

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.focuslightingandfixtures.com

Corporate Identity Number: L31500MH2005PLC155278

NOTICE OF 18TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18th Annual General Meeting of the members of **Focus Lighting And Fixtures Limited** will be held on **Thursday, the 31st day of August, 2023 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 (Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2023 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March, 2023, the Balance Sheet as at that date, the Auditor's Report thereon and the Directors' Report.
2. To appoint a Director in place of Ms. Khushi Amit Sheth (DIN: 09351537), 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 approve and declare Final Dividend on Equity Shares at the rate of 15% (Fifteen Percent) [i.e., Rs. 1.50/- (One Rupee Fifty Paise Only) per Equity Share of face value of Rs. 10/- (Rupees Ten Only)] for the Financial Year ended 31st March, 2023.

SPECIAL BUSINESS

4. **To consider and approve for Sub-division of the equity shares of the company.**

To consider and if thought fit, to pass with or without modifications(s), the following as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to the provisions of the Memorandum and Articles of Association of the Company and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory/regulatory authority(ies) and on recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for Sub-division of the equity shares of the Company such that 1 (One) equity share having face value of Rs.10/- (Rupees Ten Only) each be Sub-divided into 5 (five) equity shares of face value of Rs. 2/- (Rupees Two only) each, which shall rank pari-passu in all respects with the existing equity shares with effect from the 'Record Date' to be determined by the Board of Directors for this purpose. The details of Pre and Post Sub-Division of Equity Share Capital is given as below:

| Type of Capital | Pre-Sub-Division Share Capital Structure | | | Post-Sub-Division Share Capital Structure | | |
|--------------------------------------|--|------------|---------------------------|---|------------|---------------------------|
| | No of Shares | Face Value | Total Share Capital (Rs.) | No of Shares | Face Value | Total Share Capital (Rs.) |
| Authorised | | | | | | |
| Equity | 1,50,00,000 | 10 | 15,00,00,000 | 7,50,00,000 | 2 | 15,00,00,000 |
| Total | 1,50,00,000 | 10 | 15,00,00,000 | 7,50,00,000 | 2 | 15,00,00,000 |
| Issued and Subscribed Capital | | | | | | |
| Equity | 1,30,92,115 | 10 | 13,09,21,150 | 6,54,60,575 | 2 | 13,09,21,150 |
| Total | 1,30,92,115 | 10 | 13,09,21,150 | 6,54,60,575 | 2 | 13,09,21,150 |
| Paid Up Capital | | | | | | |
| Equity | 1,30,92,115 | 10 | 13,09,21,150 | 6,54,60,575 | 2 | 13,09,21,150 |
| Total | 1,30,92,115 | 10 | 13,09,21,150 | 6,54,60,575 | 2 | 13,09,21,150 |

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid and with effect from the Record Date:

- a) for the Equity Shares held in physical form, the existing Share Certificate(s) in relation to the said Shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing Share Certificate(s), shall issue new Share Certificate(s) of the Company for the proportionate number of sub-divided Equity Shares to such Members; and
- b) for the Equity Shares held in dematerialized form, the sub-divided Equity Shares shall be credited proportionately into the respective beneficiary demat accounts of the Members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments to ensure fair and reasonable adjustment to the entitlement of the participants under the 'Employees Stock Option Plan 2019' of the Company due to sub-division/split of equity shares as aforesaid to the outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of Equity Shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of Equity Shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorised Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of Equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Management and Administration) Rules, 2014.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise and to carry out/execute all

matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members.”

5. To consider and approve Alteration of Memorandum of Association (MOA).

To consider and if thought fit, to pass with or without modifications(s), the following as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (the "*Companies Act*"), (including any amendment thereto or re-enactment thereof) enabling provisions of the Articles of Association of the Company and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("*Listing Regulations*") or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, and on recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to delete the existing Clause V of the Memorandum of Association of the Company in entirety and substituting in its place and stead the following new and amended Clause "V":

“**V. The Authorized Share Capital of the Company is 15,00,00,000 (Rupees Fifteen Crores Only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) equity shares of face value of Rs. 2/- (Rupees Two Only) each.**”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members.”

6. To increase the limit as permissible under Section 188(1)(f) of the Companies Act, 2013 of Mr. Jigar Bharat Ghelani holding office or place of profit, as Business Development Manager in Plus Light Tech – F.Z.E, Wholly Owned Subsidiary.

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

“**RESOLVED THAT**, in substitution to the earlier resolutions passed on 9th July, 2019 and pursuant to the provisions of sections 188(1)(f) 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 as per the recommendation of the Audit Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision in the remuneration of Mr. Jigar Bharat Ghelani holding office or place of profit, as Business of the Plus Light Tech – F.Z.E., Wholly Owned Subsidiary of the Company, relative of Mrs. Deepali Amit Sheth, Executive Director as detailed below:

- Salary not exceeding Rs. 12,00,000/- (Rupees Twelve Lakhs Only) per month.
- Telephone: Mobile/Telephone facility as per the Company’s rule.
- Leave encashment, if any
- Gratuity: Payable at such applicable rate as defined under the applicable Act and Company’s rules.

- Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business.
- Any commission, if any as may be mutually agreed from time to time.

RESOLVED FURTHER THAT the Audit Committee has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 of Mr. Jigar Bharat Ghelani holding office or place of profit, within the maximum limit approved by the Board and Shareholders.

RESOLVED FURTHER THAT, Amit Vinod Sheth, Managing Director or Chief Financial Officer or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filling of returns with any authority for the purpose of giving effect to the foregoing.

7. To approve the increase remuneration payable to Mrs. Deepali Sheth, Executive 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 Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions thereof issued by the Ministry of Corporate Affairs in this regard and statutory modification or re-enactments thereto and applicable clauses of the Memorandum and Article of Associations of the Company, as per the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors in their respective meetings, the consent of the members of the Company be and are hereby accorded for revising the terms of remuneration payable to Mrs. Deepali Amit Sheth, Executive Director (DIN: 01141083), as may be fixed from time to time, 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 her shall not exceed Rs. 70,00,000 (Rupees Seventy Lakh) per annum with effect from 1st April, 2023 to 31st March, 2026 for a period of 3 (three) years, on such terms and conditions, as may be agreed between the Directors and such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereof, pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

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 Mrs. Deepali Amit Sheth, Executive 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) or Chief Financial Officer 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.”

8. 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, pursuant to the provisions of Section 178, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 of SEBI (LODR) Regulations, 2015 and other applicable provisions thereof issued by the Ministry of Corporate Affairs in this regard and statutory modification or re-enactments thereto and applicable clauses of the Memorandum and Article of Associations of the Company, , as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings, the consent of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable beyond the permissible limits under the relevant provisions of 197 of the Companies Act, 2013 read with 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 managerial person or other director without the approval of the Central Government subject to the approval of the Shareholders in the upcoming Annual General Meeting on such terms and conditions as the Board may determine from time to time.

RESOLVED FURTHER THAT, wherein in the Financial Year, in the event of the Company has no profits or profits are inadequate, the overall managerial remuneration payable to the Directors, including managing director and whole-time director, and manager, if any of the Company shall not exceed Rs. 5,00,00,000/- (Rupees Five Crore Only) per annum collectively.

RESOLVED FURTHER THAT, the Board of Directors of the Company (including its Committee thereof) or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolutions.”

9. To discuss, consider and approve the Contracts/ Arrangements/ Transactions and Material Related Party Transactions with Xandos Lighting And Fixtures Private Limited.

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

“RESOLVED THAT, pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the any other applicable provisions in accordance with and subject to the provisions of Memorandum and Articles of Association of the Company including any Statutory modification(s) or enactment thereof for the time being in force and as per the recommendation of the Audit Committee and approval of the Board of Directors vide resolutions passed in their respective meetings, the consent of the Members of the Company be and is hereby accorded for entering into all the Contract(s)/Arrangement(s)/ any transactions with Xandos Lighting And Fixtures Private Limited (“herein referred to as Xandos”), a Related Party within the meaning of Section 2(76) of the Act and SEBI (LODR) Regulations, 2015 with respect , to sales, purchase or supply of goods or materials, selling or disposing of or buying property of any kind and availing or rendering of any services either directly or through any appointed agent, leasing of property of any kind, for appointment to any office or place of profit in the Company, its Subsidiary or Associate Company, for remuneration for underwriting the subscription of any securities or derivatives thereof or any other transaction of whatever nature which may exceeds the limits prescribed under the Companies Act, 2013, notwithstanding that such transactions may exceed one thousand crore or ten percent of the Annual Consolidated Turnover of the Company as per the latest audited financial Statements of the Company, whichever is lower, as per regulation 23 of SEBI (LODR) Regulations, 2015 in any financial year commencing from 1st April, 2023 which is at arm’s length basis and which may or may not be in ordinary course of business from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to Audit Committee of the

Company and to do all acts and take necessary actions as may be considered expedient to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT, the Board of Directors or Chief Financial Officer or Company Secretary of the Company be and is hereby authorized to do all such acts, matters, deeds and things and to undertake all necessary steps and give such directions as may be required, necessary, expedient or desirable for giving effect to the said resolutions.”

**By order of the Board of Directors of
Focus Lighting and Fixtures Limited**

**Sd/-
Drashti Senjaliya
Company Secretary**

Place: Mumbai
Date: 24th July, 2023

NOTES:

1. The Explanatory Statement, which sets out details pursuant to Section 102 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”) are 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 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. The Company has fixed Friday, 18th August, 2023 as the “Record Date” for determining entitlement of Members to Dividend for the financial year ended 31st March, 2023, if approved at the AGM.
6. The Dividend on Equity Shares for the Financial Year 2022-23, as recommended by the Board of Directors, if approved at the AGM, will be payable, subject to deduction of tax at source, to those shareholders or their mandates whose names appeared:
 - a. whose names appear as Beneficial Owners as at the end of the business hours on Friday, 18th August, 2023, in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - b. whose names appear as Shareholders in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company /Bigshare Services Private Limited as at the end of the business hours on Friday, 18th August, 2023.
7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective DP’s, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or Bigshare Services Private Limited cannot act on any request received directly from the Members holding shares in demat form for any change or updation of bank particulars. Such changes/updation are to be intimated only to the DP’s of the Members. In case, the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant/demand draft to such shareholders.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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:

- a. **For shares held in electronic form:** to their Depository Participants (DPs)
 - b. **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.
9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at https://www.focuslightingandfixtures.com/focus_investor/investor_grievance_reports_and_forms/Form%20ISR-4.pdf and on the website of the Company’s Registrar and Transfer Agents, Bigshare Services Private Limited at <https://www.bigshareonline.com/Resources.aspx#collapseOne1271>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
10. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Bigshare Services Private Limited, for assistance in this regard.
11. SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 has mandated registering of details like PAN, email address, mobile number, bank account details, Signature and nomination by holders of physical securities; and Folios wherein any one of the above cited document / details are not available **on or after October 01, 2023, shall be frozen by the Registrars and Transfer Agent of the Company (RTA)** and the holder will not be eligible to lodge grievance or avail service request from the RTA and not eligible for receipt of dividend in physical mode.
12. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website: <https://www.focuslightingandfixtures.com/investors/investor-grievance-reports-and-forms/> or from website of the Company’s Registrar and Transfer Agents, Bigshare Services Private Limited at <https://www.bigshareonline.com/Resources.aspx#collapseOne1271>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to RTA in case the shares are held in physical form.
13. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

14. Pursuant to the provisions of Sections 124 and 125 of the Act, there are no amount of Dividend remaining unclaimed/ unpaid for a period of 7 (seven) years and/or unclaimed equity shares which are required to be transferred to the Investor Education and Protection Fund (IEPF).

Members who have not yet encashed their Dividend Warrant(s) pertaining to the Interim Dividend for the Financial Year 2018-19 and Final Dividend for the Financial Year 2021-22 are requested to make their claims without any delay to Company's Registrar and Transfer Agent. Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amount lying with the Company on the website of the Company under the 'Investors' Section and also intimated to IEPF Authority through E-form IEPF-2.

15. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialized form) and the Company/Bigshare Services Private Limited (if shares are held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to tds@bigshareonline.com by 11:59 p.m. IST on or before Monday, 25th August, 2023. Shareholders are requested to note that in case their PAN is not registered, or having invalid PAN or Specified Person as defined under section 206AB of the Income-tax Act ("the Act"), the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the Act, as applicable.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) by e-mail to tds@bigshareonline.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on or before Friday, 25th August, 2023. For further details please refer to Communication to Shareholders regarding Dividend at:

https://www.focuslightingandfixtures.com/focus_investor/announcement_2023_24/Dividend%20-%20TDS%20Communication%20to%20Shareholders.pdf

16. 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.
17. 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.
18. Pursuant to MCA Circulars and SEBI Circulars, Annual Report for F.Y. 2022-23 and the Notice of 18th Annual General Meeting of the Company are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) as on Friday, 4th August, 2023 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.

19. 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.
20. 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.
21. 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.
22. All members are requested to support the 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 <https://www.focuslightingandfixtures.com/investors/investor-grievance-reports-and-forms/>
23. No gifts shall be provided to members before, during or after the AGM.
24. 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 during the AGM.
25. 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.
26. **Registrar and Transfer Agents:**

The address of Registrars and Transfer Agents of the Company is as follows:

Bigshare Services Private Limited

Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India.

Email Id: investor@bigshareonline.com

27. A route map showing direction to reach the venue of the 18th AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.
28. E-Voting system:
 - In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").
 - In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper.

- The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
- 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 18th August, 2023 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.
- Mr. Mayank Arora (Membership No.: F10378 COP No.: 13609), Practicing Company Secretary, Proprietor of M/s. Mayank Arora & Co. has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- The results of the voting will be placed by the Company on its website www.focuslightingandfixtures.com and on the website of CDSL 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.

THE GENERAL INFORMATION AND INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins from 28th August, 2023 at 09:00 am and ends on 30th August, 2023 at 05:00 pm. During this period shareholder’s of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18th August, 2023 as Record date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, e-Voting facility provided by listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding

securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein |

| | |
|---|---|
| | you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30. |

(v) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | |
|------------|--|
| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) |

| | |
|---|--|
| | <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details or Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> ie. FOCUS LIGHTING AND FIXTURES LIMITED which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@pluslighttech.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA at info@bigshareonline.com/ to Company at cs@pluslighttech.com
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

**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, as applicable for Item No. 2, 4, 5, 6, 7, 8, and 9 of the accompanying Notice.

ITEM NO. 2:

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 Secretarial Standard-2, Ms. Khushi Amit Sheth (DIN No: 09351537), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers herself for re-appointment as Non-Executive Non-Independent Director of the Company.

Brief Profile of Ms. Khushi Amit Sheth are tabled below, pursuant to the provisions of (i) SEBI (LODR), 2015 and (ii) Secretarial Standard on General Meetings ("SS-II").

| | |
|--|--|
| Name of the Directors | Ms. Khushi Amit Sheth |
| DIN | 09351537 |
| Category | Non-Executive Non-Independent Director. |
| Date of Birth | 21/05/2003 |
| Age | 20 |
| Nationality | Indian |
| Date of first Appointment on the Board | 08/10/2021 |
| Relationship with Directors and KMPs. | Daughter of Mr. Amit Vinod Sheth and Mrs. Deepali Amit Sheth. |
| Qualifications | Bachelor's degree in Commerce from Narsee Monjee Institute of Management Studies. |
| Expertise in specific functional area. | Since her appointment as a Non-Executive Director in the Company, she is actively involved in the area Sales and Marketing. |
| Details of Board Meetings attended by the Directors during the year. | 6 out of 8 Board Meetings. |
| Terms and Conditions of Appointment or reappointment along with remuneration. | The appointment of Ms. Khushi Amit Sheth is in terms of Section 152(6) of the Companies Act, 2013 as a Non-Executive Non-Independent Director with effect from 08 th October, 2021 is liable to retire by rotation. Further, she is eligible for the sitting fees for attending the Board Meetings. |
| Membership of Committees of Focus Lighting And Fixtures Limited. | NIL |
| Directorship held in other listed entities committees. | NIL |
| Membership Chairmanship or Committees across other Public Companies. | NIL |
| Shareholding (No. of Shares) in Focus Lighting and Fixtures Limited | NIL |

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

The Board recommends the above resolution to be passed as an ordinary resolution.

ITEM NO. 4 & 5:

Currently, the Authorised Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore fifty lakh) Equity Shares of Rs. 10 (Rupees Ten Only) each. The Issued, Subscribed and Paid-Up Share Capital of the Company is divided into 1,30,92,115 (Rupees One Crore Thirty Lakh Ninety-Two Thousand One Hundred and Fifteen) Equity Shares of Rs.10 (Rupees ten only) each amounting to Rs. 13,09,21,150 (Rupees Thirteen Crore Nine Lakh Twenty-One Thousand One Hundred and Fifty Only).

The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited (NSE). In order to enhance the liquidity of Company's Equity Shares in the Stock Market and widen the shareholders base by making the Equity Shares of the Company more affordable to small investors, the Board of Directors of the Company in their meeting held on 24th July, 2023 considered and approved, subject to the approval of Members of the Company and statutory authorities (if any), the sub-division of the existing equity shares of the Company such that 1 (one) equity share having face value of Rs.10 (Rupees Ten only) each fully paid-up be sub-divided into 5 (five) equity shares having face value of Rs. 2/- (Rupees Two Only) each fully paid-up, ranking pari-passu with each other in all respects with effect from the 'Record Date' to be determined by the Board of Directors for this purpose.

The sub-division/split of equity shares would inter-alia require appropriate adjustments to be made by the Board to ensure fair and reasonable adjustment to the entitlement of the participants under the 'EMPLOYEE STOCK OPTION PLAN 2019' of the Company, with respect to outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

The sub-division/split of equity shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association ("MOA") of the Company. There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division/split of equity shares. Further, such sub-division/split shall not be construed as reduction in share capital of the Company i.e. in compliance of the applicable provisions of the Companies Act, 2013 and other applicable regulations/ provisions in this regard.

Draft copy of the amended Memorandum of Association of the Company is available at the Registered Office of the Company for inspection by the Members upto the last date of remote e-voting.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this business except to the extent of their shareholding in the Company.

The Board of Directors accordingly recommends the resolutions in Item Numbers 4 and 5 of the notice for your approval by way of an ordinary resolution.

ITEM NO. 6:

Pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, prior approval of the Board of Directors is required for the appointment of Related Party in office or place of profit in the Company, its Subsidiary Company or associate Company if the monthly remuneration is upto Rs. 2,50,000/- (Rupees Two lakh Fifty Thousand Only). However, if the same exceeds Rs. 2,50,000/- (Rupees Two lakh Fifty Thousand Only) per month prior approval of the shareholders is also required.

The Audit Committee and Board of Directors in its meeting held on 03rd May, 2023 has approved the revision in the remuneration of the Mr. Jigar Bharat Ghelani, Business Development Manager of the Plus Light Tech – F.Z.E., wholly Owned Subsidiary of the Company at a remuneration from Rs. 7,00,000 (Rupees Seven Lakhs Only) per month to Rs. 12,00,000/- (Rupees Twelve Lakhs Only) per month and such other benefits as termed which requires approval of members. The resolution has been put forth 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. 6.

None of the Promoter, Directors or Key Managerial Personnel of the Company or their relatives, except Mr Amit Vinod Sheth and Mrs. Deepali Amit Sheth, being relatives of Mr. Jigar Bharat Ghelani is in any way concerned or interested, in the said resolution.

The Board recommends the above resolution to be passed as a Special resolution.

ITEM NO.7 & 8:

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 Special Resolution.

Reference to the provision of section 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 12th September 2018, notification dated 18th March, 2021 and other notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013, provides for payment of remuneration to a Managerial Person or other Directors by Companies having profits or no profits or inadequate profits, it may pay remuneration to the managerial person or other director exceeding the higher of the limits as prescribed in Section 197 and Schedule V of the Companies Act, 2013 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.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 24th July, 2023 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 managerial remuneration payable to all the Directors of the Company shall not exceed Rs. 5,00,00,000/- (Rupees Five Crore Only) per annum.

Members are requested to note that considering the vast experience and expertise of Mrs. Deepali Sheth, Executive Directors in her field, quantum of work and devotion of considerable time for the Company's business operations particularly in respect of vital and strategic decisions, the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company at its meeting held on 24.07.2023, subject to the approval of Members/Shareholders of the Company in its 18th Annual General Meeting to be held on Thursday, 31st day of August, 2023 as a Special Resolution, it is proposed to pay the remuneration not exceeding Rs. 70,00,000 Lakhs to Mrs. Deepali Amit Sheth for the period of 3 (three) years with effect from 1st April, 2023. In addition to the remuneration, Mrs. Deepali Sheth is also entitled to the reimbursement of the expenses incurred by them for the Company.

| I | Remuneration Details | |
|-----------------------------------|---|--|
| (a) Period: | 1 st April, 2023 to 31 st March, 2026. | |
| (b) Salary | In consideration of the performance of her duties, the Company shall pay to Mrs. Deepali Amit Sheth the fixed gross remuneration (other than the PF, Superannuation and Gratuity) not exceeding Rs. 70,00,000 (Rupees Seventy Lakh) 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 Executive Director as well as that of the Company. | |
| (c) | Benefits, Perquisites & Allowances | |
| | Medicclaim and Personal Accident Insurance | Medicclaim and Personal Accident Insurance Policy for such amount as per the rules of the Company. |
| | Gratuity | Gratuity at the rate of 4.84% of basic salary earned for each completed year of service. |
| | Car | Free use of the Company's car as per Company's Rules. |
| | Out of pocket expenses | 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. |
| (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 aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration. | |

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

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

| I | General Information | |
|----------|---|---|
| 1 | Nature of Industry | The Company is engaged in business of manufacturing and trading of led lights and fixtures. |
| 2 | Date or expected date of commencement of commercial production | Not applicable (Company is an existing company) |
| 3 | In case of new companies, expected date of commencement of activities | Not applicable |

| | | |
|-----------|--|--|
| | as per project approved by financial institutions appearing in the prospectus. | |
| 4 | Financial performance based on given indicators | *As per the table mentioned below. |
| 5 | Foreign investments or collaborations, if any. | The Company has total investment of Rs. 62,08,051/- in two unlisted subsidiaries. |
| II | Other information: | |
| 1 | Reasons of loss or inadequate profits | Our Company has a made huge expansion in its business operations recently by generating a revenue of Rs. 16,215.90 Crore as compared to previous years. and currently strengthen its market position. There are various factors for lighting industry to get disrupt such as global supply chain, delaying the manufacturing, market saturation, seasonal variations. |
| 2 | Steps taken or proposed to be taken for improvement | To cater to the said shortfall, the company has adopted various measures such as cost analysis and reduction, product diversification and innovation, marketing and sales strategy enhancement, operational efficiency etc. |
| 3 | 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 and the Company has drawn up an Annual Business Plan which it will endeavour to achieve. |

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

(Rs in Lacs)

| Particulars | Standalone Financial Statement of the Company for the Financial Year ended on: | |
|---------------------------------|--|-----------------------------|
| | 31 st March 2023 | 31 st March 2022 |
| Revenue from operation | 16,215.90 | 10,154.55 |
| Other Income | 70.88 | 94.50 |
| Total Income | 16,286.78 | 10,249.05 |
| Less: Total Expenditure | 13,390.30 | 9,760.72 |
| Profit before Tax | 2,896.49 | 4.88.32 |
| Less: Provision for Tax | 653.29 | 138.88 |
| Profit/ (loss) After Tax | 2,243.20 | 349.44 |

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

The Board recommends the Resolution at Item No. 7 and 8 for approval of the shareholders as Special resolution.

ITEM NO. 9:

Xandos Lighting And Fixtures Private Limited (“Xandos”) is a Subsidiary of the Focus Lighting and Fixtures Limited (“FLFL”) and has been incorporated for the purpose of manufacturing, designing and deal in all types of lighting products, fixtures and related matters.

Due to expansion in business operations and to strengthen its competitive position in the market including significant growth, some of the transactions are been undertaken by Xandos on behalf of FLFL. Due to which FLFL proposes to enter into certain business transactions such as purchase and sale of raw material, moulds, dies and machinery, etc. with Xandos Lighting And Fixtures Limited in which Amit Vinod Sheth, Managing Director of FLFL is interested.

As per Section 2(76) the Companies Act, 2013, the term Relatives has been defined which includes Mr. Amit Vinod Sheth, Managing Director as an interested party in the proposed resolutions. Further, as per Regulation 23 of SEBI ((LODR) Regulations, 2015 defines the term Material Related Party Transaction. It provides that all Related Party Transactions shall be considered as “Material” if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceeds Rupees 1000 Crores or 10% of the Annual Consolidated Turnover of the Company as per the last Audited Financial Statement of the Company, whichever is lower.

Further, as per the special resolution passed on 17th March, 2023, the Shareholder’s approval was obtained through Postal Ballot for any issue of loan or providing guarantee or security on a loan obtained by Xandos in terms of the provisions of Section 185 of the Companies Act, 2013.

A transaction involving payments made to a related party with respect to brand usage or royalty shall also be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed five percent of the Annual Consolidated Turnover of the Company as per the last Audited Financial Statements of the Company.

The Material Related Party Transactions requires prior approval of the Shareholders by passing a Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

The total value of the proposed transaction(s) for purchase of Raw material, finished goods, moulds, dies, machinery, etc could reach the threshold limit as prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 i.e. one thousand crores or ten percent of the Annual Consolidated Turnover of the Company, whichever is lower.

For the period commencing from 1st April, 2023, the Audit Committee/ Board had recommended the following Contract(s)/ Arrangement(s)/ any transaction(s) is proposed for the approval of the Shareholders of the Company by passing an ordinary resolution:

| Sr No. | Particulars | Approval required for transactions under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (which may or may not be in ordinary course of business but at arm’s length basis) |
|--------|---|--|
| 1. | Name of the Related Party | Xandos Lighting And Fixtures Private Limited |
| 2. | Nature of Relationship | A Company in which Mr. Amit Vinod Sheth is interested as a Directors in the Related Party Company. |
| 2. | Types, Material terms and Particulars of Proposed Transaction | All the proposed Contract(s)/ Arrangements/ any transaction(s) with respect to Sale, purchase or supply of goods or materials, selling or disposing of or buying of property of any kind and availing or rendering of any services either directly or through any appointed agent, leasing of property of any kind, for appointment to any office or place of profit in the Company, its Subsidiary or Associate Company, for remuneration |

| | | |
|-----|---|---|
| | | for underwriting the subscription of any securities or derivatives thereof or any other transaction of whatever nature, at arm's length basis and which may or not be in the ordinary course of business, which shall be governed by the Company's Related Party Transaction Policy and shall be approved by the Audit Committee within the overall limits approved by the Shareholders. |
| 3. | Tenure of the proposed transaction | In any financial year commencing from 1 st April, 2023. |
| 4. | Estimated maximum amount / Value of proposed transactions that shall be entered into | Up to 40% of the Annual Consolidated Turnover of the Company as per the latest audited financial statements of the Company. |
| 5. | The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. | Up to 40% of the consolidated turnover of the Company as per the latest audited financial statements of the Company. |
| 6. | The indicative base price / current contracted price and the formula for variation in the price if any | - |
| 7. | Justification as to why RPT is in the interest of listed entity | <p>Xandos is a Subsidiary of the Company and has been incorporated for manufacturing, trading, design, purchase or deal in all types of lighting products and its fixtures.</p> <p>Some of the transactions are been undertaken by Xandos on behalf of the Company due to which there is day to day transactions between both the Company for purchase and sale of raw material, finished goods, moulds, dies and machinery, etc.</p> <p>Accordingly, the proposed related party transaction is in the interest of the Company.</p> |
| 8. | A copy of the valuation or other external party report, if any such report has been relied upon; | Not Applicable |
| 9. | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | - |
| 10. | Any other information that may be relevant | Raw materials, Finished goods, moulds, dies and Machinery available with related party and of desired quality needed for production process and justified from economies of scale point of view. |

***Plus taxes wherever applicable.**

The other related information as envisaged under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

| | |
|---|--|
| Name of the Related Party | Xandos Lighting And Fixtures Private Limited |
| Name of the Director or key managerial personnel who is related, if any | Mr. Amit Vinod Sheth |
| Nature of Relationship | Mr. Amit Sheth is a Director in Xandos Lighting And Fixtures Private Limited and Focus Lighting And Fixtures Limited Focus Lighting And Fixtures Limited is holding 5,100 shares in Xandos Lighting And Fixtures Private Limited. |
| The nature, material terms, monetary value and particulars of the contract or arrangement | As per table above |
| Any other information relevant or important for the members to take a decision on the proposed resolution | Raw materials finished goods, moulds, dies and Machinery available with related party and of desired quality needed for production process and justified from economies of scale point of view. |

The above Contract(s) / Arrangement(s) / any transaction(s) were recommended by the Audit Committee at their meeting held on 24.07.2023 and approved by the Board of Directors at its meeting held on 24.07.2023 to the unrelated shareholders of the Company for their approval.

None of the Directors/Key Managerial Personnel of the Company/their relatives, is in any way concerned or interested, in the said resolution except Mr. Amit Vinod Sheth, Managing Director and Ms Khushi Amit Sheth, Non-Executive Director to the extent of their Directorship in the Company.

The Board recommends the Resolution at Item No. 9 for approval of the shareholders as Special resolution.

**By order of the Board of Directors of
Focus Lighting and Fixtures Limited**

**Sd/-
Drashti Senjaliya
Company Secretary**

Place: Mumbai
Date: 24th July, 2023

ATTENDANCE SLIP

RECORD OF ATTENDENCE 18TH ANNUAL GENERAL MEETING, HELD ON THURSDAY, 31ST DAY OF AUGUST, 2023 AT 02.00 P.M. AT 11C, LAXMI INDUSTRIAL ESTATE, NEW LINK ROAD, OPP. FUN REPUBLIC, CINEMA, ANDHERI WEST, MUMBAI – 400058, MAHARASHTRA:

| | |
|--|--|
| Regd. Folio No. / DP ID & Client ID | |
| Name and Address of the Shareholder(s) | |
| Joint Holder 1/ | |
| Joint Holder 2 | |
| 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 18th Annual General Meeting of the Company on Thursday, the 31st day of August, 2023 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.

Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING

-----X-----X-----X-----

**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]

FOCUS LIGHTING AND FIXTURES LIMITED

CIN: L31500MH2005PLC155278

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

Phone No- +91 22 2686 5671, Email- cs@pluslighttech.com, Website-
www.focuslightingandfixtures.com

| | |
|------------------------|-------|
| Name of the Member(s): | |
| Registered Address: | |
| Folio No./Client ID: | DPID: |
| E-Mail ID: | |

I/We, being member(s) holding _____ Shares of the above named company, hereby appoint:

| | |
|--------------------|------------|
| Name: | Address: |
| E-mail Id: | Signature: |
| or failing him/her | |
| 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 18th Annual general meeting of the company, to be held on Thursday, the 31st day of August, 2023 at 2.00 p.m. 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 and Brief Description of Item | Type of Resolution | FOR | AGAINST |
|---------|---|--------------------|-----|---------|
| 1. | To consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31 st March, 2023 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended 31 st March, 2023, the Balance Sheet as at that date, the Auditor's Report thereon and the Directors' Report. | Ordinary | | |
| 2. | To appoint a Director in place of Ms. Khushi Amit Sheth (DIN: 09351537), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment. | Ordinary | | |
| 3. | To approve and declare Final Dividend on Equity Shares at the rate of 15% (Fifteen Percent) [i.e., Rs. 1.50/- (One Rupee Fifty Paise Only) per Equity Share of face value of Rs. 10/- (Rupees Ten Only)] for the Financial Year ended 31 st March, 2023. | Ordinary | | |
| 4. | To consider and approve for Sub-division of the equity shares of the company. | Ordinary | | |

| | | | | |
|----|---|----------|--|--|
| 5. | To consider and approve Alteration of Memorandum of Association (MOA) | Ordinary | | |
| 6. | To increase the limit as permissible under Section 188(1)(f) of the Companies Act, 2013 of Mr. Jigar Bharat Ghelani holding office or place of profit, as Business Development Manager in Plus Light Tech – F.Z.E, Wholly Owned Subsidiary. | Special | | |
| 7. | To consider and approve the increase remuneration payable to Mrs. Deepali Sheth, Executive Director of the Company. | Special | | |
| 8. | To increase the overall Managerial Remuneration of the Directors of the Company. | Special | | |
| 9. | To discuss, consider and approve the proposed Contracts/ Arrangements/ Transactions and Material Related Party Transactions with Xandos Lighting And Fixtures Private Limited. | Special | | |

Signed this _____ day of _____ 2023

Signature of Shareholder

Signature of Proxy holder



Notes:

1. This form of proxy in order to effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

BALLOT FORM

FOCUS LIGHTING AND FIXTURES LIMITED

CIN: L31500MH2005PLC155278

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

Phone No- +91 22 2686 5671, Email- cs@pluslighttech.com, Website-
www.focuslightingandfixtures.com

**FORM MGT -12
BALLOT PAPER/POLLING PAPER**

| | |
|--|--|
| Name of the Member(s): | |
| Registered Address: | |
| DP ID / Client ID* or Registered Folio No : | |
| No. of equity shares held : | |

***Applicable in case of Share held in electronic form**

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 18th Annual General Meeting of Company scheduled to be held on Thursday, the 31st day of August 2023 at 2.00 p.m. at the 11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic, Cinema, Andheri West, Mumbai – 400058, which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated herein below:

| Reso- lutions No. | Resolutions and Brief Description of Item | No. of Equity Share(s) held | I/We assent to the resolution (For)* | I/We dissent to the resolution (Against)* |
|----------------------------------|---|--|---|--|
| Ordinary Businesses | | | | |
| 1. | To consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31 st March, 2023 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended 31 st March, 2023, the Balance Sheet as at that date, the Auditor's Report thereon and the Directors' Report. | | | |
| 2. | To appoint a Director in place of Ms. Khushi Amit Sheth (DIN: 09351537), 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 approve and declare Final Dividend on Equity Shares at the rate of 15% (Fifteen Percent) [i.e., Rs. 1.50/- (One Rupee Fifty Paise Only) per Equity Share of face value of Rs. 10/- (Rupees Ten Only)] for the Financial Year ended 31 st March, 2023. | | | |
| Special Business | | | | |
| 4. | To consider and approve for Sub-division of the equity shares of the Company. | | | |
| 5. | To consider and approve Alteration of Memorandum of Association (MOA) | | | |
| 6. | To increase the limit as permissible under Section 188(1)(f) of the Companies Act, 2013 of Mr. Jigar Bharat Ghelani holding office or place of profit, as Business Development Manager in Plus Light Tech – F.Z.E, Wholly Owned Subsidiary. | | | |

| | | | | |
|----|--|--|--|--|
| 7. | To consider and approve the increase remuneration payable to Mrs. Deepali Sheth, Executive Director of the Company. | | | |
| 8. | To increase the overall Managerial Remuneration of the Directors of the Company. | | | |
| 9. | To discuss, consider and approve the proposed Contracts/ Arrangements/ Transactions and Material Related Party Transactions with Xandos Lighting And Fixtures Private Limited. | | | |

Signature of the Shareholder/Proxy Present

.....

***Please put a tick mark in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.**

INSTRUCTIONS

1. This Ballot Paper is provided, pursuant to Regulation 4(2) (a) (iii) read with regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 to enable the shareholder(s) or their proxy(ies) for voting by way of Ballot Paper(s), who does not have access to e-voting facility and /or who have not voted through e-voting, so that they can also participate in voting through this physical Ballot Paper.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot paper if a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting by Ballot paper shall be treated as invalid.
3. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through physical ballot paper from member(s) at the venue of AGM for declaring the final result for each of the resolutions forming part of 18th AGM Notice of Company.

Process and manner for Members opting to vote by using the Ballot Paper:

1. Please complete and sign this Ballot Paper and drop in the locked ballot box placed in the meeting hall for voting purpose with respect to 18th AGM of the Company as scheduled on Thursday, the 31st day of August 2023 at 2.00 p.m.
2. This ballot Paper should be signed by the Member (s) as per the specimen signature (s) registered with Registrar and Share Transfer Agent of the Company viz. Big Shares Services Private Limited or by their proxy(ies) duly authorized by the member. In case of joint holding, the ballot Paper should be completed and signed by the first name Member and in his/her absence, by the next name joint holder or by their proxy(ies) duly authorized by any one of the joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing and duly attested copy of the POA registered with the company or enclosing therewith duly attested/notarized copy of the POA.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution/Authorization document(s) consisting therein the attested signature(s) of authorized person(s).
4. Votes should be cast in case of each resolution either in favour or against by putting the tick mark in the respective column(s) provided in the Ballot Paper.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the Paid-up Equity Share Capital of the Company as on cut-off day Friday, 18th August, 2023 and each fully paid up equity shares carries one voting right.
6. A Member can download the Ballot Paper from the website of the Company viz. <https://www.focuslightingandfixtures.com/investors/annual-report/>, if so required.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Papers will be rejected. The Ballot Papers will also be rejected if it is received torned, defaced or mutilated to the extent which makes it difficult for the Scrutinizer to identify either the Member or when it is not ascertainable that vote(s) have been cast by member (s) in favour or against the resolution or when the signature(s) of member(s) cannot be verified with the available records of registrar & share transfer agent of company Big Shares Services Private Limited.
8. The decision of the Scrutinizer on the validity of the Ballot Paper(s) and any other allied matter(s) thereto shall be final and binding on the member(s) of Company.
9. The consolidated result for voting's done by the members of Company through e-votings & ballot votings for all the resolution(s) placed in the 18th AGM of company and as declared by Chairman/duly authorized person along with respective scrutinizer's report shall be uploaded on the company's website i.e. <https://www.focuslightingandfixtures.com/investors/30olodr-financial-year-2023-2024/> within 48 hours of conclusion of AGM and on the website of CDSL at www.evotingindia.com whenever they upload, and will simultaneously be also forwarded to the stock exchange(s) (viz. NSE) where the Company's equity shares are listed, as per respective rules/regulations applicable thereto.

ROUTE MAP TO THE VENUE TO THE 18TH ANNUAL GENERAL MEETING OF FOCUS LIGHTING AND FIXTURES LIMITED TO BE HELD ON THURSDAY, 31ST AUGUST, 2023 AT 02:00 PM AT 11C, THE EPICENTER, LAXMI INDUSTRIAL ESTATE, NEW LINK ROAD, OPP. FUN REPUBLIC, CINEMA, ANDHERI WEST, MUMBAI – 400058.

