

FOCUS
LIGHTING & FIXTURES LTD

PLUS
LIGHT TECH

TRIX.

L&B Lumens
& Beyond

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.

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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 that the resolutions set out below are proposed for the approval of the Members of Focus Lighting and Fixtures Limited (“**Company**” or “**FLFL**”), by means of Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by Company to all its Members to cast their votes electronically, 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, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021, the General Circular No. 03/2022 dated May 05, 2022 and the General Circular No. 11/2022 dated December 28, 2022 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, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (“**SEBI Circular**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”) 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(1) of the Companies Act, 2013 and other applicable provisions of the Act read with the Rules setting out all material facts pertaining to the resolutions mentioned in this Postal Ballot Notice is annexed. Further, additional information as required under the Listing Regulations is also attached.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company in their meeting held on 13th February, 2023 has appointed Mr. Mayank Arora & Co., (FCS No: F10378 & CP No:13609), Practicing Company Secretary to act as Scrutinizer for conducting the Postal Ballot process through

remote e-voting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services (India) Limited ("**CDSL**") for providing remote e-voting facilities to the Members.

In compliance of Circulars issued by the Ministry of Corporate Affairs for clarification on the 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, 10th February, 2023** ("**Cut-off date**"). **The remote e-voting will commence from 9:00 am on Thursday, 16th February, 2023 and ends at 5:00 pm on Friday, 17th March, 2023.** 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 resolutions along with the Explanatory Statements and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company not later than **5:00 pm Friday, 17th March, 2023** 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 his report, after the completion of scrutiny of votes, to the Chairman or any person authorized by the Board. The results of remote e-voting will be announced on or before Saturday, 18th March, 2023 and will be displayed on the Company's website at <https://pluslighttech.com/investor/notice-to-shareholders/> and the website of CDSL at www.evoting.cdsl.com. The results will be communicated to the Stock Exchanges, National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (together the "**Depositories**"). The Company will also display the results of the Postal Ballot at its Registered Office.

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., **Friday, 17th March, 2023.**

SPECIAL BUSINESS:

1. To Approve the increase in the limits for the loans and investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Act (including any amendment thereto or re-enactment thereof for the time being in force), if any, as recommended by the Audit Committee, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board") to (a) give any loan to any body corporate(s) / person (s);

(b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate, from time to time in one or more tranches as the Board of Directors in their absolute discretion deem necessary and in the interest of the company, for an amount not exceeding

Rs. 100 crores (Rupees One Hundred Crores only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any Director of the Company be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as he may deem fit for giving of loan, providing guarantee/security or making investments within the above limits, along with the power to transfer/dispose of the investments so made, from time to time and with an authority to delegate the above powers to any other person as he may determine.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

2. To approve for giving loan or guarantee or providing security in connection with loan availed by any of the company's subsidiary(ies) or any other person specified under section 185 of the Companies Act, 2013.

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 provisions of section 185 and section 186 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), as recommended by the Audit Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance loan(s) in one or more tranches including loan represented by way of book debt (the "loan") to, and/or give any guarantee(s), and/or provide security(ies) in connection with any loan taken/to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or ‘a person in whom any of the director of the company is interested’ as specified in the explanation to clause (b) of sub-section 2 of Section 185 of the Act (collectively referred to as the "Entities"), up to a sum not exceeding Rs.100 Crores [Rupees One Hundred Crores Only] at any point of time, in its absolute discretion and deem beneficial in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company and/or the Company Secretary of the Company be and is hereby severally authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

3. To Approve alteration in the Articles of Association of the Company.

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

“**RESOLVED THAT** pursuant to provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 (the “Act”) read with the rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded to alter the Articles of Association of the Company as follows:

A. After article 145 of the Articles of Association of the Company, the following article 145A shall be inserted:

Title of Article	Article Number and contents
Investor Director	<p>145A.</p> <p>(a) In connection with investment agreement dated 7th October, 2022 executed between the Company, Mr. Rajendra Suganchand Shah, Mr. Rishi Rajendra Shah and Mr. Amit Vinod Sheth, the Investor shall have a right (but not an obligation) to appoint one (1) non-executive director on the Board of the Company.</p> <p>(b) The investor may at any time and from time to time remove such non-executive director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time, appoint any other person as non-executive director.</p> <p>(c) Further, such non-executive director shall be liable to retirement by rotation of Directors. Subject as aforesaid, such director shall be entitled to the same rights and privileges and be subject to the obligations as any other Director of the Company.</p>

B. The provisions of articles 147, 151, 159, 160, 161, 200 and 201 shall be substituted with below provisions:

Title of Article	Article Number and contents
Alternate Director	<p>147.</p> <p>The Board may appoint a person, not being a person holding any alternate directorship for any other director in the Company or holding directorship in the Company, to act as an Alternate Director for a Director (hereinafter in this Article called "the Original Director") during his absence for a period</p>

of not less than three months from India. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meetings of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such Meetings to have and exercise all the powers and duties and authorities of the Original Director.

An Alternate Director shall not hold office for a period longer than that permissible to the Director in whose place he has been appointed and shall vacate the office if and when the Director in whose place he has been appointed returns to India. If the term of office of the Original Director is determined before he so returns to India, any provision for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original, and not to the Alternate Director.

No person shall be appointed as an Alternate Director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Companies Act, 2013.

Directors' sitting fees

151.

The fees payable to a Director for attending each Board meeting shall be such sum as may be fixed by the Board of Directors not exceeding such sum as may be prescribed by the Central Government for each of the meetings of the Board or a Committee thereof and adjournments thereto attended by him.

Disqualification of the Director

159.

- A. A person shall not be capable of being appointed as a Director of the Company if:-
- (a) he is of unsound mind and stands so declared by a competent court;
 - (b) he is an undischarged insolvent;
 - (c) he has applied to be adjudged an insolvent and his application is pending;
 - (d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence. Further, if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director of the Company.
 - (e) an order disqualifying him for appointment as Director has been passed by a Court or Tribunal and the order is in force.
 - (f) he has not paid any calls in respect of Shares of the Company held by him whether alone or jointly with others and six months have elapsed from the last day fixed for the payment of the call.
 - (g) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years;

	<p>(h) he has not complied with sub-section (3) of section 152; or (i) he has not complied with the provisions of sub-section (1) of section 165. Provided that the disqualifications referred to in clauses (d), (e) and (g) above shall continue to apply even if the appeal or petition has been filed against the order of conviction or disqualification.</p> <p>B. No person who is or has been a director of a Company which (a) has not filed financial statements or annual returns for any continuous period of three financial years; or (b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more; shall be eligible to be appointed as a Director for a period of five years from the date on which the said company fails to do so.</p>
<p>Vacation of office by Directors</p>	<p>160. The office of a director shall become vacant in case – (a) he incurs any of the disqualifications specified in Article 159; (b) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board; (c) he acts in contravention of the provisions of section 184 relating to entering into contracts or arrangements in which he is directly or indirectly interested; (d) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184; (e) he becomes disqualified by an order of a court or the Tribunal; (f) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months; (g) he is removed in pursuance of the provisions of the Companies Act, 2013; (h) he, having been appointed a director by virtue of his holding any office or other employment in the holding, subsidiary or associate company, ceases to hold such office or other employment in that company.</p>
<p>Vacation of office by Directors (contd.)</p>	<p>161. The office shall not be vacated by the director in case of orders referred to in clauses (e) and (f) of Article 160: i. for thirty days from the date of conviction or order of disqualification; ii. where an appeal or petition is preferred within thirty days as aforesaid against the conviction resulting in sentence or order, until expiry of seven days from the date on which such appeal or petition is disposed of; or iii. where any further appeal or petition is preferred against order or sentence within seven days, until such further appeal or petition is disposed of.</p>

General powers of management vested in the Board of Directors

200.

1. The Board of Directors of a company shall be entitled to exercise all such powers, and to do all such acts and things, as the company is authorised to exercise and do.

Provided that in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in the Act, or in the memorandum or articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the company in general meeting.

Provided further that the Board shall not exercise any power or do any act or thing which is directed or required, whether under the Act or by the memorandum or articles of the company or otherwise, to be exercised or done by the company in general meeting.

2. No regulation made by the company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

3. The Board of Directors of a company shall exercise the following powers only with the consent of the company by a special resolution, namely: -

- a. to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.
- b. to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;
- c. to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business:

For the purposes of this clause, the expression "temporary loans" means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature;

Provided that every special resolution passed by the company in general meeting in relation to the exercise of the powers referred to this clause shall specify the total amount up to which monies may be borrowed by the Board of Directors.

- d. to remit, or give time for the repayment of, any debt due from a director.

	<p>4. Prior permission of the company in general meeting shall be required for contribution to bona fide charitable and other funds in case the aggregate of such contribution, in any financial year, exceed five per cent. of the company's average net profits for the three immediately preceding financial years.</p>
<p>Certain powers to be exercised by the Board only at Meetings</p>	<p>201. The Board of Directors of a company shall exercise the following powers on behalf of the company by means of resolutions passed at meetings of the Board, namely:</p> <ol style="list-style-type: none"> a. to make calls on shareholders in respect of money unpaid on their shares; b. to authorise buy-back of securities under section 68; c. to issue securities, including debentures, whether in or outside India; d. to borrow monies; e. to invest the funds of the company; f. to grant loans or give guarantee or provide security in respect of loans; g. to approve financial statement and the Board's report; h. to diversify the business of the company; i. to approve amalgamation, merger or reconstruction; j. to take over a company or acquire a controlling or substantial stake in another company; k. to make political contributions; l. to appoint or remove key managerial personnel (KMP); m. to appoint internal auditors and secretarial auditor; n. to contribute any amount directly or indirectly to any political party. <p>Provided that the Board may, by a resolution passed at a meeting, delegate to any committee of directors, the managing director, the manager or any other principal officer of the company or in the case of a branch office of the company, the principal officer of the branch office, the powers specified in clauses (d) to (f) on such conditions as it may specify.</p>

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any addition/alteration in proposal(s) mentioned above, as may be required by the authorities concerned at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and is hereby authorised to sign and file all the requisite e-forms including form MGT-14 along with such other documents as maybe required and to do all acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT a certified true copy of the resolution signed by any Director or Company Secretary of the Company be provided to anyone concerned or interested in the matter.”

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

**Date: 14th February, 2023.
Place: Mumbai**

**Sd/-
Drashti Bhimani
Company Secretary and Compliance Officer.**

NOTES:

1. The explanatory statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Rule 20 & 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 in their meeting held on 13th February, 2023 has appointed Mr. Mayank Arora & Co., (FCS No. F10378 CP No.13609), Practicing Company Secretary to act as the Scrutinizer, for conducting the remote e-voting process for Postal Ballot process in a fair and transparent manner.
3. 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) and whose names appear in the Register of Members/List of Beneficial Owners, received from Registrar and Transfer Agents (RTA) as on **Friday, 10th February, 2023**, 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 Cutoff 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 <https://pluslighttech.com/investor/notice-to-shareholders/> and also on websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com.
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who have not registered their email address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available on the website of the Company at <https://pluslighttech.com/investor/investor-grievance-reports-and-forms/>) duly filled and signed along with requisite supporting documents to CDSL at www.evoting.cdsl.com.
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, 10th February, 2023**. 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, 18th March, 2023** at the Registered Office of the Company and will also be displayed on the website of the Company i.e. <https://pluslighttech.com/investor/lodr-fy-2022-2023/> , 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, Friday, 17th March, 2023**.

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 Thursday 16th February, 2023** and ends at **5:00 pm Friday, 17th March, 2023**.

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

- (i) The voting period begins on **9:00 am on Thursday, 16th February, 2023** and ends at **5:00 pm Friday, 17th March, 2023** 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, 10th February, 2023** 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/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and other circulars as issued by the Securities and Exchange Board of India (“**SEBI Circulars**”) including Regulation 44 and 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), 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 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	<p>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.</p> <p>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</p>

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.nsd.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.nsd.com>. Select "Register Online for IDeAS" "Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	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.

or Date of Birth (DOB)

- 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 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:

In order to make optimum use of funds available with the company and also to achieve long term strategic and business objectives, the Board of Directors of the company may, as and when required in the interest of the Company, make investment in other bodies corporate or grant loans, give guarantee or provide security to other persons or other body corporate.

Pursuant to the provisions of section 186 of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval from the shareholders by way of special resolution as contained in this notice to give loan, give guarantee, provide security or make investment for an amount not exceeding Rs. 100 crores (Rupees One Hundred Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Board recommends the resolutions as set out in Item No. 1 to be passed by the members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the above resolution, except to their equity holdings and Directorships in the Company, if any.

ITEM NO. 2:

In order to make optimum use of funds available with the company and to achieve long term strategic and business objectives, the Board of Directors of the company may, as and when required in the interest of the Company, make investment in other bodies corporate or grant loans, give guarantee or provide security to other persons or other body corporate.

The Company may have to render support for the business requirements of its Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is interested or deemed to be interested (collectively referred to as the "Entities"), from time to time.

Pursuant to the provisions of section 185 of the Companies Act, 2013 and rules made there under, a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken or to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or 'a person in whom any of the director of the company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to above entities and the proposed loan shall be at the interest rate of prevailing market rate and shall be used by the borrowing Company for capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities only.

The details of the existing Subsidiaries/Entites are as follows:

S.No.	Name of the Company	Nature of Relationship	Purpose
1	Xandos Lighting And Fixtures Limited	Subsidiary Company	Procurement of plant and machineries, sale and purchase of goods/ services, fixed assets or any other expense including working capital requirements to support its principal business activities.
2	Opti Innovation N Lighting Solutions Private Limited	Entities in which Directors are interested	Procurement of plant and machineries, sale and purchase of goods/ services, fixed assets or any other expense including working capital requirements to support its principal business activities.
3	ShethVinod Lighting Private Limited	Entities in which Directors are interested	Procurement of plant and machineries, sale and purchase of goods/ services, fixed assets or any other expense including working capital requirements to support its principal business activities.
4	Arion Online Private Limited	Entities in which Directors are interested	Procurement of plant and machineries, sale and purchase of goods/ services, fixed assets or any other expense including working capital requirements to support its principal business activities.

The Board seeks approval of the members to advance loan or give guarantee or provide security in connection with any loan taken or to be taken by any Subsidiary or Associate or Joint Venture or group entity of the Company or 'a person in whom any of the director of the company is interested', whether existing or incorporated in future, up to the extent of Rs 100 Cr, in aggregate, subject to the approval of the Audit Committee, if required. The Board proposes the Resolution at Item No. 2 of the notice for approval of the Shareholders as a Special Resolution.

Except Mr. Amit Vinod Sheth, Managing Director, Mrs. Deepali Amit Sheth, Director, Ms. Khushi Amit Sheth, Director and their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the above resolution.

ITEM NO. 3:

The shareholders of the Company, at their Extra Ordinary General Meeting held on September 30, 2016, had approved adoption of new sets of Articles of Association of the Company.

The Board of Directors proposes for an amendment in the existing Articles of Association of the Company, to keep certain provisions in line with the provisions of the Companies Act, 2013 and also keeping in view of the investment agreement dated 7th October, 2022 executed between the Company, Mr. Rajendra Suganchand Shah, Mr. Rishi Rajendra Shah and Mr. Amit Vinod Sheth.

A copy of the altered Articles of Association of the Company would be available for inspection at the registered office of the Company during business hours on working day up to the last date of voting.

None of the Directors and Key Managerial Personnel of the Company, including their relatives, is concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the passing of the resolution set out at Item No. 3 of the accompanying Notice of Postal Ballot for the approval of the Members of the Company by way of Special Resolution.

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

**Date: 14th February, 2023.
Place: Mumbai**

**Sd/-
Drashti Bhimani
Company Secretary and Compliance Officer.**