company since incorporation.

b) Past remuneration:

Period	Total Rupees (p.a)
FY 2020-2021	40,00,000
FY 2019-2020	64,00,000

c) Recognition or awards:

He was recognised by Retailers Association of India for being a part of the Retail Leadership Summit in 2019. He had shared the futuristic views of overall lighting industry for the coming future.

d) Job profile and his suitability:

His current term of appointment as a Managing Director of the Company will expire on 21st October, 2021. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Amit Sheth should be available to the Company.

e) Remuneration proposed:

As mentioned above.

f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Mr. Amit Sheth has vast experience in Marketing. Mr. Amit has rich experience of handling various areas of business and is well known in Lighting Industry. Mr. Amit has begun a lot of new initiatives in the Company since he joined as Managing Director. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.

g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any:

Mr. Amit has a relationship with the Company as Managing Director. He holds 67.53% of shares of the Company and Mrs. Deepali Amit Sheth who is an Executive Director in the Company is wife of Mr. Amit Sheth.

3. Other Information:

a) Reasons of loss or inadequate profits:

On a consolidated basis, the Company made a loss of Rs.188.55 Lacs. The performance for the year under review was adversely affected due to the Covid-19 pandemic all over the world. It has hit the LED lighting market severely by disrupting the supply chain, delaying the manufacturing, and affecting the lighting industry.

b) Steps taken or proposed to be taken for improvement:

To cater to the said shortfall, the company has adopted various measures like working with Channel partners, introductions of more cost effective product range and venturing into outdoor and infrastructure projects.

c) Expected increase in productivity and profits in measurable terms:

It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average.

Annexure I

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sr. No.	Details of events that need to be provided	Information of such event(s)
1.	Name of Director	Amit Sheth
2.	DIN	01468052
3.	Date of Re-appointment	Re-appointment of Mr. Amit Sheth (DIN: 02296740), as Managing Director of the Company pursuant to end of his current term i.e 21 st October, 2021 for a further period of five (5) years w.e.f. 22 nd October, 2021 to 21 st October, 2026 (both days inclusive)
5.	Brief Profile (In case of appointment)	Mr. Amit Sheth, aged 45years has been the MD of the Company since October 21, 2016. He is qualified as bachelor in commerce and has specialization in Marketing field. As a leader of Sales & Marketing team Mr. Amit Sheth has done some pioneering work in the areas of market development, brand management and Product Innovation. This includes the design of new processes in Marketing, Value Selling, Channel Loyalty programs and launch of new product concepts such as Lighting Systems, Micro downlights, Human centric Lighting and Smart Lighting Controls.
5.	Other Directorships (excluding Private Companies) as on 31 st March, 2021	NIL
6.	Chairman / Member of the Committees as on 31 st March, 2021	Chairman: Corporate Social Responsibility Committee Member: Audit Committee
6.	Disclosure of relationships between Directors (in case of appointment of a Director)	Mr. Amit Sheth is husband of Mrs. Deepali Sheth who is Executive director of the Company.
7.	Shareholding (No. of Shares)	6845211 shares

ATTENDANCE SLIP

**RECORD OF ATTENDENCE 16TH ANNUAL GENERAL MEETING,
HELD ON TUESDAY, THE 24TH DAY OF AUGUST 2021 AT 2.00 P.M. AT
11C, LAXMI INDUSTRIAL ESTATE, NEW LINK ROAD, OPP. FUN
REPUBLIC, CINEMA, ANDHERI WEST, MUMBAI – 400058,
MAHARASHTRA:**

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

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 16th Annual General Meeting of the Company on Tuesday, the 24th day of August 2021 At 2.00 p.m. at 11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic, Cinema, Andheri West, Mumbai – 400058, Maharashtra.

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.

**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 16th Annual general meeting of the company, to be held on Tuesday, the 24th day of August 2021 At 2.00 p.m. at at the 11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic, Cinema, Andheri West, Mumbai – 400058, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
	Ordinary Business
1.	Adoption of Audited Financial Statement for the Financial Year ended 31 st March, 2021.
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.
	Special Business
3.	To approve the re-appointment and remuneration payable to Mr. Amit Sheth as a Managing director of the Company.
4.	To increase the overall managerial remuneration of the Directors of the Company.

Signed this.....day of.....2021.



ROUTE MAP TO THE VENUE OF THE AGM

Route Map to the Venue of the 16th Annual General Meeting of Focus Lighting And Fixtures Limited to be held on Tuesday, the 24th day of August 2021 at 2:00 P.M.

Venue Address: 11C, The Epicenter, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic, Cinema, Andheri West, Mumbai – 400058, Maharashtra

