

Date: 6th August 2018

From: -

Mr. Amit Sheth
102, Manav Mansion,
Sarojini Road,
Vile Parle West,
Mumbai 400 056

To

The National Stock Exchange of India Ltd.,
Exchange Plaza, 5th floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.

Dear Sir,

Sub: Intimation under in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

With regard to captioned subject, please find enclosed herewith intimation under in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, on behalf of myself and persons acting in concert in respect to proposed acquisition/transfer by way of inter se transfer in Target Company (TC) - Focus Lighting and Fixtures Limited (SM-FOCUS).

Mr. Amit Sheth, Promoter/Director, proposes to acquire, by way of off market/inter se transfer, 22,58,787 (66.86%) fully paid up equity shares from Nalini Sheth, Promoter (10,73,547 equity shares, 31.77%) and Deepali Amit Sheth, Promoter, (11,85,240 equity shares, 35.08%) by way of gift out of natural love and affection between close relatives. The holding of the Promoter/Acquirer and PACs before and after the transfer in number and percentage shall remain unchanged.

Kindly acknowledge the receipt of the same.

Thanking you,
Yours faithfully,



Amit Sheth

On behalf of myself and persons acting in concert

Encl.: As above

CC: Focus Lighting and Fixtures Limited

Format for Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Focus Lighting and Fixtures Limited
2.	Name of the acquirer(s)	Amit V. Sheth
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes, the acquirer is one of the promoters of the Target Company (TC).
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Deepali Amit Sheth Nalini Sheth
	b. Proposed date of acquisition	On or after 13 th August 2018
	c. Number of shares to be acquired from each person mentioned in 4(a) above	To acquire from: Deepali Amit Sheth - 11,85,240 equity shares Nalini Sheth - 10,73,547 equity shares Total - 22,58,787
	d. Total shares to be acquired as % of share capital of TC	66.86%
	e. Price at which shares are proposed to be acquired	Rs. 0.00 per equity share (the transfer from transferors to transferee is by way of gift)
	f. Rationale, if any, for the proposed transfer	Transfer inter-se close relatives/ family members by way of gift arising out of natural love and affection
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(i)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance	The equity shares of the TC are frequently traded

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	of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.				
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	The equity shares of the TC are frequently traded.			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	The acquisition of equity shares in the TC is by way of gift at Rs. 0.00 acquisition price and hence no formal valuation is carried out. The acquirer hereby declares that the acquisition price is not higher by more than 25% of the price that may be computed under point 7.			
9.	i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997) ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.	The acquirer hereby declares that the transferor and transferee have complied since the date of listing of the equity shares of the TC all the applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011. The aforesaid disclosures made during the period since listing are enclosed herewith.			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	The acquirer hereby declares that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares	% w.r.t total share	No. of Shares /voting	% w.r.t total share

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		/voting rights	capital of TC	rights	capital of TC
a	Acquirer(s) and PACs (other than sellers)(*)				
	Amit V. Sheth	22,950	0.68%	22,81,737	67.54%
	Sri Jay Pharma Exim Private Limited	1,96,860	5.83%	1,96,860	5.83%
	Total	2,19,810	6.51%	24,78,597	73.37%
b	Seller (s)				
	Nalini Sheth	10,73,547	31.77%	0	0.00%
	Deepali Amit Sheth	11,85,240	35.08%	0	0.00%
	Total	22,58,787	66.86%	0	0.00%

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

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