

Registered Office :

1007-1010, Corporate Avenue, A Wing,
Sonawala Road, Goregaon (East)
Mumbai 400063 India

T +91 22 2686 5671 | F +91 22 26865676

E info@pluslighttech.com | W pluslighttech.com

NOTICE

NOTICE is hereby given that the 12th Annual General meeting of the members of M/s FOCUS LIGHTING AND FIXTURES LIMITED (EARLIER KNOWN AS FOCUS LIGHTING AND FIXTURES PRIVATE LIMITED) will be held on Friday, the 29th day of September 2017 at 4.00 pm at Vibyor Roots & Rise Building, 4th Floor, Vivette Banquet, Next to Evershine Society, Behind Inorbit Mall, Malad (West), Mumbai – 400064 to transact the following business :

ORDINARY BUSINESS :

- 1 To receive, consider and adopt the audited financial Statements of the Company for the year ended 31st March, 2017 and the Report of the Directors' and the Auditors thereon.
- 2 To appoint a Director in place of Mrs. Deepali Amit Sheth (DIN 01141083), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
- 3 Ratification of Statutory Auditors.

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. N. P. Patwa & Co, Chartered Accountants (Firm Registration No. 107845W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2018 and to audit the accounts of the company for the financial year 2017-18 at such remuneration as may be fixed by the members ."

SPECIAL BUSINESS

- 4 To re-appoint Mr. Vipin Aggarwal (DIN:01029790) as an Non-Executive Independent Director of the Company .

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr Vipin Aggarwal (DIN: 01029790) who was appointed as an Non Executive Independent-cum-Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from 23rd June 2017 by the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member along with the requisite deposit proposing his candidature for the office of Director of the Company, be and is hereby regularized/appointed as an Non-Executive-Independent Director of the Company for a period of 5 years with effect from 23rd June 2017 and whose office shall not be liable to determination by retirement of Directors by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr Vipin Aggarwal (DIN01029790) be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed under the Act from time to time"

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

Sd/-

Amit Vinod Sheth

Managing Director

DIN 01468052

Place: Mumbai

Date: August 21, 2017

Focus Lighting & Fixtures Limited

CIN U31500MH2005PLC155278

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FOCUS
LIGHTING & FIXTURES LTD**Notes:**

1. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 with respect to the special business set out in Item no 4 the Notice is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting ("The Meeting") is entitled to appoint a Proxy to attend and vote instead of himself / herself and such a Proxy need not be a member of the company. The Proxies in order to be effective, must be received at the Company's Registered Office address not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable, issued on behalf of the nominating organisation. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The proxy form is enclosed to this notice.
3. A Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.
4. In case of joint holders attending the Meeting, joint holder ranked higher in the order of names will be entitled to vote at the meeting.
5. Members holding shares in demat (electronic) account are requested to notify changes, if any, in their address, e-mail address, etc. to the irrespective Depository Participants (DPS).
6. Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 23, 2017 to Friday, September 29, 2017 (both days inclusive) for the purpose of ensuing Annual General Meeting
7. Members are requested to support the Green Initiative and get their email addresses registered with their Depository Participants. In case of members who require any clarification can write to the Company so as to reach before 48 hours before the meeting or write to us at cs@pluslighttech.com
8. Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the e-voting facility shall be provided to shareholders in compliance with the condition specified under Companies (Management and Administration) Rules, 2014, or Amendments thereto. However, the Company, being listed on the SME platform of NSE, has been exempted from complying with e-voting requirements vide MCA Notification dated 19th March, 2015 by amendment in Rule 20 of the Companies (Management and Administration) Rules, 2014. Hence, pursuant to the aforementioned notification, the e-voting facility has not been provided.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).
10. The Attendance slip is enclosed to this notice. Members are requested to handover the slip at the counter at the time of Annual General meeting.

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

Sd/-**Amit Vinod Sheth**

Managing Director

DIN 01468052

Place: Mumbai

Date: August 21, 2017

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Explanatory Statement pursuant to provisions of section 102 of Companies Act, 2013**Item No. 4:**

Mr. Vipin Aggrawal (DIN: 01029790), was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the company with effect from 23rd June, 2017 subject to the approval of the members. The Company has received the requisite notice in writing under section 160 of the Act along with deposit from member proposing the candidature of Mr. Vipin Aggrawal to be appointed as Non-Executive Independent Director not liable to retire by rotation at the ensuing AGM. Mr. Vipin Aggrawal will not be entitled for any remuneration as per the company policy for Non-Executive Director except sitting fees for attending Board and Committee Meetings and commission as decided by the Board of Directors as per the provisions of the Act.

Brief profile of Mr. Vipin Aggrawal pursuant to Regulation 36 of the SEBI(LODR) Regulations, 2015 is given below.

Profile of Mr. Vipin Aggrawal: - Mr. Vipin Aggrawal is a Fellow Member of the Institute of Chartered Accountants of India (FCA) having experience of 35 years in the areas of Taxation and Company Law Matters. His areas of expertise include Taxation, Corporate Services, Amalgamation/Merger of Companies, Banks and Companies Act.

Mr. Vipin Aggrawal has served the Board of Companies like Mifco Chits Private Limited and M M Financial and Industrial Consultants Private Limited. His contribution and efficacy in streamlining compliance and taxation matters for the Companies emerging in Service sector is immense.

Name	Mr. Vipin Aggrawal
Expertise	FCA, Taxation, Corporate Services, Amalgamation/Merger of Companies, Banks and Companies Act
Disclosure of relationships between directors inter-se	Nil
Directorship(s) held in other Listed Companies	M/s Mifco Chits Private Limited M/s M M Financial and Industrial Consultants Private Limited
Committee positions held in other Listed Companies	Nil
Number of shares held in the Company	Nil

Except Mr. Vipin Aggrawal, none of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in Item No. 4 of this notice.

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

Sd/-**Amit Vinod Sheth**

Managing Director

DIN 01468052

Place: Mumbai

Date: August 21, 2017

Focus Lighting & Fixtures Limited

CIN U31500MH2005PLC155278

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FOCUS
LIGHTING & FIXTURES LTD**ATTENDANCE SLIP****RECORD OF ATTENDANCE 12th ANNUAL GENERAL MEETING, HELD ON FRIDAY , THE 29TH DAY OF SEPTEMBER 2017 AT 4.00 PM AT VIBYOR ROOTS & RISE BUILDING, 4th FLOOR, VIVETTE BANQUET, NEXT TO EVERSHINE SOCIETY, BEHIND INORBIT MALL, MALAD (WEST), MUMBAI – 400064:**

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

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 12th Annual General Meeting of the Company on Friday , the 29th day of September 2017 At 4.00 Pm At Vibyor Roots & Rise Building, 4th Floor, Vivette Banquet, Next To Evershine Society, Behind Inorbit Mall, Malad (West), Mumbai – 400064.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note:

A) Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

B) Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting

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

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

CIN	U31500MH2005PLC155278
Name of The Company	M/s Focus Lighting and Fixtures Limited
Registered Office	1007-1010, CORPORATE AVENUE WING A, SONAWALA ROAD,
Name of the member (s)	GOREGAON (EAST), Mumbai 400063 Maharashtra
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

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

1. Name:
Address:
E-mail id:
Signature: or falling him/her
2. Name:
Address:
E-mail id:
Signature: or falling him/her
3. Name:
Address:
E-mail id:
Signature: or falling him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual general meeting of the company, to be held on the Friday , The 29th Day Of September 2017 At 4.00 Pm At Vibyor Roots & Rise Building, 4 Th Floor, Vivette Banquet, Next To Evershine Society, Behind Inorbit Mall, Malad (West), Mumbai – 400064 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Resolutions
	Ordinary Business
1	Adoption of Audited Financial Statement for the Financial Year ended 31 st March, 2017
2	Re- appointment of Director retire by rotation
3	Ratification of Appointment of Statutory Auditors
	Special Business
4	Regularization of Mr Vipin Aggarwal as Non- Executive Independent Director of the Company for 5 years from 23 rd June 2017

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

Affix
Re 1.00
Revenue
Stamp

NOTICE

Notice is hereby given that the **Twelfth Annual General Meeting ('AGM')** of M/s **Focus Lighting & Fixtures Limited ('the Company')** will be held on **Friday, September 29, 2017 at 4 p.m.** at Vibgyor Roots & Rising Building, 4th Floor, Vivette Banquet, Next to Evershine Society, Behind Inorbit mall, Malad West Mumbai 400064 to transact the business specified in the Notice convening the Annual General Meeting of the Company dated 21st August 2017. The Annual Report of the Company for the financial year 2016-17 along with AGM Notice to the members has been sent electronically to those members, whose email addresses were available with the Company's Registrar and Transfer Agent, BigShare Services Private Limited. For other members, who have not registered their email addresses, the Annual Report has been sent at their registered postal address by the permitted mode.

Notice is also hereby given, pursuant to Section 91 of the Companies Act, 2013 ('the Act') read with Rule 12 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), that the Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 23, 2017 to Friday, September 29, 2017 (both days inclusive)** for the purpose of ensuing Annual General Meeting.

If any Member wishes to get a printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member. The Annual Report of the Company and the Notice convening the **Twelfth Annual General Meeting** will be available on our website at www.focuslighting.com.

By Order of the Board of Directors
Focus Lighting & Fixtures Limited
SD/-

Amit Vinod Sheth
Managing Director

Place: Mumbai

Date: 5th September, 2017

सूचना

सूचना याद्वारे देण्यात येते की, मे. फोकस लाईटिंग अँड फिक्सचर्स लिमिटेड (कंपनी) ची बारावी वार्षिक सर्वसाधारण सभा (एजीएम) कंपनीच्या दि. २१ ऑगस्ट, २०१७ रोजीच्या वार्षिक सर्वसाधारण सभेमधील विशेष नमूद सूचनेमधील व्यवहार करण्यास शुक्रवार, दि. २९ सप्टेंबर, २०१७ रोजी दु. ४.०० वा. विब्योरूट्स अँड राईजिंग बिल्डींग, ४ था मजला, विवेक बँकवेट, एव्हरशॉइन सोसायटीच्यापुढे, इनऑरबिट मॉलच्या मागे, मालाड पश्चिम मुंबई - ४०० ०६४ येथे आयोजित करण्यात येत आहे. सभासदांना एजीएम सूचनेसह वित्तीय वर्ष २०१६-१७ वर्षाकरिता कंपनीचा वार्षिक अहवाल ज्यांचे ईमेल आयडी कंपनीचे रेजिस्ट्रार व ट्रान्सफर एजंट, बिग शेअर सर्व्हिसेस प्रायव्हेट लिमिटेड यांच्यासह त्यांच्या सभासदांना ईलेक्ट्रॉनिकली पाठविण्यात येईल. अन्य सभासद ज्यांचे ईमेल आयडी नोंदणीकृत नाहीत त्यांनी वार्षिक अहवाल खालील परमिटेड मोडद्वारे पोस्टल पत्त्यावर वार्षिक अहवाल पाठविण्यात येईल.

सूचना याद्वारे देण्यात येते की, कंपनी कायदा, २०१३ (कायदा) च्या अनुच्छेद ९१ च्या तरतूदीअंतर्गत व सेबी (सूची अनिवार्यता व विमोचन आवश्यकता) विनियमन २०१५ च्या विनियमन ४२ अंतर्गत व कंपनी (व्यवस्थापन व प्रशासन) नियम, २०१४ च्या नियम १२ सहवाचन (सेबी सूची विनियमन) सभासदांचे रेजिस्ट्रार व शेअर ट्रान्सफर बुक्स कंपनीचे शनिवार, दि. २३ सप्टेंबर, २०१७ ते शुक्रवार, दि. २९ सप्टेंबर, २०१७ (दोन्ही दिवस समाविष्ट) वार्षिक सर्वसाधारण सभेच्या हेतुकरिता बंद राहिल.

जर कोणतेही सभासद जे वार्षिक अहवालाची प्रिंटेड प्रत प्राप्त करण्यास इच्छुक असतील त्यांनी कंपनीस सभासदांच्या विनंतीवर पावती, निशुल्क पावती पाठवावी.

कंपनीचा वार्षिक अहवाल व बाराव्या वार्षिक सर्वसाधारण सभेमधील सूचना आमच्या वेबसाइट www.focuslighting.com वर उपलब्ध आहे.

संचालक मंडळाच्या आदेशान्वये
फोकस लाईटिंग अँड फिक्सचर्स लिमिटेड

सही/-

अमित विनोद शेट

व्यवस्थापकीय संचालक

ठिकाण : मुंबई

दि. ०५.०९.२०१७