

Date: August 19, 2024

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

Symbol: FOCUS

Series: EQ

Subject: Notice of the 19th Annual General Meeting (AGM) of the Company for the Financial Year 2023-24.

Dear Sir/ Madam,

In furtherance to our letter dated August 02, 2024, we wish to inform you that 19th Annual General Meeting (“AGM”) of the Company will be held on Wednesday, September 11, 2024 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 Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the 19th AGM for the Financial Year 2023-24 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 19th AGM along with the Annual Report has been sent by email to those Members whose email addresses are registered with the Company / Depository Participant(s). Additionally, the Notice of the 19th AGM and the Annual Report are also being uploaded on the website of the Company at: https://www.focuslightingandfixtures.com/focus_investor/events_or_information_disclosed_to_stock_exchange_under_regulation_30_of_LODR/notice_to_shareholders/Notice%20of%2019th%20AGM.pdf

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

For Focus Lighting And Fixtures Limited

Drashti Senjaliya
Company Secretary & Compliance Officer

Encl: As above

FOCUS[®]

LIGHTING & FIXTURES LTD

FOCUS LIGHTING AND FIXTURES LIMITED

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

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

Email: cs@pluslighttech.com, Website: www.focuslightingandfixtures.com

Corporate Identity Number: L31500MH2005PLC155278

NOTICE OF 19TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 19th Annual General Meeting of the members of **Focus Lighting And Fixtures Limited** will be held on **Wednesday, the 11th day of September, 2024 at 02:00 P.M.** at the **11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic, Cinema, Andheri West, Mumbai – 400058, Maharashtra**, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2024 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March, 2024, 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 25% (Twenty-Five Percent) [i.e., Rs. 0.50/- (Fifty Paise Only) per Equity Share of face value of Rs. 2/- (Rupees Two Only)] for the Financial Year ended 31st March, 2024.

SPECIAL BUSINESS

4. **To consider and approve revision in the remuneration of Mr. Amit Vinod Sheth, (DIN: 01468052) Managing Director of the Company.**

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

“RESOLVED THAT, Pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions thereof issued by the Ministry of Corporate Affairs in this regard and statutory modification or re-enactments thereto and applicable clauses of the Memorandum and Article of Associations of the Company, as per the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors in their respective meetings, the consent of the members of the Company be and are hereby accorded for revision in the annual remuneration payable to Mr. Amit Vinod Sheth, Managing Director (DIN: 01468052), as may be fixed from time to time, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed Rs. 1,50,00,000 (Rupees One Crore Fifty Lakh Only) per annum with effect from 1st April, 2024 to October 21, 2026 i.e for the remaining period of his tenure in the Company,

to be drawn from the Company or any of its Subsidiary Company(ies), on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting and as may be agreed

between the Directors of the Company and such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereof, pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12th September 2018.

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

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

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

**Sd/-
Drashti Senjaliya
Company Secretary**

Place: Mumbai

Date: August 02, 2024

NOTES:

1. The Explanatory Statement, which sets out details pursuant to Section 102 of Companies Act, 2013 read with Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are also annexed.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote instead of himself/herself. The proxy need not be a member of the company.

The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. All the documents referred to in the accompanying Notice and explanatory are open for inspection at the Registered Office of the Company during business hours from Monday to Friday up to the date of this Annual General Meeting of the Company.
4. Corporate Members intending to send their authorized representative to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a Certified true copy of Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the meeting.
5. The Company has fixed Friday, August 30, 2024 as the “Record Date” for determining entitlement of Members to Dividend for the financial year ended 31st March, 2024, if approved at the AGM.
6. The Dividend on Equity Shares for the Financial Year 2023-24, as recommended by the Board of Directors, if approved at the AGM, will be payable, subject to deduction of tax at source, to those shareholders or their mandates whose names appeared:
 - a. whose names appear as Beneficial Owners as at the end of the business hours on Friday, August 30, 2024, in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - b. whose names appear as Shareholders in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company /Bigshare Services Private Limited as at the end of the business hours on Friday, August 30, 2024.
7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective DP’s, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or Bigshare Services Private Limited cannot act on any request received directly from the Members holding shares in demat form for any change or updation of bank particulars. Such changes/updation are to be intimated only to the DP’s of the Members. In case, the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant/demand draft to such shareholders.

8. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. If the KYC details is not updated by the shareholder, then the dividend will be withheld by the Company. Members are requested to update their KYC details with the Company's Registrar and Transfer Agents, Bigshare Services Private Limited., Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093.
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, ISR 2 and Choice of nomination (<https://www.bigshareonline.com/Resources.aspx>) with signature of the holders attested by your banker along with a cancelled cheque leaf with your name, account no. and IFSC Code printed thereon. In case your name is not printed on the cheque leaf, you are requested to send additionally bank attested copy of your pass book/ bank statement showing your name, account no and IFSC Code.
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 https://www.focuslightingandfixtures.com/focus_investor/investor_grievance_reports_and_forms/Form%20ISR-4.pdf and on the website of the Company's Registrar and Transfer Agents, Bigshare Services Private Limited at <https://www.bigshareonline.com/Resources.aspx#collapseOne1271>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
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. SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 has mandated registering of details like PAN, email address, mobile number, bank account details, Signature and nomination by holders of physical securities; and Folios wherein any one of the above cited document / details are not available **on or after October 01, 2023, shall be frozen by the Registrars and Transfer Agent of the Company (RTA)** and the holder will not be eligible to lodge grievance or avail service request from the RTA and not eligible for receipt of dividend in physical mode.
13. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires

to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website:

<https://www.focuslightingandfixtures.com/investors/investor-grievance-reports-and-forms/> or from website of the Company's Registrar and Transfer Agents, Bigshare Services Private Limited at <https://www.bigshareonline.com/Resources.aspx#collapseOne1271>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to RTA in case the shares are held in physical form.

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

Members who have not yet encashed their Dividend Warrant(s) pertaining to the Interim Dividend for the Financial Year 2018-19 and Final Dividend for the Financial Year 2021-22 and 2022-23 are requested to make their claims without any delay to Company's Registrar and Transfer Agent. Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amount lying with the Company on the website of the Company under the 'Investors' Section and also intimated to IEPF Authority through E-form IEPF-2.

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

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to tds@bigshareonline.com by 11:59 p.m. IST on or before Wednesday September 04, 2024. Shareholders are requested to note that in case their PAN is not registered, or having invalid PAN or Specified Person as defined under section 206AB of the Income-tax Act ("the Act"), the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the Act, as applicable.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) by e-mail to tds@bigshareonline.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on or before Wednesday September 04, 2024. For further details please refer to Communication to Shareholders regarding Dividend at: https://www.focuslightingandfixtures.com/focus_investor/announcement_2024_25/Dividend%20-%20TDS%20Communication%20to%20Shareholders.pdf

17. 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.

18. 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.
19. Pursuant to MCA Circulars and SEBI Circulars, Annual Report for F.Y. 2023-24 and the Notice of 19th 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 16, 2024 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.
20. 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.
21. 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.
22. 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.
23. All members are requested to support the Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being <https://www.focuslightingandfixtures.com/investors/investor-grievance-reports-and-forms/>
24. No gifts shall be provided to members before, during or after the AGM.
25. 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.
26. 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.
27. **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

28. A route map showing direction to reach the venue of the 18th AGM is given at the end of this notice as per the requirement of Secretarial Standards - II on General Meeting.
29. 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 Wednesday, September 04, 2024 is 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 24 hours from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- The results of the voting will be placed by the Company on its website www.focuslightingandfixtures.com and on the website of Bigshare 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:

- The voting period begins on **from 9:00 a.m. (IST) on Friday, September 06, 2024** and ends on **at 5:00 p.m. (IST) on Tuesday, September 10, 2024**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Wednesday, September 04, 2024** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 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.

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

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

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

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period. |

| | |
|--|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote 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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p> | <p>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 or joining virtual meeting & voting during the meeting.</p> |

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 |
|--|--|
| <p>Individual Shareholders holding securities in Demat mode with CDSL</p> | <p>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.</p> |

| | |
|--|--|
| 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 |
|--|--|

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
 - Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

| Login type | Helpdesk details |
|--|--|
| Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22. |

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.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

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

ITEM NO. 2:

Pursuant to Section 152 of Companies Act, 2013 read with Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 and as per the recommendation of Nomination & Remuneration Committee and Board of Directors in their respective meeting held on May 24, 2024, Mrs. Deepali Amit Sheth (DIN No: 01141083), Executive Director, who retires by rotation and being eligible, offers herself for re-appointment as Executive Director of the Company.

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 the Directors | Mrs. Deepali Amit Sheth |
| DIN | 01141083 |
| Category | Executive Director. |
| Date of Birth | 06/07/1980 |
| Age | 44 years old |
| Nationality | Indian |
| Date of first Appointment on the Board | 11/08/2005 |
| Relationship with Directors interse or Manager or KMP | Wife of Mr. Amit Vinod Sheth and Mother of Ms. Khushi Amit Sheth. |
| Qualifications | Bachelor's degree in commerce from University of Mumbai |
| Experience | More than 19 years of experience in the field of sales and market development. |
| 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 and market development. |
| Details of Board Meetings attended by the Directors during the year. | 6 out of 6 Board Meetings. |
| Terms and Conditions of Appointment or reappointment along with remuneration. | The appointment of Mrs. Deepali Amit Sheth is in terms of Section 152(6) of the Companies Act, 2013 as an Executive Director with effect from 11 th August, 2005 is liable to retire by rotation. |
| Membership of Committees of Focus Lighting And Fixtures Limited. | Mrs. Deepali Amit Sheth is a member of Stakeholder's Relationship Committee and Corporate Social Responsibility Committee. |
| Directorship held in other listed entities committees. | NIL |
| Membership Chairmanship or Committees across other Public Companies. | NIL |
| Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner. | NIL |

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

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

ITEM NO. 4:

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

Reference to the provision of section 197 of the Companies Act, 2013, read with schedule V to the Companies Act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12th September 2018, notification dated 18th March, 2021 and other notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013, provides for payment of remuneration to a Managerial Person or other Directors by Companies having profits or no profits or inadequate profits, it may pay remuneration to the managerial person or other director exceeding the higher of the limits as prescribed in Section 197 and Schedule V of the Companies Act, 2013 by way of special resolution. Hence, the Board recommends the resolution for member approval by way of special resolution, provided that such variation or increase in remuneration may be beyond the specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12th September 2018.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on August 02, 2024 recommended to increase remuneration payable to Mr. Amit Vinod Sheth (DIN: 01468052), Managing Director by the Company in respect of financial year from 1st April, 2024 to October 21, 2026 i.e for the remaining period of his tenure in the Company which shall be beyond the specified limits under Section 197 and computed in the manner laid down in Section 198 of the Companies Act, 2013.

Where in any Financial Year, the Company has no profits or profits are inadequate, the overall managerial remuneration payable to Mr. Amit Vinod Sheth, Managing Director of the Company shall not exceed Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) per annum.

Members are requested to note that considering the vast experience and expertise of Mr. Amit Vinod Sheth, Managing Director in his field, quantum of work and devotion of considerable time for the Company's business operations particularly in respect of vital and strategic decisions, the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company at its meeting held on August 02, 2024, subject to the approval of Members of the Company in its 19th Annual General Meeting to be held on Wednesday, September 11, 2024 as a Special Resolution, it is proposed to pay the remuneration not exceeding Rs. 1,50,00,000/- to Mr. Amit Vinod Sheth from 1st April, 2024 to October 21, 2026 i.e for the remaining period of his tenure in the Company. In addition to the remuneration, Mr. Amit Vinod Sheth is also entitled to the reimbursement of the expenses incurred by them for the Company.

| I | Remuneration Details | |
|------------|-----------------------------|---|
| (a) | Period: | 1 st April, 2024 to 21 st October, 2026. |
| (b) | Salary | In consideration of the performance of his duties, the Company shall pay to Mr. Amit Vinod Sheth the fixed gross remuneration (other than the PF, Superannuation and Gratuity) not exceeding Rs. 1,50,00,000 (Rupees One Crore Fifty Lakhs Only) per annum with |

| | | |
|------------|---|---|
| | | such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time. The increment as and when approved by the Board shall be merit based and will take into account the performance as Managing Director as well as that of the Company. |
| (c) | Benefits, Perquisites & Allowances | |
| | Mediclaime and Personal Accident Insurance | Mediclaime and Personal Accident Insurance Policy for such amount as per the rules of the Company. |
| | Gratuity | Gratuity at the rate of 4.81% of basic salary earned for each completed year of service. |
| | Car | Free use of the Company's car as per Company's Rules. |
| | Out of pocket expenses | Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company's business. |
| (d) | Limits on Remuneration | The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013. |
| (e) | Minimum Remuneration | In the event of the Company incurring a loss or having inadequate profits in any financial year, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration. |

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

Details of Managing Director seeking revision in the remuneration at the 19th Annual General Meeting in pursuance Secretarial Standard II as issued by the Institute of Company Secretaries of India:

| | |
|---|-----------------------------|
| Name of Director | Mr. Amit Vinod Sheth |
| Remuneration last drawn | Rs. 99,99,996/- |
| Details of remuneration sought to be paid | Upto Rs. 1,50,00,000/- |

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

| I | General Information | |
|----------|--|---|
| 1 | Nature of Industry | The Company is engaged in business of manufacturing and trading of led lights and fixtures. |
| 2 | Date or expected date of commencement of commercial production | Not applicable (Company is an existing company) |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. | Not applicable |
| 4 | Financial performance based on given indicators | *As per the table mentioned below. |
| 5 | Foreign investments or collaborations, if any. | The Company has total investment of Rs. 62,08,051/- in two unlisted subsidiaries. |

| | | |
|------------------------------|---|---|
| II Other information: | | |
| 1 | Reasons of loss or inadequate profits | Our Company has a made huge expansion in its business operations recently by generating a revenue of Rs. 15,558.94 Lakhs and currently strengthen its market position. There are various factors for lighting industry to get disrupt such as global supply chain, delaying the manufacturing, market saturation, seasonal variations. |
| 2 | Steps taken or proposed to be taken for improvement | To cater to the said shortfall, the company has adopted various measures such as cost analysis and reduction, product diversification and innovation, marketing and sales strategy enhancement, operational efficiency etc. |
| 3 | Expected increase in productivity and profits in measurable terms | It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average and the Company has drawn up an Annual Business Plan which it will endeavour to achieve. |

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

(Rs in Lacs)

| Particulars | Standalone Financial Statement of the Company for the Financial Year ended on: | |
|---------------------------------|--|-----------------------------|
| | 31 st March 2024 | 31 st March 2023 |
| Revenue from operation | 15,558.94 | 16,215.90 |
| Other Income | 416.17 | 70.88 |
| Total Income | 15,975.11 | 16,286.78 |
| Less: Total Expenditure | (14,246.15) | (13,390.30) |
| Profit before Tax | 1,728.96 | 2,896.49 |
| Less: Provision for Tax | (597.69) | (653.29) |
| Profit/ (loss) After Tax | 1,131.26 | 2,243.20 |

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

The Board recommends the Resolution at Item No. 5 for approval of the shareholders as Special resolution.

**By the order of Board of Directors,
Focus Lighting And Fixtures Limited**

Sd/-

Drashti Senjaliya
Company Secretary

Place: Mumbai

Date: August 02, 2024

ATTENDANCE SLIP

RECORD OF ATTENDENCE 19TH ANNUAL GENERAL MEETING, HELD ON WEDNESDAY, 11TH DAY OF SEPTEMBER, 2024 AT 02.00 P.M. AT 11C, LAXMI INDUSTRIAL ESTATE, NEW LINK ROAD, OPP. FUN REPUBLIC, CINEMA, ANDHERI WEST, MUMBAI – 400058, MAHARASHTRA:

| | |
|--|--|
| Regd. Folio No. / DP ID & Client ID | |
| Name and Address of the Shareholder(s) | |
| Joint Holder 1/ | |
| Joint Holder 2 | |
| No. of shares held | |

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 19th Annual General Meeting of the Company on Wednesday, the 11th day of September, 2024 at 2.00 p.m. at 11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic, Cinema, Andheri West, Mumbai – 400058, Maharashtra.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note:

- A) Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.
- B) Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

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

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

**FORM NO. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of
the Companies (Management and Administration) Rules, 2014]

FOCUS LIGHTING AND FIXTURES LIMITED

CIN: L31500MH2005PLC155278

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

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

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

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

| | |
|--------------------|------------|
| Name: | Address: |
| E-mail Id: | Signature: |
| or failing him/her | |
| Name: | Address: |
| E-mail Id: | Signature: |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual general meeting of the company, to be held on Wednesday, the 11th day of September, 2024 at 2.00 p.m. at the 11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic, Cinema, Andheri West, Mumbai – 400058, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | Resolutions and Brief Description of Item | Type of Resolution | FOR | AGAINST |
|---------|---|--------------------|-----|---------|
| 1. | To consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31 st March, 2024 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended 31 st March, 2024, the Balance Sheet as at that date, the Auditor's Report thereon and the Directors' Report. | Ordinary | | |
| 2. | To appoint a Director in place of 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 25% (Twenty-Five Percent) [i.e., Rs. 0.50/- (Fifty Paise Only) per Equity Share of face value of Rs. 2/-(Rupees Two Only)] for the Financial Year ended 31 st March, 2024. | Ordinary | | |
| 4. | To consider and approve revision in the remuneration of Mr. Amit Vinod Sheth, (DIN: 01468052) Managing Director of the Company. | Special | | |

Signed this _____ day of _____ 2024

Signature of Shareholder

Signature of Proxy holder

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

BALLOT FORM

FOCUS LIGHTING AND FIXTURES LIMITED

CIN: L31500MH2005PLC155278

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

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

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

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

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

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 19th Annual General Meeting of Company scheduled to be held on Wednesday, the 11th day of September, 2024 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 consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31 st March, 2024 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended 31 st March, 2024, 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 25% (Twenty-Five Percent) [i.e., Rs. 0.50/- (Fifty Paise Only) per Equity Share of face value of Rs. 2/- (Rupees Two Only)] for the Financial Year ended 31 st March, 2024. | | | |
| Special Business | | | | |
| 4. | To consider and approve revision in the remuneration of Mr. Amit Vinod Sheth, (DIN: 01468052) Managing Director of the Company. | | | |

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 19th 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 19th AGM of the Company as scheduled on Wednesday, the 11th day of September, 2024 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 Wednesday, September 04, 2024 and each fully paid-up equity shares carries one voting right.
6. A Member can download the Ballot Paper from the website of the Company viz. <https://www.focuslightingandfixtures.com/investors/annual-report/>, if so required.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Papers will be rejected. The Ballot Papers will also be rejected if it is received torned, defaced or mutilated to the extent which makes it difficult for the Scrutinizer to identify either the Member or when it is not ascertainable that vote(s) have been cast by member (s) in favour or against the resolution or when the signature(s) of member(s) cannot be verified with the available records of registrar & share transfer agent of company Big Shares Services Private Limited.
8. The decision of the Scrutinizer on the validity of the Ballot Paper(s) and any other allied matter(s) thereto shall be final and binding on the member(s) of Company.
9. The consolidated result for voting's done by the members of Company through e-votings & ballot votings for all the resolution(s) placed in the 19th AGM of company and as declared by Chairman/duly authorized person along with respective scrutinizer's report shall be uploaded on the company's website i.e. <https://www.focuslightingandfixtures.com/investors/30olodr-financial-year-2024-2025/> within 48 hours of conclusion of AGM and on the website of Bigshare Services Private Limited at <https://www.bigshareonline.com/> whenever they upload, and will simultaneously be also forwarded to the stock exchange(s) (viz. NSE) where the Company's equity shares are listed, as per respective rules/regulations applicable thereto.

ROUTE MAP TO THE VENUE TO THE 19TH ANNUAL GENERAL MEETING OF FOCUS LIGHTING AND FIXTURES LIMITED TO BE HELD ON WEDNESDAY, SEPTEMBER 11, 2024 AT 02:00 PM AT 11C, THE EPICENTER, LAXMI INDUSTRIAL ESTATE, NEW LINK ROAD, OPP. FUN REPUBLIC, CINEMA, ANDHERI WEST, MUMBAI – 400058.

