

Date: 29.09.2018
Place: Mumbai

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

Ref: Focus Lighting and Fixtures Limited Symbol: FOCUS

Subject: Outcome/Proceedings of the 13th Annual General Meeting (AGM)

1. Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), gist of the proceedings of the 13th AGM of the Company held on 28th September, 2018 is enclosed herewith as **Annexure-A**.
2. Pursuant to Regulation 44(3) of the SEBI Listing Regulations, details of the voting results of the 13th AGM of the Company is enclosed herewith as **Annexure-B**.
3. Brief profile of re-appointed non-executive Independent Director Mr. Mahesh Rachh (DIN: 00458665), and Mr Chetan Navinchandra Shah (DIN: 08038633) as required under regulation 30 of SEBI Listing Regulations read with SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September, 2015, is enclosed as **Annexure-C**.
4. The Company being a SME listed entity provisions of e-voting are not applicable.
5. Further, we would like to inform that all the six items/resolutions as proposed in the Notice convening 13th AGM have been passed with requisite majority.

Kindly take the above on record.

Thanking You,

Yours Faithfully,

For Focus Lighting and Fixtures Limited



Preeti Saxena
Company Secretary & Compliance Officer



Enclosed: As above

Annexure A



Summary of proceedings at the 13th Annual General Meeting (AGM)

The 13th Annual General Meeting of Focus Lighting and Fixtures Limited (the Company) was held on Friday, 28th September, 2018 at 4 p.m. at the registered office of the Company situated at 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai – 400063, Maharashtra.

Mr. Amit Vinod Sheth, Managing Director chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order.

The Chairman briefed the highlights of the performance of the Company. The Managing Director read the Auditors' Report.

The following items of business were transacted as Ordinary Resolutions at the meeting;

1. Adoption of Audited Financial Statements and other related reports for the year 2017-18.
2. Appointment of Ms. Nalini Sheth (DIN 01714821) as Director of the Company liable to retire by rotation.
3. Ratification of appointment of M/s. N.P. Patwa & Co., Chartered Accountants (ICAI Firm Registration No.107845W), as the Statutory Auditors of the Company.
4. To reappoint Mr. Mahesh Rachh (DIN: 00458665) as Non-Executive Independent Director of the Company.
5. To reappoint Mr. Chetan Navinchandra Shah (DIN: 08038633) as Non-Executive Independent Director of the Company.

The following items of business were transacted as Special Resolutions at the meeting;

6. To Increase remuneration of Mr. Amit Vinod Sheth, Managing Director of the Company.

The Chairman then invited the members to offer their comments or ask questions on the resolutions or on the business of the Company. Reply/clarifications were provided to the queries raised by the members by the Chairman.

Based on the votes casted via voting at the AGM, all resolutions/businesses mentioned in the notice convening the 13th AGM were approved by requisite majority.

The meeting commenced at 4:00 p.m. and concluded at 5:00 p.m.

For Focus Lighting and Fixtures Limited

Preeti Saxena
Company Secretary & Compliance Officer



Corporate Office
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Annexure B



Voting Results pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015

Date of the AGM	28 th September 2018
Total number of shareholders on record date	172
No. of shareholders present in the meeting either in person or through proxy:	8
Promoters and Promoter Group:	4
Public:	4
No. of Shareholders attended the meeting through Video Conferencing	Facility not provided
Promoters and Promoter Group:	
Public	

Item No. 1: Adoption of Financial Statements for the financial year ended 31st March, 2018 together with reports of the Auditors and Board of Directors thereon

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	2478597	2478597	100	2478597	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	2478597	2478597	100	2478597	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	21961	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	21961	0	0	0	0	0	0
Public-Non Institutions	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	878042	42000	4.78	42000	0	100	
	Postal Ballot	0	0	0	0	0	0	0
	Total	878042	42000	4.78	42000	0	100	0
Total		3378600	2520597	74.60	2520597	0	100	0



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Item No. 2: To appoint a Director in place of Ms. Nalini Sheth (DIN 01714821), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	2478597	2478597	100	2478597	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	2478597	2478597	100	2478597	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	21961	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	21961	0	0	0	0	0	0
Public-Non Institutions	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	878042	42000	4.78	42000	0	100	
	Postal Ballot	0	0	0	0	0	0	0
	Total	878042	42000	4.78	42000	0	100	0
Total		3378600	2520597	74.60	2520597	0	100	0



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Item no 3: To ratify the appointment of Auditors and to fix their remuneration

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	2478597	2478597	100	2478597	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	2478597	2478597	100	2478597	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	21961	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	21961	0	0	0	0	0	0
Public-Non Institutions	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	878042	42000	4.78	42000	0	100	
	Postal Ballot	0	0	0	0	0	0	0
	Total	878042	42000	4.78	42000	0	100	0
Total		3378600	2520597	74.60	2520597	0	100	0



Item no 4: To re-appoint Mr. Mahesh Rachh (DIN: 00458665) as an Non –Executive Independent Director of the Company

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	2478597	2478597	100	2478597	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	2478597	2478597	100	2478597	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	21961	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	21961	0	0	0	0	0	0
Public-Non Institutions	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	878042	42000	4.78	42000	0	100	
	Postal Ballot	0	0	0	0	0	0	0
	Total	878042	42000	4.78	42000	0	100	0
Total		3378600	2520597	74.60	2520597	0	100	0



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Item no 5: To re-appoint Mr. Chetan Navinchandra Shah (DIN: 08038633) as an Non –Executive Independent Director of the Company

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	2478597	2478597	100	2478597	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	2478597	2478597	100	2478597	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	21961	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	21961	0	0	0	0	0	0
Public-Non Institutions	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	878042	42000	4.78	42000	0	100	
	Postal Ballot	0	0	0	0	0	0	0
	Total	878042	42000	4.78	42000	0	100	0
Total		3378600	2520597	74.60	2520597	0	100	0



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Item no 6: Increase in remuneration of Mr. Amit Vinod Sheth Managing Director of the Company

Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	2478597	2478597	100	2478597	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	2478597	2478597	100	2478597	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	21961	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	21961	0	0	0	0	0	0
Public-Non Institutions	E-Voting	0	0	0	0	0	0	0
	Poll/Show of hands	878042	42000	4.78	42000	0	100	
	Postal Ballot	0	0	0	0	0	0	0
	Total	878042	42000	4.78	42000	0	100	0
Total		3378600	2520597	74.60	2520597	0	100	0



Annexure C

Disclosure u/r 30 of SEBI Listing Regulations, 2015

Reason for change	Reappointment of Director in Annual General Meeting
Date of Re-appointment	28th September 2018
Term of Appointment	29th December 2017 to 29th December 2022
Brief Profile	Enclosed below
Relationship with Director(s)	NA

Brief Profile of Mr. Mahesh Rachh

Mr. Mahesh Rachh is a Law Graduate having about 30 years of corporate experience. He was Managing Director of Apple Finance Limited listed on BSE Limited up to September 26, 2016. At present he is Director in Shree Gajanan Chemical Industries Private Limited.

Expertise	Law Graduate
Disclosure of relationships between directors inter-se	Nil
Directorship(s) held in other Listed Companies	Nil
Committee positions held in other Listed Companies	Nil
Number of shares held in the Company	Nil



Disclosure u/r 30 of SEBI Listing Regulations, 2015

Reason for change	Reappointment of Director in Annual General Meeting
Date of Re-appointment	28th September 2018
Term of Appointment	29th December 2017 to 29th December 2022
Brief Profile	Enclosed below
Relationship with Director(s)	NA

Brief Profile of Mr. Chetan Shah

Profile of Mr. Chetan Shah: - Mr. Chetan Shah has done MBA from University of Paisley, Scotland, UK. He is expert in financial advisory. He is working with BNP Paribas Wealth Management India Private Limited since July 2002 as a Senior Director

Expertise	Master in Business Administration Financial Advisory
Disclosure of relationships between directors inter-se	Nil
Directorship(s) held in other Listed Companies	Nil
Committee positions held in other Listed Companies	Nil
Number of shares held in the Company	Nil

