

FOCUS[®]

LIGHTING & FIXTURES LTD

Focus Lighting and Fixtures Limited

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

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

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

Corporate Identity Number: L31500MH2005PLC155278

NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 15th Annual General Meeting of the members of **Focus Lighting And Fixtures Limited** will be held on Tuesday, the 29th day of September 2020 at 3:00 p.m. at the registered office of the Company situated at 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai – 400063 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2020 and the Report of the Directors' and the Auditors thereon.
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 re-appoint Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. N. P. Patwa & Co., Chartered Accountants (Registration No. 107845W) be and are hereby appointed as Auditors of the Company to hold office for a term of five years i.e. from the conclusion 15th Annual General Meeting till the conclusion of 20th Annual General Meeting of the Company on such remuneration as agreed upon by the Board of Directors and the Auditors of the Company.”

SPECIAL BUSINESS

4. Regularisation of Additional Director, Mr. Sailesh Madhav Pethe by appointing him as an Independent Director of the Company.

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

“RESOLVED THAT Mr. Sailesh Madhav Pethe (DIN- 03320087), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 11th November 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Sailesh Madhav Pethe, a non-executive Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed an Independent Director of the Company, not liable to retire by rotation, for a term of five years, commencing with effect from November 11, 2019 up to November 10, 2024.”

**For and on behalf of the Board of Directors of
Focus Lighting and Fixtures Limited**

Sd/-

**Amit Vinod Sheth
Managing Director
DIN: 01468052**

**Place: Mumbai
Date: July 29, 2020**

NOTES:

1. The Explanatory Statement, which sets out details pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) relating to re-appointment of Statutory Auditors at the meeting, is annexed hereto. The relevant details, pursuant to Section 152 of Companies Act, 2013 read with Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) is also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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

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

3. All the documents referred to in the accompanying notice and explanatory are open for inspection at the Registered Office of the Company during business hours from 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. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
7. The notice of AGM along with Annual Report for 2019-20 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.

8. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.
9. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.
10. This notice along with Annual Report for 2019-20 is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories on the end of August 28, 2020.
11. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorised representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed. Duplicate attendance slips will not be issued.
12. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being www.pluslighttech.com. Kindly bring your copy of Annual Report to the meeting.
13. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/ mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them.
15. No gifts shall be provided to members before, during or after the AGM.
16. Members may pursuant to section 72 of the Companies Act 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules 2014 file nomination in prescribed form SH-13 with the respective depository participant.
17. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

18. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.

19. A route map showing direction to reach the venue of the 15th AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.

20. Voting system:

- Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules 2014 and sub Reg. (1) & (2) of Reg. 44 of SEBI (LODR) Regulations, 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, in terms the provisions of section 108 of the Companies Act, 2013, at any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under section 109 or the voting is carried out electronically, be decided on a show of hands. A declaration by the Chairman of the meeting of the passing of a resolution or otherwise by show of hands under sub-section (1) and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.
- Every Member entitled to vote on a Resolution and present in person shall, on a show of hands, have only one vote irrespective of the number of shares held by him.
- A Proxy cannot vote on a show of hands.
- A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.
- The Members of the Company holding shares on the “cut-off date” of September 18, 2020 are entitled to vote on the resolutions proposed. Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
- The results of the voting will be placed by the Company on its website www.pluslighttech.com within 48 hours from the conclusion of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.
- The resolutions proposed will be deemed to have been passed on the date of the AGM subject to the receipt of the requisite number of votes in favor of the resolutions.

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

As required under Section 102 of the Companies Act, 2013 read with Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the Ordinary Businesses set out for Item No. 2 and Item No. 3 of the accompanying Notice dated July 29, 2020.

ITEM NO. 02:

Pursuant to Section 152 of Companies Act, 2013 read with Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2, Ms. Deepali Amit Sheth (DIN No. 01141083), Director, who retires by rotation and being eligible, offers herself for re-appointment as Executive Director of the Company.

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

Name of Director	Ms. Deepali Amit Sheth
Date of Birth	06/07/1980
Date of First Appointment	11/08/2005
Qualification	She is a commerce graduate.
Shareholding of Director	Nil
Directors Inter-se relationship & the KMP	Wife of Mr. Amit Vinod Sheth of Ms. Nalini Sheth
Years of experience	She has experience of more than 15 years.
Number of Board Meetings attended in FY 2019-20	6
Area of expertise	Since August, 2005 she has been associated as an Executive Director of our Company and has been actively involved in sales and market development.
Details of remuneration last drawn (FY 2019-20)	Rs. 42,00,000/- p.a.
Directorship in other public companies	Nil
Memberships of committees in other public	Nil

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

ITEM NO. 03:

M/s. N. P. Patwa & Co., Chartered Accountants (ICAI Firm Registration No. 107845W) were appointed as the Statutory Auditors at the 14th Annual General Meeting (AGM) of the Company held on July 15, 2019 for a period of one year (i.e. till the conclusion of 15th Annual General Meeting).

The Audit Committee recommended and the Board of Directors at their meeting held on July 29, 2020, approved the appointment of M/s. N. P. Patwa & Co., Chartered Accountants (Firm Registration No. 107845W) for a term of five years i.e from the conclusion of 15th Annual General Meeting till the conclusion of 20th Annual General Meeting of the Company pursuant to the provisions of section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under.

The proposed fees payable to the Statutory Auditors along with terms of appointment shall be as mutually agreed upon by the Board of Directors and the Auditors of the Company.

N. P. Patwa and Co. is founded in the year 1972. The firm is managed by three senior partners Mr. Narendra Patwa, Mr. Jitendra Shah and Mr. Dharmendra Shah having vast experience. It is catering to the clients need as Advisors, Mentors and Guiding Force with impeccable integrity. N. P. Patwa and Co. had pledged themselves to work hard and Smarter for path to the success for every stakeholder. It's head office is situated at Mumbai and branch in Ahmedabad.

None of the Directors/Key Managerial Personnel of the Company/their relatives is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

ITEM NO. 04:

Mr. Sailesh Madhav Pethe was appointed as an Additional Director of the Company with effect from 11th November 2019, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Sailesh Madhav Pethe holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Sailesh Madhav Pethe appointment as a Director.

In terms of Section 149 and other applicable provisions of the Act, Mr. Sailesh Madhav Pethe is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

Mr. Sailesh Madhav Pethe is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Sailesh Madhav Pethe as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 4 for approval by the members of the Company.

In the opinion of the Board, Mr. Sailesh Madhav Pethe fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sailesh Madhav Pethe as Independent Director is now being placed before the Members in general meeting for their approval.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. The matter regarding appointment of Mr. Sailesh Madhav Pethe as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director for a term of 5 years up to November 10, 2024.

Brief profile of Mr. Sailesh Madhav Pethe is as below:

Name of Director	Mr. Sailesh Madhav Pethe
Date of Birth	13/09/1969
Date of First Appointment	11/11/2019
Qualification	BSC Chemistry, R.R.RUIA College, Mumbai and MMM From NMIMS, Mumbai
Shareholding of Director	Nil
Directors Inter-se relationship & the KMP	Nil
Years of experience	He has experience of more than 20 years.
Number of Board Meetings attended in FY 2019-20	1
Area of expertise	<p>He owns an Advertising Agency and has served clients like Anacin, Annfrench, Navneet Publications Ltd, Bank of Maharashtra, Rasoi Magic, Coke Regional Account, Charak Healthcare, Sapat Group Companies, etc.</p> <p>In 2001, he was selected as News Anchor on DD NEWS Mumbai to present Business news and Marathi news on DD Sahyadri. Its more than 2000 hours on television. Successfully Anchored the show 'Moneyplant' which was finance ministry initiative. He has covered all major elections and Anchored Political shows Janadesh in his 20 years career and has been awarded Lux Best Anchor award in 2011.</p> <p>Further, he has successfully done M&B switchgears Ltd. IPO in 2011 and raised Rs. 145 Cr. He has also done equity placement of Mandhana Industries, Vivimed Labs, Glenmark Pharma in Domestic Financial Institutions. In 2016, he completed financial closure of MEP Infraprojects Ltd. for the HAM Projects and raised Rs. 1800 Cr. which was reasonably big syndication.</p> <p>In 2018, he has done QIP of MEP Infra Ltd. and raised Rs. 170 Cr. from Private Equity Fund like GMO.</p> <p>He is also a Political Editor of two magazines – 'GDP' i.e. 'Governance Democracy and Politics' and 'Indian economy and Markets'.</p>

Details of remuneration last drawn (FY 2019-20)	Nil
Directorship in other public companies	Firstobject Technologies Limited
Memberships of committees in other public	Member of Audit Committee, Remuneration Committee and Shareholders' / Investors' Grievance Committee of Firstobject Technologies Limited

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Sailesh Madhav Pethe himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

ATTENDANCE SLIP

RECORD OF ATTENDENCE 15TH ANNUAL GENERAL MEETING, HELD ON TUESDAY, THE 29TH DAY OF SEPTEMBER 2020 AT 3.00 P.M. AT 1007-1010, CORPORATE AVENUE WING A, SONAWALA ROAD, NEAR UDYOG BHAWAN, GOREGAON (EAST), MUMBAI - 400063:

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

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 15th Annual General Meeting of the Company on Tuesday, the 29th day of September 2020 At 3.00 p.m. at 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai - 400063.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note:

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

**Form No. MGT-11
PROXY FORM**

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

CIN	L31500MH2005PLC155278
Name of The Company	M/s Focus Lighting and Fixtures Limited
Registered Office	1007-1010, CORPORATE AVENUE WING A, SONAWALA ROAD, NEAR UDYOG BHAWAN, GOREGAON (EAST), Mumbai 400063 Maharashtra
Name of the member (s)	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

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

1. Name:.....

Address:.....

E-mail id:.....

Signature: or falling him/her

2. Name:.....

Address:.....

E-mail id:.....

Signature: or falling him/her

3. Name:.....

Address:.....

E-mail id:.....

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15th Annual general meeting of the company, to be held on the Tuesday, the 29th day of September 2020 At 3.00 p.m. at 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai - 400063 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
	Ordinary Business
1.	Adoption of Audited Financial Statement for the Financial Year ended 31 st March, 2020
2.	Re- appointment of Director retire by rotation
3.	Re-appointment of Appointment of Statutory Auditors
	Special Business
4.	Regularisation of Additional Director, Mr. Sailesh Madhav Pethe by appointing him as an Independent Director of the Company

Signed this.....day of.....20....



ROUTE MAP TO THE VENUE OF THE AGM

Route Map to the Venue of the 15th Annual General Meeting of Focus Lighting And Fixtures Limited to be held on Tuesday, the 29th day of September 2020 at 3:00 P.M.

Venue Address: 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai – 400063.

