

FOCUS

LIGHTING & FIXTURES LTD.

FOCUS LIGHTING AND FIXTURES LIMITED

CIN: L31500MH2005PLC155278

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

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

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given that, 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”) 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”), for the approval of the Members of the Company through Postal Ballot including electronic voting (e-voting) for the resolutions set out hereinafter.

The Explanatory Statement pertaining to the resolutions proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Company has appointed M/s. Anubhuti Tripathi & Associates, Practicing Company Secretaries, (Membership No. A28267 and Certificate of Practice No. 13219) to act as Scrutinizer for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer at 103, MIDAS, Sahar Plaza, Andheri Kurla Road, Andheri East, Mumbai – 400059 on or before 5:00 P.M on Saturday, December 28, 2019.

The Company has also extended e-voting facility as an alternate, for its members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, November 22, 2019, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s).

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

The Scrutinizer will submit her report to the Chairman of the Company after completion of scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Monday, December 30, 2019 and communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents. The results will also be displayed on the website of the Company i.e. www.pluslighttech.com.

Pursuant to Regulation 277 of ICDR Regulations the Resolution No. 1 shall be passed by requisite majority i.e. public shareholders in favour of the proposal amount to at least two times the number of votes cast by public shareholders against the proposal.

The last date of receipt of Postal Ballots i.e. Saturday, December 28, 2019 shall be deemed to be the date of passing of Resolution.

Items of Business requiring consent of Shareholders through Postal Ballot:

1. To approve migration from NSE SME Platform to Main Board of National Stock Exchange of India Limited:

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

Note: In accordance with Regulation 277 of ICDR Regulations, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

“RESOLVED THAT 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”) and other applicable provisions, if any, of the Companies Act, 2013, ICDR Regulations, other applicable SEBI Regulations and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the Members be and is hereby accorded for purpose of migration of the Company's present listing from SME Platform of National Stock Exchange of India Limited (“NSE”) i.e. EMERGE to the Main Board of NSE and follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution.

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

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

2. To approve and adopt the Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019:

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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee, including the Nomination, and Remuneration Committee constituted by the Board to exercise its powers conferred by this Resolution) consent of the Members be and is hereby accorded to the Board to introduce and implement the ‘Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019’ (the “ESOP 2019”), the salient features of which are furnished in the explanatory statement to the Notice and the same be implemented through a Trust to be set up for this purpose.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time, to or for the benefit of, such persons who are in permanent employment of the Company and its subsidiary companies, whether working in India or outside India, including any managing or whole-time directors

of the Company, its subsidiary companies (selected on the basis of criteria decided by the Board or Nomination and Remuneration Committee thereof) under the ESOP 2019, such number of stock options (comprising of options, as the case may be) (the "Stock Options") exercisable into not more than 5,00,000 (Five Lakhs) equity shares of Rs. 10/- each (the "Equity Shares") being 14.80% of the paid-up equity share capital of the Company as on March 31, 2019 (or such other number adjusted in terms of ESOP 2019 as per applicable law), at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB Regulations or other provisions of law as may be prevailing at that time.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other reorganisation of capital structure of the Company, as applicable from time to time, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted earlier. Further, the above ceiling of 14.80% i.e., 500000 Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT in case the Equity Shares are either sub-divided or consolidated, then the number of Equity Shares to be transferred on exercise of Stock Options and the exercise price of Stock Options shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the ESOP 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the ESOP 2019 and determine the detailed terms and conditions of the aforementioned ESOP 2019 including but not limited to the quantum of the Stock Options to be granted per employee in each tranche, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Stock Options, to such employees and directors of the Company and its subsidiary companies, at par or at such other price, at such time and on such terms and conditions as set out in the ESOP 2019 and as the Board may in its absolute discretion think fit, subject to applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOP 2019 at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOP 2019, as it may deem fit, from time to time or to suspend, withdraw or revive the ESOP 2019 from time to time in conformity with the provisions of the Companies Act, 2013 (including any rules or regulations made thereunder), the SEBI SBEB Regulations and other applicable laws unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted Stock Options under the ESOP 2019.

RESOLVED FURTHER THAT the Board and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things, as it may in its absolute discretion, deems necessary including authorising or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the ESOP 2019, as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals, if any, required by the Securities and Exchange Board of India / the stock exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives/ officers of the

Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.”

3. To approve the extension of benefits of the Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019 to the permanent employees including managing and whole-time directors, of the subsidiary companies 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 the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee constituted by the Board to exercise its powers conferred by this Resolution) consent of the Members be and is hereby accorded to the Board to extend the benefits and coverage of the ESOP 2019 (referred to in the Resolution under Item No. 2 of this Notice) to such persons who are in permanent employment of any present and future subsidiary companies of the Company, whether working in India or outside India, including any managing or whole - time directors (selected on the basis of criteria decided by the Board or Nomination and Remuneration Committee thereof) under the ESOP 2019 in the manner mentioned in the Resolution under Item No. 2 of this Notice on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB Regulations or other provisions of law as may be prevailing at that time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper to settle any questions, difficulties or doubts that may arise in this regard.”

4. To approve (a) the use of the trust route for the implementation of Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019 (“ESOP 2019”); and (b) grant of financial assistance / provision of money by the Company to the trust to fund the purchase of its equity shares, in terms of the ESOP 2019:

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 67 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee constituted by the Board to exercise its powers conferred by this Resolution) consent of the Members be and is hereby accorded to the Board to:

- (a) implement the Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019 (“ESOP 2019”) through the trust to be setup for this purpose in accordance with the SEBI SBEB Regulations; and
- (b) extend an interest free financial assistance / provision of money to the trust set up by the Company in one or more tranches not exceeding 10% of the aggregate of the Paid-up Share Capital and Free Reserves of the Company for the purpose of subscription and/or purchase of Equity Shares of the Company by the Trust in one or more tranches, with a view to transfer such Equity Shares to the Employees upon exercise of Options, in line with contemplated objectives of the ESOP Plans/ Schemes of the Company including ESOP 2019 or for any other purpose(s) as permitted under and due in compliance with the provisions of the SEBI (SESB) Regulations, the Rules framed under the Companies Act, 2013 and other applicable laws and regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI (SBEB) Regulations, Rules aforesaid and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of accounts, records and documents as prescribed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.”

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

Sd/-

**Nikhil Arya
Company Secretary
Membership No. A42548**

**Date: November 11, 2019
Place: Mumbai**

NOTES:

1. The explanatory statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“The Rules”) setting out material facts is annexed herewith and forms part of this notice.
2. The Board of Directors has, at their meeting held on November 11, 2019, appointed M/s. Anubhuti Tripathi & Associates, Practicing Company Secretaries, (Membership No. A28267 and Certificate of Practice No. 13219) to act as the Scrutinizer, for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, received from Registrar and Transfer Agents (RTA) as on Friday, November 22, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company’s Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed envelope.
4. A person who is not a member as on cut-off date should accordingly treat the Postal Ballot notice for information purpose only.
5. A copy of this notice has been placed on the website of the Company www.pluslighttech.com and shall remain on the website until the last date for receipt of postal ballots from the shareholders.
6. The postal ballot form for voting by shareholders is enclosed.
7. In accordance with the Rule 22(3) of the Companies (Management and Administration) Rules, 2014 after the postal ballot is dispatched, an advertisement will be published in at least one English language and one vernacular language newspaper.
8. Members whose names appear on the Register of Members / List of Beneficial Owners on Friday, November 22, 2019, will be considered for the purpose of voting.
9. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, November 22, 2019.
11. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail at cs@pluslighttech.com and Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
12. A Member cannot exercise his/her vote by proxy on postal ballot.
13. Members exercising their vote are requested to read carefully the instructions printed in the Postal Ballot form and either (a) return the form duly completed and signed, in the enclosed self - addressed pre-paid postage business reply envelope or (b) vote by electronic means in the manner set out herein, in each case, so as to ensure that votes reach the Scrutinizer not later than 05:00 P.M. on or before Saturday, December 28, 2019 (“Last Date”). Postal ballot Form(s) received after the Last Date will be treated as if reply from the Shareholder has not been received and the same shall not be considered for the purpose of Postal Ballot and after the Last Date the portal where e-votes can be cast will be blocked.

14. The Scrutinizer will submit her report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before Monday, December 30, 2019 at the registered office of the Company and will also be displayed on the website of the Company i.e. www.plulighttech.com, besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.
15. All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 PM, Saturday, December 28, 2019.
16. In accordance with Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to shareholders through such e-voting system. Notice of this meeting has been sent to all the shareholders who have registered their e-mail id's with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with Central Depository Services (India) Ltd (CDSL) to facilitate e-voting as an alternate to the dispatch of Postal Ballot Forms.
17. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
18. Please note that any postal ballot form(s) received after the last date (i.e. Saturday, December 28, 2019) will be treated as not having been received.
19. The last date of receipt of postal ballot i.e. Saturday, December 28, 2019 shall be the date on which the resolutions would be deemed to have been passed, if approved by requisite majority.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility to all its Members to enable them to cast their vote on the matters listed in the Postal Ballot Notice by electronic means. The Company has engaged the services of the Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The instructions to members for voting electronically are as under:

- a. Log on to the e-voting website www.evotingindia.com
- b. Click on "Shareholders" tab.
- c. Now, select the "COMPANY NAME as Focus Lighting and Fixtures Limited" from the drop down menu and click on "SUBMIT".
- d. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- g. If you are a first time user follow the steps given below:

<i>For Members holding shares in Demat Form and Physical Form</i>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Bank Details	<p>Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Bank details field.

- h. After entering these details appropriately, click on “SUBMIT” tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for the relevant <Focus Lighting and Fixtures Limited> on which you choose to vote.
- l. 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.
- m. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n. 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.
- o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- q. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. 'a.' to sl. no. 'q.' above to cast vote.
- (B) The voting period begins on 09:00 A.M. on Friday, November 29, 2019 and ends on 05:00 P.M. on Saturday, December 28, 2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, November 22, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com, or Company at cs@pluslighttech.com.

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

Item No. 1

Approval for migration from NSE SME Platform to Main Board of National Stock Exchange of India Limited:

The Company was listed on NSE Emerge Platform on Thursday, April 13, 2017 and becomes eligible to migrate to the Main Board of National Stock Exchange of India Limited (NSE) by the end of two years of listing on Emerge Platform, as per the guidelines specified by the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018.

Listing on the Main Board of National Stock Exchange of India Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The members are, therefore, requested to accord their approval, for the proposed migration of the Company's present listing from Emerge Platform of NSE to Main Board of NSE. as set out in the resolution.

None of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

The Board recommends Resolution No. 1 for approval of the Members of the Company.

Item Nos. 2 & 3

Approval and adoption of Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019 ("ESOP 2019") and to approve the Extension of Benefits of the ESOP 2019 to the permanent employees, including managing and whole-time directors, of the subsidiary companies of the Company:

Stock options to employees have been recognised as an effective instrument to align the interests of the employees with that of the Company and its shareholders, providing an opportunity to the employees to share in the growth of the Company and to create wealth in the hands of the employees.

Accordingly, the Company intends to reward, attract, motivate and retain employees and directors of the Company, its subsidiary companies for their high level of individual performance and for their efforts to improve the financial performance of the Company. The eligible employees shall be granted employee stock options in the form of options ("Options") which will be exercisable into equity shares of Rs. 10/- each of the Company (the "Equity Shares") upon such terms and conditions applicable to the Options, as the case may be. Towards this end, the Company has proposed to adopt the Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019 ("ESOP 2019"). The Board of Directors of the Company through a resolution dated November 11, 2019 approved the broad framework of the ESOP 2019.

The Members are informed that the Company intends to offer not more than 5,00,000 Equity Shares under the ESOP 2019 by way of grant of Options. Options are collectively referred to as "Stock Options". The ESOP 2019 will be administered by the Nomination and Remuneration Committee of the Board constituted pursuant to the provisions of Section 178 of the Companies Act, 2013 through a trust, viz. the FLFL Employee Welfare Trust to be setup for this purpose.

To promote the culture of employee ownership, approval of Members is being sought for grant of Stock Options to certain employees and directors of the Company, its subsidiary companies.

The ESOP 2019 is being formulated in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"). Relevant details with respect to the aforementioned ESOP 2019 are as follows:

1. Brief description of the scheme:

The scheme shall be called Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019 and shall extend its benefits to the present and/or future permanent employees of the Company and to that of its present and future Subsidiaries, in accordance with the applicable laws.

The scheme will be an open-ended scheme, wherein the Committee will grant Options, to be settled in the form of ESOP or other stock based instruments, to eligible employees and upon exercise the employees will get shares of the Company.

The scheme will be implemented via trust route which will acquire equity shares of the Company through fresh subscription of the shares from the Company itself for the purpose of extending the benefits of the scheme to the employees.

2. Total number of Options to be granted under the scheme:

5,00,000 (Five Lakhs) Options or other stock based instruments exercisable into equity shares of the Company, would be available for grant to the eligible employees of the Company and eligible employees of Subsidiary Companies, on an aggregate basis, under ESOP 2019. The Company will create, issue and allot equity shares not exceeding 14.80% of the issued and paid-up equity share capital of the Company as on March 31, 2019 i.e. 5,00,000 (Five Lakhs) Equity Shares of face value of Rs. 10/- each fully paid-up, in one or more tranches to the FLFL Employee Welfare Trust to implement ESOP 2019. Each Option when exercised would be converted into one Equity Share of Rs. 10/- fully paid-up.

Vested Options lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorised to re-grant such lapsed/ cancelled Options as per the provisions of ESOP 2019.

SEBI (Share Based Employee Benefits) Regulations, 2014 require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are issued by the Company for making such fair and reasonable adjustment, the above ceiling on Shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

3. Identification of classes of employees entitled to participate and be beneficiaries in the scheme:

Persons who are permanent employees of the Company, working in or out of India, including managing or whole-time directors of the Company, and that of the holding and/or subsidiary companies, will be entitled to participate in the ESOP 2019, subject to fulfilment of the eligibility criteria as may be specified in terms of the SEBI SBEB Regulations or as may be decided by the Board or the Nomination and Remuneration Committee, from time to time. The following category of employees/directors shall not be eligible to participate in ESOP 2019:

- i. a promoter or a person belonging to the promoter group;
- ii. an Independent Director;
- iii. a Director who either by himself/ herself or through his/ her relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company.

4. Requirements of vesting and period of vesting

The Board or the Nomination and Remuneration may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics on the achievement of which the granted Stock Options would vest and which may be specified in the respective grant letters or the vesting letters to be issued in this regard. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the Stock Options granted would vest will be subject to the minimum and maximum vesting period.

5. Maximum period within which the Options shall be vested:

The Options would vest not earlier than one year and not later than four years from the date of grant of Options or such other period as may be determined by the Nomination and Remuneration Committee. The vesting schedule (i.e. exact proportion in which and the exact period over which the Options would vest) would be determined by the Nomination and Remuneration Committee, subject to the minimum vesting period of one year from the date of grant of Options. The Options granted under the ESOP 2019 shall vest in one or more tranches.

6. Exercise price or pricing formula:

The Equity Shares to be transferred pursuant to the exercise of the Options would be transferred at the market price of the Equity Shares or at such other price as may be decided by the Board or the Nomination and Remuneration Committee from time to time in compliance with the SEBI SBEB Regulations. Provided that the exercise price per option shall not be less than the face value of the equity share of the Company.

7. Exercise period and process of exercise:

The exercise period would commence from the date of vesting and will expire on completion of three years from the date of vesting of Stock Options or such other period as may be determined by the Board or the Nomination and Remuneration Committee.

During the exercise period relating to each vesting, vested Options can be exercised in one or more tranches, such that each tranche will be of a minimum of 1000 Options, as the case may be, except in cases where the number of vested Options is less than 1000.

The Stock Options will be exercisable by the Employees through a written application to the Company accompanied by payment of the exercise price in such manner and on execution of such documents, as may be prescribed by the Board or the Nomination and Remuneration Committee from time to time. The Stock Options will lapse if not exercised within the specified exercise period.

8. The appraisal process for determining the eligibility of employees for the scheme:

The appraisal process for determining the eligibility of the Employees will be decided by the Nomination and Remuneration Committee from time to time.

The Employees would be granted Options under the ESOP 2019 based on various parameters including but not limited to:

- i. Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company.
- ii. Performance: Business Performance and achievement of set business targets year-on-year by the Business Unit Employee is associated with. Additionally, Employee's performance during the financial year on the basis of the parameters decided by the management.
- iii. The present and potential contribution of the Employee to the success of the Company.
- iv. High market value/difficulty in replacing the Employee.
- v. High risk of losing the Employee to competition.
- vi. Value addition by the new entrant, if any.

9. Maximum number of options to be issued per employee and in aggregate:

The number of Options that may be granted to any one employee under the scheme, during any one year, shall not equal or exceed 1% of the Issued Share Capital of the Company at the time of grant if the prior specific approval from members of the Company through a special resolution to this effect is not obtained.

Provided however, the total number of options to be granted under the ESOP 2019, in aggregate, shall at no time exceed 5,00,000 (Five Lakhs) Options.

10. The Maximum quantum of benefits to be provided per Employee under the scheme:

The maximum quantum of benefit that will accrue to every eligible Employee under the scheme will be the difference between the Exercise Price paid by the Employee to the Company and the value of Company's share on the Stock Exchange on the date of exercise of options.

11. Implementation and administration of the scheme:

The scheme shall be implemented and administered by the Nomination and Remuneration Committee through FLFL Employee Welfare Trust.

12. Whether the scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:

The ESOP 2019 will only involve new issue of Equity Shares to the Trust.

13. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.

Amount of loan: Shall not exceed 10% of the aggregate paid up Equity Capital and Free Reserves of the Company.

Tenure: Till the objects of the Trust are accomplished or the repayment of loan is made, whichever is earlier.

Utilization: For the objects of the Trust as mentioned in the Trust Deed including the implementation of the ESOP 2019 wherein it will subscribe to the Equity Shares of the Company.

Repayment Terms: The Trust shall repay the loan to the Company by utilising the proceeds realised from Exercise of Options by the Employees.

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:

Not Applicable.

15. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15

The Company shall comply with such applicable disclosure and accounting policies as prescribed by the SEBI SBEB Regulations and those prescribed by the concerned authorities from time to time.

16. The method which the Company shall use to value its Options:

To calculate the employee compensation cost, the Company shall use the Fair Value Method for valuation of the Options granted or such valuation method as may be prescribed from time to time in accordance with applicable laws.

17. Statement with regards to disclosures in Directors' Report:

In the event the Company undertakes valuation as per the intrinsic value method, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the fair value of the Stock Options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on Earnings Per Share of the Company shall also be disclosed in the Directors' Report.

18. Transferability of Stock Options:

The Stock Options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of a Stock Option holder while in employment, the right to exercise all the Stock Options granted to him till such date shall be transferred to his legal heirs or nominees, as prescribed in ESOP 2019.

19. Other Terms:

The Board or Nomination and Remuneration Committee shall have the absolute authority to vary or modify the terms of the ESOP 2019 in accordance with the regulations and guidelines prescribed by Securities and Exchange Board of India, including in terms of the SEBI SBEB Regulations or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the employees who have been granted Stock Options under the ESOP 2019.

SEBI SBEB Regulations also require separate approval of Members by way of special resolution to grant stock options to the employees of the Company's subsidiary companies. Accordingly, a separate resolution under Item No. 3 is proposed, to extend the benefits of ESOP 2019 to the employees of the Company's subsidiary companies, as may be decided by the Nomination and Remuneration Committee from time to time, under applicable laws.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in the resolutions, except to the extent of the Equity Shares that may be offered to them under the ESOP 2019. The Stock Options to be granted under the ESOP 2019 shall not be treated as an offer or invitation made to the public for subscription in the securities of the Company.

The Board recommends Resolution Nos. 2 and 3 for approval of the Members of the Company.

Item No. 4

Approval of (a) the use of the trust route for the implementation of Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019 ("ESOP 2019"); and (b) grant of financial assistance / provision of money by the Company to the trust to fund the purchase of its equity shares, in terms of the ESOP 2019:

As indicated in the explanatory statement pertaining to the Item Nos. 2 & 3, the Board of Directors of the Company through a resolution dated November 11, 2019 approved the broad framework of the ESOP 2019. Further, the ESOP 2019 will be administered by the Nomination and Remuneration Committee through a trust, viz. the FLFL Employee Welfare Trust to be setup for this purpose. In terms of the provisions of Section 67 read with Rule 16 of Chapter IV of the Companies Act, 2013, the grant of loan to the Trust of the Company requires an approval of the existing Members by way of a Special Resolution and accordingly, the Special Resolution at Resolution No. 4 seeks your approval for grant of loan to the Trust.

The disclosures as per Rule 16 of the Companies Act, 2013 are as under:

- 1. The Class of Employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares:**

Refer point 3. in Explanatory Statement relating to item Nos. 2 and 3 above.

- 2. The Particulars of the Trustee in whose favour such Shares are to be registered:**

Same as point 3 below.

- 3. The particulars of Trust and name, address, occupation and nationality of Trustees and their relationship with the promoters, directors or key managerial personnel, if any:**

Name of the Trust : FLFL Employee Welfare Trust
Address of the Trust : C/o. Focus Lighting and Fixtures Limited
1007-1010, A-Wing, Corporate Avenue,
Sonawala Road, Near Udyog Bhawan,
Goregaon East, Mumbai – 400063

Particulars of the Trustees are as follows:

Sr. No.	Name	Address	Occupation	Nationality
1.	Mr. Anil Patel	F-202, 78@Gokuldharm, Sarkhej-Sanand Highway, Ulariya, Near Eklavya School. Sanathal, Ahmedabad – 382210, Gujarat	Service	Indian
2.	Mr. Santosh Prasad	3502, Oakwood, Runwal Greens, Next to Fortis Hospital, Mulund-Goregaon Link Road, Mulund (West), Mumbai – 400078, Maharashtra	Service	Indian
3.	Mr. Jitesh Doshi	11, 2 nd Floor, Paresch Bhuvan, Sai Nath Nagar, L.B.S. Marg, Bhaji Gally, Opp. Jain Temple, Ghatkopar (West), Mumbai – 400086, Maharashtra	Service	Indian

None of the above Trustees and their respective relatives are related to Promoters, Directors and Key Managerial Personnel of the Company. Subject to the compliance of the provisions of applicable law, the aforesaid Trustees may be changed at any time. In accordance with the SEBI SBEB Regulations, none of the Trustees hold 10% or more beneficial interest in the Company.

4. The interest of Key Managerial Personnel, Directors or Promoters in such scheme or Trust and effect thereof:

The Promoters and Promoter Group are not interested in the ESOP 2019 or the Trust. Directors and Key Managerial Personnel may be deemed to be interested to the extent of Equity Shares as may be offered to them under the Scheme.

5. The detailed particulars of benefits which will accrue to the Employees from the implementation of the scheme:

- Motivation of the Employees increases to contribute to the growth and profitability of the Company.
- Employees will remain associated with the Company for the growth of the Organization.
- New human talent in the Company can be attracted.
- Employees with the long term interests will be aligned with the sustained growth and creation of the Shareholders value of the Company.
- It creates a sense of ownership and participation amongst the Employees to Share the value they create for the Company in the years to come.
- The Employees can exercise Options granted to them to get Equity Shares of the Company.

6. Details about who would exercise and how the voting rights in respect of the shares to be acquired under the ESOP 2019 would be exercised:

The SEBI SBEB Regulations provides that the Trustees of the Trust, which is governed under the SEBI SBEB Regulations, shall not vote in respect of the shares held by such Trust, so as to avoid any misuse arising out of exercising such voting rights. In line with the requirements of the SEBI SBEB Regulations, the Trustees shall not exercise voting rights in respect of the Equity Shares held by the Trust pursuant to the ESOP 2019.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in the resolutions, except to the extent of the Equity Shares that may be offered to them under the ESOP 2019. The Stock Options to be granted under the ESOP 2019 shall not be treated as an offer or invitation made to the public for subscription in the securities of the Company.

The Board recommends Resolution No. 4 for approval of the Members of the Company.

Regulation 6 of the SEBI SBEB Regulations requires that any employee stock option plan for offering Options to the employees must be approved by the Members by way of a Special Resolution. Accordingly, the resolutions set out as Item Nos. 2, 3 and 4 are being placed for the approval of the Members pursuant to the provisions of the Companies Act, 2013 and Regulation 6 of the SEBI SBEB Regulations and all other applicable provisions of law for the time being in force.

As per Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all fees / compensation (including stock options) paid to non-executive directors, including independent directors, shall require previous approval of shareholders in general meeting. Since it is proposed to grant options to Directors of the Company whether whole-time directors or not, (but excluding Promoter, Promoter Group, Independent Directors, and a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding Equity Shares of the Company) resolutions set out in Item Nos. 2, 3 and 4 are placed for approval of the Members.

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 PM hours on Saturday, December 28, 2019.

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

Sd/-

**Nikhil Arya
Company Secretary
Membership No. A42548**

**Date: November 11, 2019
Place: Mumbai**