Date: September 08, 2022

To,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, C-1 Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai.

Scrip Symbol: FOCUS
Series: EQ

Sub: Re-submission of Notice of the 17th Annual General Meeting (AGM) of the Company for the FY 2021-22 filed on 2nd September, 2022.

Ref: NSE Circular Ref No: NSE/CML/2022/44 dated 7th September, 2022 and NSE Circular Ref No: NSE/CML/2022/39 dated 2nd August, 2022

Dear Sir/ Ma'am,

With reference to the above-mentioned subject and pursuant to the aforementioned circulars issued by the Stock Exchanges pertaining to 'Use of digital signature certificate for announcements submitted by listed companies'. The Company hereby seeks to clarify that it had inadvertently submitted the physically signed copy to NSE and therefore **we hereby re-submit a digitally signed copy of the announcement filed on 2nd September, 2022 adhering to the requirements of the aforementioned NSE Circulars.**

In furtherance to our letter dated September 01, 2022, we wish to inform you that 17th Annual General Meeting ("AGM") of the Company will be held on Saturday, September 24, 2022 at 2:00 p.m. (IST) at the 11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic, Cinema, Andheri West, Mumbai – 400058.

Pursuant to Regulations 30 read with Part A, Para A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the 17th AGM for the financial year 2021-22 for your information and records.

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice of the 17th AGM along with the Annual Report are sent by email to those Members whose email addresses are registered with the Company / Depository Participant(s) and by other permitted modes to those Members whose email

Corporate Office
Focus Lighting & Fixtures Limited
A1007-1010,Corporate Avenue
Sonawala Road,Goregaon East
Mumbai 400063. India

Work
Survey No.396/24, Plot no.71/72,
New Ahmedabad Industrial estate,
NH8A, Behind Zydus research centre
Moraiya,Dist.Sanand,
Gujrat - 382213. India

CIN L31500MH2005PLC155278

T +91 22 2686 5671-6 **E** info@pluslighttech.com | info@trix.co.in
W pluslighttech.com | trix.co.in | lumensandbeyond.com

addresses are not registered with the Company/ Depository Participants. Additionally, the Notice of the 17th AGM and the Annual Report are also being uploaded on the website of the Company at https://pluslighttech.com/investor/annual-report/.

You are requested to kindly take the same on your records.

For **Focus Lighting and Fixtures Limited**

DRASHTI MATHUR BHIMANI

Digitally signed by: DRASHTI MATHUR BHIMANI
DN: CN = DRASHTI MATHUR BHIMANI C = IN O = Personal
Date: 2022.09.08 12:26:37 + 05'30'

Drashti Bhimani
Company Secretary & Compliance Officer

Encl: As above

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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 17TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 17th Annual General Meeting of the members of **Focus Lighting And Fixtures Limited** will be held on Saturday, the 24th day of September 2022 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, 2022 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2022, 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.

3. To approve and declare Final Dividend on Equity Shares at the rate of 5% (Five Percent) [i.e., Rs. 0.50/- (Fifty Paise Only) per Equity Share of face value of Rs. 10/-(Rupees Ten Only)] for the Financial Year ended 31st March, 2022.

SPECIAL BUSINESS

4. **Increase in the Authorised Share Capital of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act"), (including any amendment thereto or re-enactment thereof), read with the Companies (Share Capital and Debentures) Rules, 2014, 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 ("SEBI 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, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company increased from Rs.12,00,00,000 (Rupees twelve crores only) comprising 1,20,00,000 (One Crore Twenty Lakhs only) Equity Shares of face value of Rs.10/- (Rupees Ten only) each, to

Rs.15,00,00,000(Rupees Fifteen crores only) comprising of 1,50,00,000 (One Crore Fifty Lakhs only) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to take all such acts, sign all such documents and comply with all formalities and procedures required to be complied with in relation to the increase in the authorised share capital of the Company, including the filing of the necessary e-forms with the Registrar of Companies and the relevant stock exchange.".

5. Approval for Alteration in Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 13 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, the consent of the Members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company by deleting therefrom, the existing Clause V and substituting in its place and stead the following new and amended Clause "V":

"V. The Authorised Share Capital of the Company is Rs.15,00,00,000 (Rupees Fifteen crores only) comprising 1,50,00,000 (One Crore Fifty Lakhs only) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), be and is hereby authorised to do all such acts, deeds, matters and things and settle any or all questions or matters arising with respect to the increase in the authorised share capital of the Company and the amendment to the Memorandum of Association of the Company and make all necessary filings and intimations to the Registrar of Companies and other appropriate authorities, and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons."

6. Approval for Preferential Issuance of Warrants on a Private Placement Basis.

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 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other rules made thereunder, (including any amendments, modifications or re-enactments thereof), for the time being in force (the "Companies Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended or modified (the "SEBI ICDR Regulations"), the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or modified ("SEBI Listing Regulations"), all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as applicable, the uniform listing agreement entered into by the Company with the relevant stock exchanges, in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to all statutory, regulatory and government approvals, permissions, consents and sanctions as may be required including from the relevant stock exchanges, where the equity shares of the Company are listed (the "Relevant Stock Exchanges") and subject to such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, permissions, consents and sanctions which may be accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members be and is hereby accorded to create, offer, issue and allot, upto 28,58,815 (Twenty Eight Lakhs Fifty Eight Thousand Eight Hundred and Fifteen) warrants at a price of Rs. 110/- (Rupees One Hundred and Ten only) each ("Warrant(s)") to Rajendra Suganchand Shah and Rishi Rajendra Shah, not being promoters and not belonging to the promoter and promoter group of the Company (collectively, the "Proposed Allottees") for cash consideration, as a preferential issue on a private placement basis, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, with each Warrant entitling the holder thereof to apply for and be allotted one (1) equity share of the face value of Rs.10/- (Rupee Ten only) each, the conversion of which must be exercised by the holder of the Warrants within a period not exceeding eighteen (18) months from the date of allotment of the Warrants, in one or more tranches, in accordance with SEBI ICDR Regulations and other applicable laws, such that the equity shares to be issued upon exercise of all Warrants so issued or allotted, give rise in aggregate upto 28,58,815 (Twenty Eight Lakhs Fifty Eight Thousand Eight Hundred and Fifteen) equity shares of the Company ("Resultant Equity Shares") of Rs.10/- (Rupee Ten only) each, at a premium of Rs.100/- (Rupees Hundred only) per equity share aggregating to upto Rs. 31,44,69,650 (Rupees Thirty One Crores Forty Four Lakhs Sixty Nine Thousand Six Hundred and Fifty only) of which (i) 25% per Warrant payable at the time of allotment and (ii) balance 75% per Warrant payable at the time of exercise of the Warrant into equity shares. The Warrants shall be allotted to the Proposed Allotees in the following manner:

Sr. No	Name of the Proposed Allotee	Number of Warrants
1	Rajendra Suganchand Shah	14,29,408
2	Rishi Rajendra Shah	14,29,407
Total		***28,58,815***

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the proposed issuance is 25th August, 2022 being the date thirty (30) days prior to the date of the Annual General Meeting ("***Relevant Date***") on which this special resolution of the members of the Company is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to certain terms, including the following:

a) the holder of the Warrant shall, subject to the SEBI ICDR Regulations and other applicable laws, be entitled to apply for, and be allotted, in one or more tranches, 1 (one) equity share against exercise of each Warrant;

b) the Warrants and the Resultant Equity Shares shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations;

c) the Warrants shall be exercised by the holder of the Warrants within a period of eighteen (18) months from the date of allotment, by issuing a written notice to the Company

specifying the number of Warrants proposed to be exercised by the holder of the Warrants and the aggregate amount payable thereon, prior to or at the time of conversion of such Warrants into equity shares ("Balance Amounts");

d) in the event the holder of Warrants does not exercise the right to convert the Warrants into Resultant Equity Shares within a period of eighteen (18) months from the date of allotment of the Warrants, the entitlement of the holder of Warrants to convert the Warrants into Resultant Equity Shares shall lapse and any amount paid by the holder of Warrants for such Warrants shall stand forfeited by the Company;

e) upon payment of the Balance Amounts, the Company shall, without any further approval from the members of the Company, issue and allot the corresponding number of Resultant Equity Shares;

f) the Resultant Equity Shares shall be listed on the Relevant Stock Exchanges and shall rank pari passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the monies to be received from the Proposed Allotees towards application for subscription of the Warrants pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with the provisions of Section 42 of the Companies Act;

RESOLVED FURTHER THAT pursuant to Section 42 of the Companies Act and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, the consent of the Members of the Company be and is hereby accorded to approve the format of Form PAS 4 (Private Placement Offer Letter), tabled before the meeting and initialed by the Chairman for the purpose of identification, to be issued to the Proposed Allottees in relation to the issuance of the Warrants;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or desirable to give effect to this offer, issue and allotment of the Warrants and the Resultant Equity Shares, including negotiating, finalizing and executing all agreements, deeds or documents (including any modifications or amendments thereto) as may be necessary, desirable or expedient, making form filings, to represent the Company before any Governmental or regulatory authorities, to make applications to the relevant Governmental Authorities or Relevant Stock Exchanges and to settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the Resultant Equity Shares and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection, without requiring any further approval of the members of the Company and that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution and all acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any such acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be;

RESOLVED FURTHER THAT the Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing this special resolution by the members, provided that where the allotment of the Warrants is subject to receipt of any approval from the relevant Governmental Authorities or Relevant Stock Exchanges, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals;

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve the other terms and conditions of the proposed issue subject to agreement with the Proposed Allottees and is also entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to compliance with the applicable guidelines, notifications, rules and regulations under the applicable laws and to delegate all or any of its powers to any director or

committee of directors or employee or Company Secretary or officer of the Company (as it may consider appropriate) to give effect to the aforesaid resolutions.

7. **To approve the Appointment of Mr. Sanjay Surajmal Gaggar (DIN:03083767) as an Independent 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, read with Schedule IV of the Act and Regulation 16, 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Sanjay Surajmal Gaggar (DIN:03083767), who was appointed as an Additional Non-Executive and Independent Director of the Company with effect from August 11, 2022, pursuant to Section 161 of the Act and the Articles of Association of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, the consent of the members of the Company be and is hereby accorded to appoint Mr. Sanjay Surajmal Gaggar (DIN:03083767) as an Independent Director of the Company, who is not liable to retire by rotation, to hold office for a term of upto 5 (five) consecutive years with effect from August 11, 2022 to August 12, 2027."

RESOLVED FURTHER THAT any of the 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.**"**

8. **Regularisation of Additional Director, Ms. Khushi Sheth (DIN: 09351537) as Non-Executive Non- Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161(1) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Ms. Khushi Sheth (DIN: 09351537), who was appointed as an Additional Director of the Company with effect from October 08, 2021 who holds office upto the date of the ensuing Annual General Meeting and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Ms. Khushi Sheth for the office of Director, be and is hereby appointed as a Non-Executive Non- Independent Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT any of the 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."

9. To re-appoint Mr. Chetan Shah (DIN: 08038633) as an Independent 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 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16, 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee to the Board and the Board of Directors of the Company to the Members, Mr. Chetan Shah (DIN: 08038633), who was appointed by members at their Annual General Meeting held on September 28, 2018 as a Non-Executive-Independent Director of the Company for a first term of five consecutive years commencing from December 29, 2017 and who holds office of the Independent Director up to December 28, 2022 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from December 29, 2022 to December 28, 2027 (both days inclusive), not liable to retire by rotation and on such terms as stated in the explanatory statement hereto.

RESOLVED FURTHER THAT any of the 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."

10. To re-appoint Mr. Mahesh Rachh (DIN: 00458665) as an Independent 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 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16, 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and pursuant to the recommendation of Nomination

and Remuneration Committee to the Board and the Board of Directors of the Company to the Members, Mr. Mahesh Rachh (DIN: 00458665), who was appointed by members at their Annual General Meeting held on September 28, 2018 as a Non-Executive-Independent Director of the Company for a first term of five consecutive years commencing from December 29, 2017 and who holds office of the Independent Director up to December 28, 2022 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from December 29, 2022 to December 28, 2027 (both days inclusive), not liable to retire by rotation and on such terms as stated in the explanatory statement hereto.

RESOLVED FURTHER THAT any of the 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.**"**

11. To Approve the Contracts/Arrangements/Transactions for Related Party Transactions with ShethVinod Lighting Private Limited.

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

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, in accordance with and subject to the provisions of Memorandum and Articles of Association of the Company and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the consent of the Shareholders of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) for Related Party Transactions with ShethVinod Lighting Private Limited, a related party within the meaning of Section 2(76) of the Act and the Listing Regulations, for purchase of Moulds, dies and Machinery (Purchase of Property) may exceed the threshold limit of 10% or more of the networth of the Company as prescribed by the Companies Act, 2013 in any financial year commencing from 1st April, 2022 which is at arm's length basis but not in the ordinary course of business and all proposed contracts/ arrangements/ transactions for Related Party Transactions with ShethVinod Lighting Private Limited with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such parties to any office or place of profit in the company or any other transactions of whatever nature, at arm's length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations, 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 authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

12. To Ratify the Contracts/Arrangements/Transactions for Related Party Transactions with ShethVinod Lighting Private Limited for FY 2021-22.

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

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, in accordance with and subject to the provisions of Memorandum and Articles of Association of the Company and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the consent of the shareholders of the Company be and is hereby accorded to ratify and approve the related party transactions entered into by the Company with ShethVinod Lighting Private Limited amounting to Rupees 14,00,000/-(Fourteen Lakhs only) during the financial year 2021-22 in respect of contract of sales of raw material and finished goods at arm's length prices and in the ordinary course of business as detailed in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such deeds, matters and things including the delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.**"**

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: September 01, 2022

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 Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 14, 2022 to Saturday, September 24, 2022 (both days inclusive) for annual closing and determining the entitlement of the Shareholders to the Final Dividend for the Financial Year 2021-22.

6. The Company has fixed Tuesday, September 13, 2022 as the "Record Date" for determining entitlement of Members to Dividend for the financial year ended March 31, 2022, if approved at the AGM.

7. The Dividend on Equity Shares for the Financial Year 2021-22, 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 Tuesday, September 13, 2022, 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 on or before Tuesday, September 13, 2022

8. 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.

9. 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.

10. 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 http://pluslighttech.com/wp-content/focus_investor/investor_grivence_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.

11. 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.

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://pluslighttech.com/investor/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).

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 Friday, September 23, 2022. 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 Friday, September 23, 2022. For further details please refer to Communication to Shareholders regarding Dividend at pluslighttech.com/wp-content/focus_investor/announcement_2022_23/Dividend - TDS Communication to Shareholders.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. 2021-22 and the Notice of 17th 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. August 26, 2022 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://pluslighttech.com/investor/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 17th 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 September 16, 2022 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.pluslighttech.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 on **9:00 am on Wednesday, September 21, 2022** and **ends** at **5:00 pm Friday, September 23, 2022** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) **Friday, September 16, 2022** 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, 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.

(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.

(v) 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.

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	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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	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 or joining virtual meeting & voting during the meeting.

	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 or joining virtual meeting & voting during the meeting.
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 022-23058738 and 22-23058542-43 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

(vi) 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) • 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)	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. • 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.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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.

(ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <Company Name> ie. FOCUS LIGHTING AND FIXTURES LIMITED#FORMERY FOCUS LIGHTING AND FIXTURES PRIVATE LIMITED on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) 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.

(xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xviii) 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.

- 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.

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 to 12 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 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 are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2").

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Ms. Deepali Amit Sheth herself, Ms. Khushi Amit Sheth 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. 04 & 05:

The Current Authorized Share Capital of the Company is Rs. 12,00,00,000 (Rupees Twelve Crores Only) comprising 1,20,00,000 (One Crore Twenty Lakhs Only) Equity Shares of face value of Rs.10/-(Rupees Ten Only) each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on Thursday, 1 1 t^{h} August, 2022 had accorded its approval for increasing the Authorised Share Capital from Rs. 12,00,00,000 (Rupees Twelve Crores Only) comprising 1,20,00,000 (One Crore Twenty Lakhs Only) Equity Shares of face value of Rs.10/- (Rupees Ten Only) each to Rs. 15,00,00,000 (Rupees Fifteen Crores Only) comprising 1,50,00,000 (One Crore Fifty Lakhs Only) Equity Shares of face value of Rs.10/- (Rupees Ten Only) each subject to the approval of shareholders.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

It is therefore proposed to increase the Authorised Share Capital of the Company Rs. 12,00,00,000 (Rupees Twelve Crores Only) comprising 1,20,00,000 (One Crore Twenty Lakhs Only) Equity Shares of face value of Rs.10/- (Rupees Ten Only) each to Rs. 15,00,00,000 (Rupees Fifteen Crores Only) comprising 1,50,00,000 (One Crore Fifty Lakhs Only) Equity Shares of face value of Rs.10/- (Rupees Ten Only) each ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection for the Members at the Registered Office of the Company during the office hours on any

working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested, financially or otherwise in the said resolution, save and except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution set forth in Item No. 4 & 5 of the Notice for approval of the Members.

ITEM NO. 06:

The Members are hereby informed that in order to meet the funding and business requirements of the Company including in relation to, and for funding the business growth, capital expenditure, expansion plans, exploring new initiatives, working capital and other general corporate purposes the Board at its meeting held on September 01, 2022, has, subject to the approval of the members of the Company, approved, the issuance of upto 28,58,815 (Twenty Eight Lakhs Fifty Eight Thousand Eight Hundred and Fifteen) warrants at a price of Rs. 110/- (Rupees One Hundred and Ten only) each ("*Warrants*"), to the proposed allottees as set out below, not being promoters and not belonging to the promoter and promoter group of the Company (collectively, the "*Proposed Allottees*") for an aggregate consideration of upto Rs. 31,44,69,650 (Rupees Thirty One Crores Forty Four Lakhs Sixty Nine Thousand Six Hundred and Fifty only), as a preferential issue on a private placement basis, with each Warrant entitling the holder thereof to apply for, and be allotted one (1) equity share of Rs.10/- (Rupee Ten only) each at a premium of Rs.100/- (Rupees Hundred only) per equity share:

No	Name of Proposed Allotee	Current Status/ Category	No. of Warrants	Proposed Status/ Category
1.	Rajendra Suganchand Shah	N/A	14,29,408	Non-Promoter
2.	Rishi Rajendra Shah	N/A	14,29,407	Non-Promoter

In accordance with Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") read with the applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules made thereunder, (including any amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force, and in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended or modified ("SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or modified ("SEBI Listing Regulations"), approval of the Members of the Company is sought by way of a special resolution for the proposed issuance of the Warrants to the Proposed Allottees on the terms and conditions set out hereunder.

Given below is a statement of disclosures as required under the Companies Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014.

1. **Objects of the preferential issue**:

The object of the issue to meet the funding and business-related requirements of the Company but not limited to funding business growth, capital expenditure, expansion, exploring new initiatives, working capital and for other general corporate purposes.

2. **Particulars of the offer including date of passing of Board resolution**:

The Board of Directors of the Company, at their meeting held on Thursday, September 01, 2022, have approved, subject to the approval of the Members of the Company and such other approvals as may be required, the issuance of upto 28,58,815 (Twenty Eight Lakhs Fifty Eight Thousand Eight Hundred and Fifteen) warrants at a price of Rs. 110/- (Rupees One Hundred and Ten only) each, to the Proposed Allottees, not being promoters and not belonging to the promoter and promoter group of the Company for an aggregate consideration of upto Rs. 31,44,69,650 (Rupees Thirty One Crores Forty Four Lakhs Sixty Nine Thousand Six Hundred and Fifty only), with each Warrant entitling the holder thereof to apply for, and be allotted one (1) equity share of the face value of Rs.10/- (Rupee Ten only) each, giving rise in aggregate upto 28,58,815 (Twenty Eight Lakhs Fifty Eight Thousand Eight Hundred and Fifteen) equity shares of the Company ("***Resultant Equity Shares***") pursuant to the exercise of the Warrants.

3. **Total number and kinds of securities offered and the price at which security is being offered**:

Upto 28,58,815 warrants exercisable into equity shares of the Company of the face value of Rs.10/- (Rupee Ten only) each at a premium of Rs.100/- (Rupees Hundred only) per equity share.

4. **Basis or justification for the price (including premium, if any) at which the offer or invitation is being made**:

The equity shares of the Company are listed on the National Stock Exchange of India Limited (NSE) and are frequently traded, in terms of the definition of the frequently traded shares stated in Regulation 164(5) of the SEBI ICDR Regulations.]

Since the preferential issue may result in the allotment of more of than 5 (five) per cent of the post issue fully diluted share capital of the Company to the Proposed Allottees, the provisions of Regulation 166A of the SEBI ICDR Regulations are applicable to the Company. Hence, the Company has obtained a valuation report from an independent registered valuer, being Mr. Bhavesh Rathod having IBBI Registration No. IBBI/RV/06/2019/10708. The price computed by the valuer in terms of Regulation 166A of the SEBI ICDR Regulations, as stated in the valuation report, is Rs.64.42 per Warrant. The report of the valuer is available for inspection of the members on our website at pluslighttech.com/wp-content/focus_investor/announcement_2022_23/Valuation Report of Independent Valuer under Regulation 166A (1) of SEBI(ICDR) Regulations, 2018.pdf.

In terms of Regulation 164(1) of the SEBI (ICDR) Regulations, the floor price is Rs. 109.63 being the higher of:

i. the 90 trading days volume weighted average price of the related equity shares quoted on the NSE preceding the Relevant Date being Rs. 107.23 (Rupees One Hundred Seven and Twenty-Three paise); and
ii. the 10 trading days volume weighted average prices of the related equity shares quoted on the NSE preceding the Relevant Date being Rs. 109.63 (Rupees One Hundred and Sixty-Three paise).

The price computed by the valuer in terms of Regulation 166A of the SEBI ICDR Regulations is lesser than the floor price computed in terms of Regulation 164(1) of the SEBI ICDR Regulations. Thus, the issue price of Rs.110/- per Warrant has been fixed in terms of the first proviso to Regulation 166A(1) of the SEBI ICDR Regulations, being the higher of the price determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations and the price determined in terms of the provisions of Regulation 166A of the SEBI ICDR Regulations.

5. Relevant Date with reference to which the price has been arrived at:

August 25, 2022 being the date thirty (30) days prior to the date of the Annual General Meeting.

6. Name and address of valuer who performed valuation:

Mr. Bhavesh Rathod
12D, White Spring, A wing, Rivali Park Complex,
Western Express Highway, Borivali East, Mumbai 400066

7. Class or classes of persons to whom the allotment is proposed to be made:

Resident Indian Individuals in the following manner:

No	Name of Proposed Allotee	Proposed Status/ Category
1.	Rajendra Suganchand Shah	Non-Promoter
2.	Rishi Rajendra Shah	Non-Promoter

8. Amount which the Company intends to raise by way of such securities:

The Company intends to raise an aggregate amount of upto Rs. 31,44,69,650 (Rupees Thirty One Crores Forty Four Lakhs Sixty Nine Thousand Six Hundred and Fifty only), from the proposed issuance of the Warrants.

9. Shareholding pattern of the issuer before and after the preferential issue:

Sr no.	Category	Pre-Issue*		Post-Issue (on fully diluted basis)**	
		No. of Shares held	**% of Share Holding**	**No. of Shares held**	**% of Share Holding*** **
A	Promoters' holding				
1	Indian				
	Individual	6845211	66.89	6845211	52.28
	Bodies Corporate	590580	5.77	590580	4.51
	Sub-Total	7435791	72.66	7435791	56.79
2	Foreign Promoters	0	0	0	0
	Sub-Total (A)	7435791	72.66	7435791	56.79
B	Non-Promoters' Holding				
1	Institutional Investors	0	0	0	0
2	Non-Institution				
	Private Corporate Bodies	47486	0.46	47486	0.36
	Directors and Relatives	0	0	0	0
	Indian Public	2403986	23.49	52,62,801	40.20
	Others (Including NRIs)	248537	2.43	248537	1.90
	Sub-Total (B)	2700009	26.38	55,58,824	42.46
C	Non Promoter Non Public				
	Employee Benefit Trust	97500	0.95	97500	0.74
	Sub-Total(C)	97500	0.95	97500	0.74
	GRAND TOTAL	10233300	100	13092115	100

* as on 26th August, 2022

** on the assumption that all Warrants subscribed to, have been exercised into equity shares of the Company.

*** The Company's paid up share capital of 10233300 equity shares is after considering 97500 equity shares allotted to FLFL Employee Welfare Trust as per the Employee Stock Option Scheme of 2019.The employee's were given options to subscribe the shares, which the employees have not yet exercised.

10. Additional Disclosures

Material terms of raising such securities	g) The holder of the Warrant shall, subject to the SEBI ICDR Regulations and other applicable laws, be entitled to apply for, and be allotted in one (1) or more tranches, 1 (one) equity share against exercise of each Warrant. h) The Warrants and the Resultant Equity Shares shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. i) Out of the consideration for Warrants aggregating upto Rs. 31,44,69,650 (Rupees Thirty One Crores Forty Four Lakhs Sixty Nine Thousand Six Hundred and Fifty only), (i) 25% per Warrant shall be payable at the time of allotment, and (ii) balance 75% per Warrant shall be payable at the time of exercise of the Warrants into equity shares. j) The Warrants shall be exercised by the holder of the Warrants within a period of eighteen (18) months from the date of allotment, by issuing a written notice to the Company, specifying the number of Warrants proposed to be exercised by the holder of the Warrants and the aggregate amount payable thereon, prior to, or at the time of conversion of such Warrants into equity shares ("***Balance Amounts***"). k) in the event the holder of Warrants does not exercise the right to convert the Warrants into Resultant Equity Shares within a period of eighteen (18) months from the date of allotment of the Warrants, the entitlement of the holder of Warrants to convert the Warrants into Resultant Equity Shares shall lapse and any amount paid by the holder of Warrants for such Warrants shall stand forfeited by the Company. l) upon payment of the Balance Amounts, the Company shall, without any further approval from the members of the Company, issue and allot the corresponding number of Resultant Equity Shares. m) the Resultant Equity Shares shall be listed on the stock exchanges (where the equity shares of the Company are listed) and shall rank *pari passu* with the existing equity shares of the Company in all respects.
Proposed time schedule	The issue shall be completed within the timelines set as per the SEBI ICDR Regulations, more particularly set out in paragraph 5 below of the details disclosed in terms of the SEBI ICDR Regulations.
Purposes or objects of offer	The object of the issue is to meet the funding and business related requirements of the Company including in relation to,

	and for funding business growth, capital expenditure, expansion, exploring new initiatives, working capital and for other general corporate purposes
Intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the Promoters, Directors or Key Managerial Personnel of the Company will be offered any Warrants as part of the proposed issuance. The Warrants are proposed to be offered only to the Proposed Allottees.
Principle terms of assets charged as securities	Not Applicable

11. Change in control, if any, in the company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Warrants and the issuance of the Resultant Equity Shares.

12. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

No allotment on preferential basis is made during the year.

Following are the details of the proposed issue and other particulars required in terms of Regulation 163 of the SEBI ICDR Regulations:

1. Objects of the preferential issue:

As mentioned at Paragraph 1 above, under details disclosed in terms of Companies Act.

2. Maximum number of specified securities to be issued:

As mentioned at Paragraph 3 above, under details disclosed in terms of Companies Act.

3. Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:

As mentioned above, none of the Promoters, Directors or Key Managerial Personnel of the Company intent to subscribe to or will be offered any Warrants as part of the proposed issuance.

4. Shareholding pattern of the issuer before and after the preferential issue:

As set out at Paragraph 9 above, under details disclosed in terms of Companies Act.

5. Time frame within which the preferential issue shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Warrants on or before the expiry of fifteen (15) days from the date of passing of the special resolution by the Members of the Company approving the issue and allotment of the Warrants,

provided that where the issue and allotment of the Warrants is subject to any approval or permission of any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of the last of such approvals or permissions.

6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee(s) and:

No.	Name of the Proposed Allottees	Identity of the natural persons who will be ultimate beneficial owners	Percentage of Post-issue capital (on fully diluted basis)*
1	Rajendra Suganchand Shah	Not Applicable	10.92%
2	Rishi Rajendra Shah	Not Applicable	10.92%

*on the assumption that all Warrants subscribed to have been exercised into equity shares of the Company

** The Company's paid up share capital of 10233300 equity shares is after considering 97500 equity shares allotted to FLFL Employee Welfare Trust as per the Employee Stock Option Scheme of 2019.The employee's were given options to subscribe the shares, which the employees have not yet exercised.

7. Change in control, if any, in the issuer consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Warrants and the issuance of the Resultant Equity Shares.

8. Lock-in-Period:

The Warrants to be allotted pursuant to the proposed preferential allotment and the Resultant Equity Shares shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

The Proposed Allottees do not hold any securities in the Company as on date. Hence, the lock-in provisions, as specified in Chapter V of the SEBI ICDR Regulations in respect of existing securities, shall not be applicable to the Proposed Allottees.

9. Certificate of the Practicing Company Secretary:

A certificate of Chirag Rathod (Membership No. 54460 and CoP No. 20186), of M/s. Rathod & Co , Practicing Company Secretary, certifying that the issue of Warrants is being made in accordance with the requirements of SEBI ICDR Regulations shall be placed before the Members at the Annual General Meeting. The certificate is also available on the website of the Company at pluslighttech.com/wp-content/focus_investor/announcement_2022_23/PCS Certificate under Regulation 163(2) of SEBI(ICDR) Regulations, 2018.pdf.

10. Other Disclosures and Undertakings:

a. The disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable to the Company as neither the Company, nor any of its Directors and/or Promoters have been declared as a wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.

b. Since the equity shares of the Company have been listed on NSE for a period of more than ninety (90) trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and (h) of the SEBI (ICDR) Regulations.

c. During the year, the Company has not issued any securities on preferential basis.

11. Current and proposed status of the allottees post preferential issue:

No	Name of Proposed Allotee	Current Status/ Category	Proposed Status/ Category
1.	Rajendra Suganchand Shah	Not Applicable	Non-Promoter
2.	Rishi Rajendra Shah	Not Applicable	Non-Promoter

The approval of the Members is being sought to enable the Board to issue and allot the Warrants, as a preferential issue on a private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

Considering the provisions of Section 23 read with Section 42 and 62 of the Companies Act, 2013, the Company has prepared the draft "*Private Placement Offer Letter cum Application Form*" in form PAS-4, to be issued to the Proposed Allottees. A copy of the said Private Placement Offer Letter cum Application Letter is available for inspection by the members of the Company.

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

The Board of Directors accordingly recommends the resolution in Item No.6 of the notice for your approval by way of a special resolution.

ITEM NO. 07:

As per Amended Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, as per the provision of Regulation 25(2A) of SEBI (LODR) Regulations, 2015 the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Accordingly, approval of the members is required by way of special resolution for the appointment of Sanjay Surajmal Gaggar (DIN:03083767), as Independent Director on the Board, who have been appointed as Additional Independent Director w.e.f August 11, 2022 for a period of 5 consecutive years from the date of their appointment.

In view of above, the Board of Directors of the Company ("Board"), proposes to seek approval of the Members of the Company for appointment of Mr. Sanjay Surajmal Gaggar (DIN:03083767) as Independent Directors on the Board.

The Company has received declaration from Mr. Sanjay Surajmal Gaggar confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

Mr. Sanjay Surajmal Gaggar is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a director. He is not debarred from holding the office of a Director pursuant to any order of SEBI or any other such authority. He does not holds any equity shares by himself or on beneficial basis for any other person in the Company as on date of this Notice.

In accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder, Mr. Sanjay Surajmal Gaggar has confirmed that he has registered himself with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA"). He has confirmed that he shall pass the online proficiency self-assessment test conducted by IICA within two years from the date of his registration with the Independent Directors Databank.

Details of Mr. Sanjay Surajmal Gaggar are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"),

A copy of the draft letter for the appointment of Mr. Sanjay Surajmal Gaggar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM.

Except Mr. Sanjay Surajmal Gaggar, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

ITEM NO. 08:

As per Amended Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. However, as per NSE Circular vide Circular No. NSE/CML/2021/54 dated 22nd December, 2021, it has been clarified that the amended provisions of newly inserted regulation 17 (1C) shall be applicable for the appointment of Directors on or after

January 01, 2022. Since, Ms. Khushi Sheth (DIN: 09351537) was appointed as Additional Director w.e.f October 08, 2021 which is before January 01, 2022, the amended provisions of newly inserted regulation 17 (1C) shall not be applicable and therefore she will be regularised in this Annual General Meeting as per the earlier provisions of SEBI (LODR), Regulations, 2015.

Ms. Khushi Sheth (DIN: 09351537) was appointed as Additional Director with effect from October 08, 2021, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association.

The Board is of the view that the appointment of Ms. Khushi Sheth on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 4 for approval by the members of the Company.

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

The Board recommends the Resolution at Item No.8 for approval of the shareholders as an ordinary resolution.

ITEM NO. 09:

Mr. Chetan Shah (DIN: 08038633) was appointed as an Independent Director on the Board of Directors of your Company ("the Board") effective from December 29, 2017 for a first term of five consecutive years pursuant to the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 by the Members at their Annual General Meeting held on September 28, 2018. He holds office as an Independent Director of the Company up to December 28, 2022 (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Act). In terms of Section 149(10) read with Section 152 of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a Special Resolution by the company and disclosure of such appointment in the Board's Report. In compliance thereof, the approval of the Members for re-appointment of the said Independent Directors through Special Resolution is being sought at this Annual General Meeting prior to expiry of his respective first term.

The Board on the recommendation of Nomination and Remuneration Committee of the Board of Directors approved the re-appointment of Mr. Chetan Shah from December 29, 2022 to December 28, 2027.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Chetan Shah for the office of Director of the Company. The Company has received declaration from Mr. Chetan Shah confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

Mr. Chetan Shah is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 (“the Act”), and has given his consent to act as a director. He is not debarred from holding the office of a Director pursuant to any order of SEBI or any other such authority. He does not

hold any equity shares by himself or on a beneficial basis for any other person in the Company as on date of this Notice.

In accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder, Mr. Chetan Shah has confirmed that he has registered himself with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA"). He has confirmed that he shall pass the online proficiency self-assessment test conducted by IICA within two years from the date of his registration with the Independent Directors Databank.

The Nomination and Remuneration Committee ("NRC") and the Board at their respective Meetings held on August 11, 2022 taking into account the declarations and consent received, the external business environment, the business knowledge, acumen, experience including proficiency, skills and the substantial contributions made by Mr. Chetan Shah during his respective tenure, formed an opinion that he confirms to the criteria of independence prescribed under the Act and the SEBI Listing Regulations, is a persons of integrity and possess relevant expertise, proficiency and experience to continue as Independent Directors of the Company. Further the performance evaluation of Mr. Chetan Shah was carried out by the Board and the NRC based on various criteria, inter-alia, including attendance at Board and Committee Meetings and his advice, inputs and contribution therein, skills possessed, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry, etc. Given the high-performance ratings received by him in his performance evaluation, the Board, basis the recommendation of NRC, is of the view that continued association of Mr. Chetan Shah as Independent Director of the Company would be of immense benefit and value to the Company.

Mr. Chetan Shah would continue to be entitled to receive sitting fees for attending the Meetings of the Board of Directors and Committees thereof, re-imbursement for expenses incurred in connection with attending Board/ Committee meetings and as may be approved by the NRC and the Board within the limits approved by the Board of the Company from time to time, as permitted by law with requisite approvals.

Details of Mr. Chetan Shah are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"),

A copy of the draft letter for the appointment of Mr. Chetan Shah as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM.

Except Mr. Chetan Shah, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

ITEM NO. 10:

Mr. Mahesh Rachh (DIN: 00458665) was appointed as an Independent Director on the Board of Directors of your Company ("the Board") effective from December 29, 2017 for a first term of five consecutive years pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act")

read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 by the Members at their Annual General Meeting held on September 28, 2018. He holds office as an Independent Director of the Company up to December 28, 2022 (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Act). In terms of Section 149(10) read with Section 152 of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a Special Resolution by the company and disclosure of such appointment in the Board's Report. In compliance thereof, the approval of the Members for re-appointment of the said Independent Directors through Special Resolution is being sought at this Annual General Meeting prior to expiry of his respective first term.

The Board on the recommendation of Nomination and Remuneration Committee of the Board of Directors approved the re-appointment of Mr. Mahesh Rachh from December 29, 2022 to December 28, 2027.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Mahesh Rachh for the office of Director of the Company. The Company has received declaration from Mr. Mahesh Rachh confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

Mr. Mahesh Rachh is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 (“the Act”), and has given his consent to act as a director. He is not debarred from holding the office of a Director pursuant to any order of SEBI or any other such authority. He does not hold any equity shares by himselves or on beneficial basis for any other person in the Company as on date of this Notice.

In accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder, Mr. Mahesh Rachh has confirmed that he has registered himselves with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs (“IICA”). He has confirmed that he shall pass the online proficiency self-assessment test conducted by IICA within two years from the date of his registration with the Independent Directors Databank.

The Nomination and Remuneration Committee (“NRC”) and the Board at their respective Meetings held on August 11, 2022 taking into account the declarations and consent received, the external business environment, the business knowledge, acumen, experience including proficiency, skills and the substantial contributions made by Mr. Mahesh Rachh during his respective tenure, formed an opinion that he confirms to the criteria of independence prescribed under the Act and the SEBI Listing Regulations, is a persons of integrity and possess relevant expertise, proficiency and experience to continue as Independent Directors of the Company. Further the performance evaluation of Mr. Mahesh Rachh was carried out by the Board and the NRC based on various criteria, inter-alia, including attendance at Board and Committee Meetings and his advice, inputs and contribution therein, skills possessed, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company’s business, understanding of industry, etc. Given the high-performance ratings received by the him in his performance evaluation, the Board, basis the recommendation of NRC, is of the view that continued association of Mr. Mahesh Rachh as Independent Director of the Company would be of immense benefit and value to the Company.

Mr. Mahesh Rachh would continue to be entitled to receive sitting fees for attending the Meetings of the Board of Directors and Committees thereof, re-imbursement for expenses incurred in connection with attending Board/ Committee meetings and as may be approved by the NRC and the Board within the limits approved by the Board of the Company from time to time, as permitted by law with requisite approvals.

Details of Mr. Mahesh Rachh are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"),

A copy of the draft letter for the appointment of Mr. Mahesh Rachh as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM.

Except Mr. Mahesh Rachh, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution at Item No.10 for approval of the shareholders as special resolution.

ITEM NO. 11:

It has been proposed by the management of your company 'Focus Lighting and Fixtures Limited' ("FLFL") that as we have ample of unutilized capacity and space in our Ahmedabad Factory, it is proposed to purchase the business assets as mentioned in the below given table, of ShethVinod Lighting Private Limited ("SVLPL") by way of "itemized sale", which will fully integrate the operations and will bring in operating and working capital efficiencies and thus FLFL will further strengthen its competitive position in the market amid Covid-19 pandemic situation. In view of this scenario, the Company expects significant growth in business volumes with related party as a result of which transactions may become material related party transactions. Right now, these transactions are not material in nature, carried on with due approval of the Audit Committee and the details of transactions are disclosed as Notes to the Financial Statements.

Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and as amended, prescribe certain procedure for approval of related party transactions if the aggregate value of transaction(s) for purchase/sale of property of any kind, amounts to 10% or more of the networth of the Company as per last audited financial statements of the Company. Proviso to Section 188 provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of conduct of business other than transactions which are not on an arm's length basis.

The total value of the proposed transaction(s) for purchase of Moulds, dies and Machinery (Purchase of Property) could reach the threshold limit of 10% or more of the networth of the Company as prescribed by the Companies Act, 2013 in any financial year commencing from 1st April, 2022 which is at arm's length basis but not in the ordinary course of business.

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions, if the aggregate value of transaction(s) amounts to 10% or more of the annual

consolidated turnover of the Company as per last audited financial statements of the Company or Rupees 1000 Crore, whichever is lower.

The total value of all proposed contracts/ arrangements/ transactions with the related party may become material related party transactions and all such transactions are carried on and shall be continued at arm's length basis and in the ordinary course of business.

For the period commencing from 1st April, 2022, the Audit Committee/ Board had recommended the following contracts / arrangements / transactions is proposed for approval of the Shareholders of the Company by passing an ordinary resolution: -

SN	Particulars	**Approval required for transactions as per the Companies Act, 2013 (Not in ordinary course of business but at arm's length basis)**	**Approval required for material related party transactions (transaction which are in ordinary course of business and at arm's length basis)**
1.	Name of the Related Party	ShethVinod Lighting Private Limited	ShethVinod Lighting Private Limited
2.	Nature of Relationship	A Company in which Two Directors viz., Mr. Amit Sheth and Mrs. Deepali Sheth are interested as Directors and Members in the related party Company.	A Company in which Two Directors viz., Mr. Amit Sheth and Mrs. Deepali Sheth are interested as Directors and Members in the related party Company.
2.	Types, Material terms and Particulars of Proposed Transaction	Contract for Purchase of Property namely Moulds, dies, Machinery and related item at arm's length prices.	All the proposed contracts/ arrangements/ transactions with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such parties to any office or place of profit in the company or any other transactions of whatever nature, at arm's length basis and 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 members.
3.	Tenure of the proposed transaction	In any Financial year commencing from 1st April, 2022	In any Financial year commencing from 1st April, 2022
4.	Estimated maximum amount / Value of	Up to 30% of the networth of the Company for the previous financial year.	Up to 30% of the consolidated turnover of the Company for the previous financial year

	proposed transactions that shall be entered into.		
7.	Justification as to why RPT is in the interest of listed entity	The proposed related party transaction is necessary for day-to-day operations of the Company. The business of the Company may be obstruct if such related party transactions are not executed.	The proposed related party transaction is necessary for day-to-day operations of the Company. The business of the Company may be obstruct if such related party transactions are not executed.
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable	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	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.	Raw materials, 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	ShethVinod Lighting Private Limited
Name of the Director or key managerial personnel who is related, if any	1. Mr. Amit Sheth 2. Mrs. Deepali Sheth 3. Ms. Khushi Sheth
Nature of Relationship	Mr. Amit Sheth and Mrs. Deepali Sheth are Husband and Wife. Ms. Khushi Sheth is their Daughter.
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	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 proposed contracts / arrangements / transactions were approved by the Audit Committee at their meeting held on 11.08.2021 and recommended by the Board of Directors at its meeting held on 10.08.2021 to the unrelated shareholders of the Company for their approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at Item No.11 of this Notice as an Ordinary Resolution.

ITEM NO. 12:

The management of your company 'Focus Lighting and Fixtures Limited' ("FLFL") had decided that as we have ample of unutilized capacity and space in our Ahmedabad Factory, it shall purchase the business assets of ShethVinod Lighting Private Limited ("SVLPL") by way of "itemized sale", which will fully integrate the operations and will bring in operating and working capital efficiencies and thus FLFL will further strengthen its competitive position in the market amid Covid-19 pandemic situation, amounting up to Rs. 25.00 Cr in the financial year 2021-22 out of which Rs. 4.00 Cr was allocated for Contract of sales of raw material and finished goods shall be on a continuous basis at arm's length prices and as approved by the shareholders through postal ballot by way of ordinary resolution dated 16th September, 2021. However, your Company entered into transactions exceeding the limits prescribed of Rs. 4.00 Cr in respect of Contract of sales of raw material and finished goods at arm's length prices in the course of performing business activities and fulfilling third party commitments by Rs. 14,00,000/- (Fourteen Lakhs Only) which is not a very significant deviation from the approved limits and has occurred at the end of the financial year due to the oversight of your Company as detailed in the table below:

1.	Name of the Related Party	ShethVinod Lighting Private Limited
2.	Nature of Relationship	A Company in which Two Directors viz., Mr. Amit Sheth and Mrs. Deepali Sheth are interested as Directors and Members in the related party Company.
2.	Types, Material terms and Particulars of Proposed Transaction	Contract of sales of raw material and finished goods at arm's length prices
3.	Tenure of the proposed transaction	FY 2021-22
4.	Value of transactions.	Rs. 14 Lakhs
7.	Justification as to why RPT is in the interest of listed entity	The related party transaction is necessary for day-to-day operations of the Company. The business of the Company may be obstruct if such related party transactions are not executed.

8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	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	Contract of sales of raw material and finished goods at arm's length prices is beneficial 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	ShethVinod Lighting Private Limited
Name of the Director or key managerial personnel who is related, if any	1. Mr. Amit Sheth 2. Mrs. Deepali Sheth 3. Ms. Khushi Sheth
Nature of Relationship	Mr. Amit Sheth and Mrs. Deepali Sheth are Husband and Wife. Ms. Khushi Sheth is their Daughter.
The nature, material terms, monetary value and particulars of the contract or arrangement	Rs. 14 Lakhs
Any other information relevant or important for the members to take a decision on the proposed resolution	Raw materials, 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 proposed contracts / arrangements / transactions were approved by the Audit Committee at their meeting held on 11.08.2022 and recommended by the Board of Directors at its meeting held on 11.08.2022 to the unrelated shareholders of the Company for their approval.

Section 188 (3) provides that where any contract or arrangement is entered into by a director or any other employee, without obtaining the consent of the Board or approval by a resolution in the general meeting under sub-section (1) and if it is not ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Board or, as the case may be, of the shareholders.

Considering that the related party transactions was entered into by your Company in the end of the financial year 2021-22 and has not been ratified by the shareholders within 3 months from the entering into the said transaction, thus becomes voidable at the option of shareholders. Hence, in view of Section 188(3) of the Companies Act, 2013, your Company seeks the approval of the shareholders by way of Ordinary Resolution. The said related party transaction is in the interest of the Company.

None of the Related Parties shall vote in the resolution. None of Director, key managerial personnel and their relatives, is concerned or interested in the said resolution except Mr. Amit Vinod Sheth, Mrs. Deepali Amit Sheth and Ms. Khushi Sheth, to the extent of their directorship and shareholding in the Company.

The Board of Directors recommends passing of the resolution as set out at Item No. 12 of this Notice as an Ordinary Resolution.

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 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India):

Name of Director	**Mrs. Deepali Amit Sheth**	**Ms. Khushi Amit Sheth**	**Mr. Sanjay Surajmal Gaggar**	**Mr. Chetan Navinchandra Shah**	**Mr. Mahesh Rachh**
DIN	01141083	09351537	03083767	08038633	00458665
Category	Executive and Non-Independent Director	Non-Executive and Non-Independent Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Date of Birth	July 06, 1980	May 21, 2003	April 13, 1969	January 30, 1963	November 30, 1956
Age	42 years	19 years	53 years	59 years	66 years
Nationality	Indian	Indian	Indian	Indian	Indian
Date of First Appointment on the Board	August 11, 2005	October 08, 2021	August 11, 2022	December 29, 2017	December 29, 2017
Relationship with Directors and KMPs	Wife of Mr. Amit Vinod Sheth, Managing Director of the Company	Daughter of Mr. Amit Vinod Sheth, MD and Mrs. Deepali Amit Sheth, Non-Executive and Non-Independent Director of the Company	None	None	None
Qualifications	Bachelor's degree in commerce from University of Mumbai	She is currently pursuing her graduation from University of Mumbai.	He is qualified Chartered Accountant from the ICAI and Chartered Secretary from the ICSI.	Bachelor's degree in commerce from University of Mumbai. Masters in Business Administration Financial Services from University of Scotland, UK	He is a Law Graduate.
Expertise in specific functional area	Since August, 2005 she has been associated as an Executive Director of our Company and has been actively involved in sales	She has an overall experience of two years in the field of sales and marketing.	He is a member of the ICAI and holds more than 28 years of experience in the field of implementing best finance practices, strategizing business plans, raising funds,	Mr. Chetan Shah was appointed as an Independent Director on the Board of the Company effective from December 29, 2017. He holds Masters in	Mr. Mahesh Rachh is a Law Graduate having about more than 30 years of Corporate Governance. Prior to this, he was a Managing Director of Apple Finance Limited listed on BSE Limited.

	and market development.		initiating growth strategies, executing business transformation. He is currently holding the the position of CEO and Whole Time Director in IXCFO Services Private Limited.	Business Administration degree in Financial Services from University of Scotland, UK. and has over more than 25 years of experience in the financial industry. Prior to this, he has held various positions at BNP Paribas Wealth Management India Private Limited as Senior Director, at Asian Markets Securities PLC as Director.	
Details of Board Meetings attended by the Directors during the year	8	3	-	8	7
Terms and Conditions of Appointment or reappointment along with remuneration	In terms of Section 152(6) of the Companies Act, 2013, Mrs. Deepali Amit Sheth who was appointed as an Executive & Non Independent Director w.e.f August 11, 2005, is liable to retire by rotation and she shall be eligible for remuneration.	In terms of Section 152(6) of the Companies Act, 2013, Ms. Khushi Sheth a who was appointed as a Additional Non-Executive Non Independent Director w.e.f October 08, 2021, is liable to retire by rotation and she shall be eligible for sitting fees for attending meetings.	As set out in explanatory statement item no. 7.	As set out in explanatory statement item no. 9.	As set out in explanatory statement item no. 10.
Membership of Committees of Focus Lighting And Fixtures Limited	Stakeholders Relationship Committee- Member Corporate Social Responsibility Committee- Member	NIL	Audit Committee- Member Nomination and Remuneration Committee- Member	Audit Committee- Member Nomination and Remuneration Committee- Chairman Stakeholders Relationship Committee- Member Corporate Social Responsibility Committee- Member	Audit Committee- Chairman Nomination and Remuneration Committee- Member Stakeholders Relationship Committee- Chairman
Directorship held in other	NIL	NIL	NIL	Vishnu Chemicals Limited	NIL

listed entities committees					
Membership/ Chairmanship of Committees across other Public Companies	NIL	NIL	NIL	Audit Committee- Chairman Nomination and Remuneration Committee- Member Corporate Social Responsibility Committee- Member	NIL
Shareholding (No. of Shares) in Focus Lighting And Fixtures Limited	NIL	NIL	NIL	NIL	NIL

ATTENDANCE SLIP

RECORD OF ATTENDENCE 17TH ANNUAL GENERAL MEETING, HELD ON SATURDAY, 24TH DAY OF SEPTEMBER 2022 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 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 17th Annual General Meeting of the Company on Saturday, the 24th day of September 2022 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.pluslighttech.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 17th Annual general meeting of the company, to be held on Saturday, the 24th day of September 2022 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 receive, consider and adopt the Standalone and Consolidated Audited Financial Statement for the Financial Year ended 31st March, 2022, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary		
2	To consider and appoint 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.	Ordinary		
3	To approve and declare Final Dividend on Equity Shares at the rate of 5% (Five Percent) [i.e., Rs. 0.50/- (Fifty Paise Only) per Equity Share of face value of Rs.	Ordinary		

	10/-(Rupees Ten Only)] for the Financial Year ended 31st March, 2022.			
4	Increase in Authorised Share Capital of the Company	Ordinary		
5	Approval for Alteration in Memorandum of Association of the Company	Ordinary		
6	Approval for Preferential Issuance of Warrants on a Private Placement Basis.	Special		
7	To approve the Appointment of Mr. Sanjay Gaggar (DIN: 03083767) as an Independent director of the Company	Special		
8	Regularization of Additional Director, Ms. Khushi Sheth (DIN: 09351537) as Director of the Company	Ordinary		
9	To re-appoint Mr. Chetan Shah (DIN: 08038633) as an Independent Director of the Company	Special		
10	To re-appoint Mr. Mahesh Rachh (DIN: 00458665) as an Independent Director of the Company	Special		
11	To Approve the Contracts/Arrangements/Transactions for Related Party Transactions with ShethVinod Lighting Private Limited.	Ordinary		
12	To Ratify the Contracts/Arrangements/Transactions for Related Party Transactions with ShethVinod Lighting Private Limited for FY 2021-22.	Ordinary		

Affix Re 1.00 Revenue Stamp

Signed this _____day of _____2022

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.

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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.pluslighttech.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 from**

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 17th Annual General Meeting of Company scheduled to be held on Saturday, the 24th day of September 2022 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:

Resolutions 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 receive, consider and adopt the Standalone and Consolidated Audited Financial Statement for the Financial Year ended 31st March, 2022, together with the Reports of the Board of Directors and the Auditors thereon.			
2	To consider and appoint Director in place of Mrs. Deepali Amit Sheth (DIN: 01141083), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.			
3	To approve and declare Final Dividend on Equity Shares at the rate of 5% (Five Percent) [i.e., Rs. 0.50/- (Fifty Paise Only) per Equity Share of face value of Rs. 10/-(Rupees Ten Only)] for the Financial Year ended 31st March, 2022.			
Special Business				
4	Increase in Authorised Share Capital of the Company			
5	Approval for Alteration in Memorandum of Association of the Company			

6	Approval for Preferential Issuance of Warrants on a Private Placement Basis.			
7	To approve the Appointment of Mr. Sanjay Gaggar (DIN: 03083767) as an Independent director of the Company			
8	Regularization of Additional Director, Ms. Khushi Sheth (DIN: 09351537) as Director of the Company			
9	To re-appoint Mr. Chetan Shah (DIN: 08038633) as an Independent Director of the Company			
10	To re-appoint Mr. Mahesh Rachh (DIN: 00458665) as an Independent Director of the Company			
11	To Approve the Contracts/Arrangements/Transactions for Related Party Transactions with ShethVinod Lighting Private Limited.			
12	To Ratify the Contracts/Arrangements/Transactions for Related Party Transactions with ShethVinod Lighting Private Limited for FY 2021-22.			

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 17th 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 17th AGM of the Company as scheduled on Saturday, the 24th day of September 2022 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, September 16, 2022 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. http://pluslighttech.com/wp-content/focus_investor/financial_details/annual_report/Annual%20Report%20-2021-22.pdf, 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 17th 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://pluslighttech.com/investor/lodr-fy-2022-2023/ 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 OF THE AGM

Route Map to the Venue of the 17th Annual General Meeting of Focus Lighting And Fixtures Limited to be held on Saturday, the 24th day of September 2022 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

