FOCUS
LIGHTING & FIXTURES LTD

TRIX.

PLUS.
LIGHT TECH

Date: August 17, 2021

To,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai - 400 051

Symbol: FOCUS

Sub: Corrigendum to our Letter dated 16th August, 2021 regarding Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice (E-voting).

Dear Sir/ Ma'am,

With reference to our aforesaid Letter dated 16th August, 2021, we would like to inform you that we have inadvertently omitted to enclose the Postal Ballot Notice alongwith the intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Postal Ballot Notice (E-voting) and therefore we hereby enclose the Postal Ballot Notice.

Request you to kindly take the aforesaid information on your records.

Yours faithfully,
For **Focus Lighting and Fixtures Limited**

Drashti

Focus Lighting And Fixtures Limited

Drashti Bhimani
Company Secretary & Compliance Officer

Encl.: As Above

Corporate Office:
Focus Lighting & Fixtures Limited
A 1007-1010,Corporate Avenue
Sonawala Road,Goregaon East
Mumbai 400063 India
CIN L31500MH2005PLC155278

Works:
Plot No. 71/72, New Ahmedabad Industrial Estate
Behind Zydus Research Centre, NH 8A,
Next to Modtech Machines Pvt. Ltd
Moraiya, District Sanand, Gujarat 382213
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Date: August 16, 2021

To,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai - 400 051

Symbol: FOCUS

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice (E-voting)

Dear Sir/ Ma'am,

With reference to the above subject and further to the intimation made to the stock exchanges by the Company on July 26, 2021 and August 10, 2021, we would like to inform you that pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("the Act") and other applicable provisions if any, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") read with the MCA General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as ("MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circular"), the approval of members of the Company is being sought for the following resolution, by way of Postal Ballot (only through the remote e-voting process):

Item No.	Description of the Resolution
1	To Approve Migration of Company from SME Platform of NSE Limited to the Main Board of NSE Limited.
2	To Approve the Contracts/Arrangements/Transactions for Material Related Party Transactions for the financial year 2021-22

Pursuant to Regulation 30 of SEBI LODR Regulations and other applicable provisions, please find enclosed the Postal Ballot Notice dated August 10, 2021 ("Postal Ballot Notice") along with the Explanatory Statement. The same is being made available on the Company's website at www.pluslighttech.com.

Focus Lighting And Fixtures Limited

In terms of the MCA Circulars, the Company will send the Postal Ballot Notice in electronic form only to the members of the Company whose names appear in the List of Beneficial Owners as on close of business hours on Friday, August 13, 2021, being the cut-off date and who have registered their email ids with the Depository Participants/ Company. The hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope will not be sent to the members for the postal ballot, in accordance with the requirements specified under the MCA Circulars.

The Board of Directors has also appointed M/s. B R Gupta & Co., Practicing Company Secretaries, (Membership No. A43021 and Certificate of Practice No. 20863) to act as the Scrutinizer, for conducting the postal ballot process (including E-Voting).

The Schedule of Events of E-voting	**Event Date**
Cut Off Date (for dispatch & E-voting)	August 13, 2021
Date of Completion of Dispatch of Notice only through Electronic Mode	August 16, 2021
Voting through Remote E-Voting Starts at 9.00 a.m. on	August 18, 2021
Voting through Remote E-Voting Ends at 5.00 p.m. on	September 16, 2021

Members who have not registered/updated their e-mail ids are requested to register/update the same with their respective Depository Participant(s), Bigshare Services Private Limited (RTA) or the Company by following the procedure provided in the Postal Ballot Notice, in respect of both physical and electronic holdings for sending future communication(s) in electronic form.

Request you to kindly take the aforesaid information on your records.

Yours faithfully,
For **Focus Lighting and Fixtures Limited**

Drashti

Focus Lighting And Fixtures Limited

Drashti Bhimani
Company Secretary & Compliance Officer

Encl.: As Above

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 estat
NH8A, Behind Zydus research ce
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

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, India.
Tel. No.: +91 22 2686 5671-6; E-mail: info@pluslighttech.com; Website: www.pluslighttech.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the Members of Focus Lighting and Fixtures Limited ***("Company" or "FLFL")***, pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ***("the Act")*** read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ***("Rules")*** read with the MCA General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as **"*MCA Circulars*"**) and Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India **("*SEBI Circular*")** and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force and pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ***("ICDR Regulations")***, that the resolutions appended below to be passed by the members of the Company through postal ballot by remote e-voting process only.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, pertaining to the resolutions proposed in this Notice setting out all material facts and reasons thereof as annexed herewith for your consideration and approval.

Pursuant to Rule 22(5) of the Rules, The Board of Directors of the Company at its meeting held on July 26, 2021 has appointed M/s. B R Gupta and Co, Practicing Company Secretaries, (Membership No. A43021 and Certificate of Practice No. 20863) to act as Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for providing Remote e-voting facilities to the Members.

In view of the current pandemic situation faced due to COVID-19 and in compliance of Circulars issued by the Ministry of Corporate Affairs for clarification on passing of Special and Ordinary Resolutions by the Company, Notice of Postal Ballot is being sent through email only to the members who have registered their email id with the Company/Depository Participants and whose name appears in the register of members of the Company or register of beneficial owners as maintained by the depository as on **Friday, August 13, 2021** ***('Cut-off date').*** **The e-voting will commences from 9:00 am on Wednesday, August 18, 2021 and ends at 5:00 pm on Thursday, September 16, 2021**. Further, the MCA Circular has inter alia, extended the relaxation to the Company for the requirement of sending hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for Postal Ballot. Therefore, the Company is not required to send a physical copy of the Postal ballot form to the Members for voting. Members are required to communicate their assent or dissent through the remote e-voting system only.

The members are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company not later than **5:00 pm Thursday, September 16, 2021** failing which it will be strictly considered that no reply has been received from the Member. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the section "**Instructions for voting through e-voting**".

The Scrutinizer will submit its report to the Chairman of the Company or any person as authorized by him, upon completion of scrutiny of the votes casted through e-voting in fair and transparent manner. The results shall be declared **on or before Saturday, September 18, 2021** and communicated to the Stock Exchange, Depositories and Registrar and Share Transfer Agents. The results will also be uploaded on the Company's website www.pluslighttech.com and as well as on the website of CDSL at www.evoting.cdsl.com.

The resolution, if approved by the requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e **Thursday, September 16, 2021**

SPECIAL BUSINESS:

1. **To Approve Migration of Equity Shares of the Company from SME Platform of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited:**

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

   "RESOLVED THAT pursuant to the Regulation 277 of Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 as applicable, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force) and subject to consent / approval of applicable regulatory authorities, consent of the Members be and is hereby accorded for purpose of Migration of Equity Shares of the Company which are currently listed on SME Platform of National Stock Exchange of India Limited (i.e. NSE EMERGE) to Main Board of the National Stock Exchange of India Limited and upon Migration, the said Equity Shares shall be listed and traded on the Main Board of National Stock Exchange of India Limited, from the date of approval of Migration / getting listed and admitted to be dealt on National Stock Exchange of India Limited Main Board as and when the Company is eligible for the same and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, stock exchange and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

   RESOLVED FURTHER THAT any of the Director and/or the Company Secretary of the Company be and are hereby severally authorise to deal with any Government or Semi-government Authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for giving effect to aforementioned resolution.

   RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and are hereby authorized jointly and severally to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

   Note: *In accordance with Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the above mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

2. **To Approve the Contracts/Arrangements/Transactions for Material Related Party Transactions for the financial year 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 enter into contract(s)/ arrangement(s)/ transaction(s) for Material 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 a value aggregating to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) for the Financial Year 2021-22, up to such extent and on such terms and conditions as specified under item no. 2 in the table forming part of the Explanatory Statement annexed to this notice, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

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."

By Order of the Board
For **Focus Lighting and Fixtures Limited**

Sd/-

Drashti Bhimani
Company Secretary
Membership No. [A60026]

Date: August 10, 2021
Place: Mumbai

NOTES:

1. The explanatory statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules") setting out material facts is annexed herewith and forms part of this Postal Ballot Notice.

2. The Board of Directors has, at their meeting held on July 26, 2021, appointed M/s. B R Gupta & Co, Practicing Company Secretaries, (Membership No. A43021 and Certificate of Practice No. 20863) to act as the Scrutinizer, for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner.

3. In view of the prevailing situation of COVID 19 pandemic and as per the provisions of MCA Circulars, owing to the difficulties involved in dispatching of physical copy of the Postal Ballot Notice, soft copy of Postal Ballot Notice is being sent only through electronic mode to all the Members, whose e-mail addresses are registered with company/depository and whose names appear in the Register of Members/List of Beneficial Owners, received from Registrar and Transfer Agents (RTA) as on **Friday, August 13, 2021** and they shall be entitled to accord their assent or dissent through remote e-voting facility only. A person who is not a Member of the Company on the Cut off Date should treat this Notice as for information purpose only.

4. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.pluslighttech.com and also on websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com.

5. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("***RTA***"), 1st Floor, Bharat Tin Works, Building, Opp. Vasant Oasis, Makwana Road Andheri East, Mumbai - 400 072, Maharashtra, India or email at info@bigshareonline.com. In accordance with the Rule 22(3) of the Companies (Management and Administration) Rules, 2014 after the Notice of postal ballot is dispatched via E-mail, an advertisement will be published in at least one English language and one vernacular language newspaper.

6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on **Friday, August 13, 2021**. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.

7. The Scrutinizer will submit its report to the Chairman of the Company after the completion of scrutiny, and the result of the e-voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before **Saturday, September 18, 2021** at the Registered Office of the Company and will also be displayed on the website of the Company i.e. www.pluslighttech.com, besides being communicated to the Stock Exchange(s), Depositories and Registrar and Share Transfer Agent.

8. All the documents referred to in this Postal Ballot Notice and in the explanatory statement shall be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of notice till **05:00 pm, Thursday, September 16, 2021**

9. In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the Secretarial Standard on General Meetings, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (remote e-voting) only. The e-voting facility is provided by Central Depository Services Limited (CDSL).

10. The remote e-voting period commences on **9:00 am on Wednesday, August 18, 2021** and **ends** at **5:00 pm Thursday, September 16, 2021.**

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

(i) The voting period begins on **9:00 am on Wednesday, August 18, 2021** and **ends** at **5:00 pm Thursday, September 16, 2021** 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, August 13, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) 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.

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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.
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

(iv) 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.

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

(vi) 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.

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

(viii) 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.

(ix) 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.

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

(xi) 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.

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

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

(xiv) 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.

(xv) 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 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 SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

To approve migration of Equity Shares of the Company from SME Platform of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited.

The Equity Shares of the Company were listed on SME Platform of National Stock Exchange of India Limited (i.e. NSE EMERGE) on Thursday, April 13, 2017 and intends to migrate to the Main Board of National Stock Exchange of India Limited (NSE) as per the guidelines specified by the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018 (as amended from time to time), the Company, whose equity shares are listed on SME Exchange for more than 2 years and having the paid up share capital of more than ten crores but up to 25 crores is eligible to migrate its equity shares from SME platform to the main board. Further, the paid up share capital of the Company is Rs. 10,13,58,000/- (Rupees Ten Crore Thirteen Lacs Fifty Eight Thousand Only), which is more than 10 Crore rupees.

The Board of Directors are of the view that the migration of the Equity Shares of the Company to Main Board will enhance recognition of the Company and improve the liquidity of shareholders. Also, listing on the Main Board of National Stock Exchange of India Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The Members are, therefore, requested to accord their approval, for the proposed migration of the Company's present listed Equity Shares from Emerge Platform of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited as set out in the resolution.

Therefore, as per SEBI vide circular No. CIR/MRD/DSA/17/2010 dated 18th May, 2010 and as per migration policy of the NSE intimated vide circular No. NSE/SME/47077 Ref No. 1/2021 dated 21st January, 2021, circular No. NSE/SME/37551 Ref No. 1/2018 dated 18th April, 2018 and circular No. NSE/SME/26110 Ref No. 1/2014 dated 10th March, 2014, requires prior approval of members by way Special Resolution through postal ballot.

Further note that as per Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, this resolution shall be acted upon if and only if the votes cast by Shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Accordingly, the Board recommends the resolution set forth in Item No. 1 to be passed as Special Resolution by the Members of the Company through Postal Ballot.

None of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding in the Company.

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till **5:00 pm on Thursday, September 16, 2021.**

Item No. 2:

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. Keeping in view the benefits, urgency of matters and requirement of approval of members, the said resolution is proposed to be passed as an ordinary resolution through Postal Ballot in pursuance of MCA General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 10/2021 dated June 23, 2021. The total value of the proposed transaction(s) could reach to Rs. 25 Crore during financial year 2021-22. The background and the benefits that the proposed transaction shall accrue are as follows:

Background:

1. SVLPL is into manufacture of technical lighting products. SVLPL has invested large amount of capital over the years in order to develop product designs of global standards and manufacture dies and moulds required for manufacturing of lights. SVLPL possesses all the technical knowledge required for manufacture of lights. SVLPL over a period of time has created a range of exclusive products which are appreciated by various user segments.

2. SVLPL supplies its products to FLFL who in turn sells the products in the market.

3. Among others, FLFL is considerably engaged into trading of technical lighting products and depends on SVLPL for supply of these products. Given this sourcing model, FLFL is dependent on SVLPL for
    - Uninterrupted supply of products
    - Pricing strategy
    - New and innovative product launches
    - Team education for after sales services and maintenance

4. In order to unlock the value proposition for the stakeholders of FLFL as well as to have greater and dedicated participation of promoters, the management of FLFL has proposed to buyout the technical lighting manufacturing assets along with the consumables and product inventories as on the date of transaction from SVLPL. The transaction is proposed in the manner of itemized sale on an arm's length basis and in the ordinary course of business.

Followings are expected key impacts/ benefits:

1. It is expected that the purchase 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.

2. FLFL has established manufacturing facilities at Ahmedabad, Gujarat. It is proposed that the technical lighting manufacturing assets of SVLPL shall be integrated suitably within these facilities.

3. For International orders, it is a prerequisite for supplier to have integrated operation or suitable manufacturing tie-ups. With this transaction FLFL will overcome the problem and will be eligible to cater to international orders of large scale.

4. With in-house manufacturing facility, it will be cost-effective and efficient to cater to the customized orders and meet project scale requirements.

5. The Companies involved in the transaction are associated entities; the integration is expected to resolve potential conflict thus greatly unlocking the value for the stakeholders of FLFL.

Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribe certain procedure for approval of related party transactions. 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 turnover/ 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.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following contracts / arrangements / transactions are material in nature and proposed for approval of the Shareholders of the Company by passing an ordinary resolution: -

Sr. No.	Name of the Related Party	Nature of Relationship	Estimated Maximum Value of Transactions per annum. (Rs. in Lakhs)	Nature, Material Terms/Particulars of the contract or arrangement
1	ShethVinod Lighting Private Limited	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.	1400.00	Contract for purchase of raw material and finished goods shall be on a continuous basis at arm's length prices.
			700.00	Contract for purchase of Moulds, dies, Machinery and related item at arm's length prices.

			400.00	Contract of sales of raw material and finished goods shall be on a continuous basis at arm's length prices.
		Total	**2500.00**	

***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
Nature of Relationship	Mr. Amit Sheth and Mrs. Deepali Sheth are Husband and Wife.
The nature, material terms, monetary value and particulars of the contract or arrangement	As per table above
Any other information relevant or important for the members to take a decision on the proposed resolution	Raw materials, 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 28.06.2021 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. 2 of this Notice as an Ordinary Resolution.

By Order of the Board
For **Focus Lighting and Fixtures Limited**

Sd/-

Drashti Bhimani
Company Secretary
Membership No. [A60026]

Date: August 10, 2021
Place: Mumbai