

NOTICE is hereby given that the 13th 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 28th day of September 2018 at 4.00 pm at the registered office of the Company situated at 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai – 400063 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, 2018 and the Report of the Directors' and the Auditors thereon
2. To appoint a Director in place of Mrs. 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
3. To ratify the appointment of Auditors and to fix their remuneration and in this regards pass with or without modification(s), 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 2018-19 at such remuneration as may be fixed by the members.”

SPECIAL BUSINESS

4. To re-appoint Mr. Mahesh Rachh (DIN: 00458665) as an Non –Executive Independent Director of the Company.

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

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 Mahesh Rachh (DIN: 00458665) 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 29th December 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 29th December 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], Mahesh Rachh (DIN: 00458665) 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.”

5. To re-appoint Mr. Chetan Navinchandra Shah (DIN: 08038633) as an Non – Executive Independent Director of the Company.

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

“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 Chetan Navinchandra Shah (DIN: 08038633) 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 29th December 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 29th December 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 Chetan Navinchandra Shah (DIN: 08038633) 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.”

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

To consider and, if thought fit, to pass the following resolutions as Special Resolutions:

“RESOLVED THAT further to the resolutions passed Extra Ordinary General Meeting held on 21st October 2016 for approving remuneration payable to Mr. Amit Vinod Sheth, Managing Director (DIN: 01468052), and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and subject to the approval of the Central Government if required, as may be required, and such other permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Amit Vinod Sheth, Managing Director of the Company with effect from 1st April, 2018 for the remaining period of his present term of appointment upto 21st October 2021, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the draft agreement and stated below, is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Amit Vinod Sheth within and in accordance with the Act or such other applicable provisions or any amendment thereto and necessary, as may be prescribed by the Central Government if required and agreed to between the Board of Directors and as may be acceptable to Mr Amit Vinod Sheth:

- a) Salary (including bonus) upto 64,00,000/- (Rupees Sixty Four Lakhs only) per annum.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Amit Vinod Sheth shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Amit Vinod Sheth be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”

**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: September 4, 2018

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE PROXY FORM MUST BE DULY FILLED IN ALL RESPECTS AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE MEETING IS ENCLOSED IN THE ANNUAL REPORT.
2. Pursuant to the provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and rules made thereunder a person can act as proxy on behalf of the members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Ordinary Business/Special Business to be transacted at the Meeting in respect of item nos. 4 to 6 is annexed hereto and forms part of Notice.
4. Member / Proxy/ Authorised Representatives should bring the attendance slip sent herewith, duly filled in, for attending the meeting and the identification forms duly filled.
5. Pursuant to the SEBI Circular dated April 20, 2018, the shareholder holding shares in physical form are required to update their bank and PAN details with registrar and share transfer agent of the Company with requisite proofs. Further shareholders are also recommended to get their shares dematerialized.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the

PAN to their Depository Participants with whom they are maintaining their demat accounts.

7. Details under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard 2 on General Meeting, in respect of the Directors seeking re-appointment at the AGM, forms integral part of the Notice. The Director has furnished the requisite declarations for his re-appointment.
8. Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Share Transfer Agent of the Company i.e. Big share Services Private Limited having their office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059, quoting their folio number. Members holding shares in dematerialized form are requested to immediately notify change in their address, National Automated Clearing House (NACH) mandate, bank accounts details, to their respective depository participants.
9. Members desirous of getting any information about the contents of the Annual Report are requested to write to the Company at its Registered Office at least 10 days before the date of the AGM to enable the Company to keep the information ready at the AGM.
10. Members are requested to;
 - i) Bring their copies of Annual Report and the attendance slip duly completed and signed at the AGM.
 - ii) Quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the Meeting.
11. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days between 10.00 A.M. and 12.00 noon up to the date of the Meeting.

13. Electronic copy of the Notice of the 13th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is also being sent to all the members who hold shares in dematerialized mode and whose email IDs are registered with the Depository Participants for communication purposes unless any member has requested a hard copy of the same. For those members who have not registered their email address, physical copies of the Notice of the 13th AGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form is being sent through permitted mode.
- a. In case, you are holding shares in demat form and you have not registered your email id with the Depository Participant, you are requested to register your email id with the Depository Participant at the earliest, so as to enable the Company to use the same for serving documents to you electronically.
- b. In case, you are holding shares in physical form and you have not registered your email id, you are requested to fill the “Email Registration Form” and send it to the Company’s Registered Office address or email it to cs@pluslighttech.com. The email registration form is available at our website www.pluslighttech.com
14. Members desirous of receiving the dividend through National Automated Clearing House (NACH) can fill the “NACH Mandate Form” and send it to the Company’s Registered Office address or email it to cs@pluslighttech.com. The NACH Mandate Form is available at our website www.pluslighttech.com
15. All documents referred to in the accompanying Notice and Explanatory Statement will be available for inspection at the Registered Office of the Company during normal business hours on working days up to the date of the 13th AGM of the Company.
16. Members are entitled to make nomination in respect of the shares held by them in physical form. Members desirous of making nomination may send their request in Form SH.13 in duplicate to the Registrars and Share Transfer Agents (RTA) of the Company. Members may obtain a blank form SH13 upon request to the Company or its RTA.

17. Members holding the Equity Shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
18. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary, at the Company's Registered Office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund as per Section 124 of the Companies Act, 2013. Pursuant to provisions of Section 124 of the Companies Act Shares on which dividend remains unpaid for 7 consecutive years will be transferred to the IEPF.
19. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the AGM.
20. The Notice of 13th AGM and Annual Report for the Financial Year 2017-18 will also be available on the website of the Company at www.pluslighttech.com The physical copy will also be available at the Company's Registered Office for inspection during the normal business hours on working days.
21. Route Map showing directions to reach to the venue of the 13th AGM is given along with the AGM notice.
22. The Members need to furnish the printed Attendance Slip along with a valid identity proof such as PAN Card, passport, AADHAAR Card or driving license to enter the AGM hall.

Explanatory Statement pursuant to provisions of section 102 of Companies Act, 2013

Item no 4

Mr Mahesh Rachh (DIN:00458665), was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the company with effect from 29th December 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 Mahesh Rachh (DIN:00458665) to be appointed as Non-Executive Independent Director not liable to retire by rotation at the ensuing AGM. Mr Mahesh Rachh 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 Mahesh Rachh pursuant to Regulation 36 of the SEBI(LODR) Regulations, 2015 is given below.

Profile of Mr. Mahesh Rachh : - Mr. Mahesh Rachh is a Law Graduate having about 30 years of corporate experience. He is Managing Director of Apple Finance Limited listed on BSE Limited.

Name	Mr. Mahesh Rachh
Expertise	Law Graduate
Disclosure of relationships between directors inter-se	Nil
Directorship(s) held in other Listed Companies	Apple Finance Limited Shree Gajanan Chemical Industries Private Limited
Committee positions held in other Listed Companies	Nil
Number of shares held in the Company	Nil

Except Mr. Mahesh Rachh, 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.

Item no 5

Mr Chetan Shah (DIN: 08038633), was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the company with effect from 29th December 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 Chetan Shah (DIN: 08038633), to be appointed as Non-Executive Independent Director not liable to retire by rotation at the ensuing AGM. Mr Chetan Shah 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 Chetan Shah pursuant to Regulation 36 of the SEBI(LODR) Regulations,2015 is given below.

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.

Name	Mr. Chetan Shah
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

Except Mr. Chetan Shah, 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.

Item no 6

Mr. Amit Vinod Sheth has been associated with the Company since its First Financial Year. He is experienced personnel in the field of Lighting Industry. Keeping in view of the increased responsibilities and challenges involved, it is proposed to revise remuneration to be paid to Mr. Amit Vinod Sheth as the Managing Director of the Company. Following are the details required pursuant to the provisions of section 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013:

Statement required pursuant to the provisions of Schedule V of the Companies Act, 2013:

I. General Information:

1. Nature of industry

The Company is engaged in the business of trading of electric lamps and lighting equipment.

2. Date or expected date of commencement of commercial production

The Company is engaged in the business of trading of electric lamps and lighting equipment and as such there is no date of commencement of commercial production.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable.

4. Financial performance based on given indicators

Particulars	March 31, 2017 (Rs.)	March 31, 2016 (Rs.)	March 31, 2015 (Rs.)
Gross Sales & Other Operating Income	71,38,15,715	60,92,25,978.39	42,24,35,892.46
Profit Before Tax	5,84,81,933	4,54,84,810.11	1,58,91,067.01
Profit After Tax	3,83,71,001	2,91,70,758.11	1,08,98,455.38
Paid up Equity Capital	2,47,86,000	4,86,000	4,86,000
Reserves & Surplus	9,25,58,899	7,66,98,521.37	4,75,27,763.26

5. Foreign investments or collaborations, if any.

There are no foreign investments or collaborations.

II. Information about the appointee:

1. Background details

Mr. Amit Vinod Sheth, aged 42 Years, is the Promoter and Managing Director of our Company. He is a Commerce graduate from Mumbai University. He is associated with the Company since incorporation.

2. Past remuneration

During FY 2016-17 Mr. Amit Vinod Sheth has received remuneration of Rs. 54,00,000 /- (Rupees Fifty Four Lakhs Only) in the capacity of Managing Director.

3. Recognition or awards

Not Applicable

4. Job profile and his suitability

Mr. Amit Vinod Sheth is Promoter is Director of the Company since incorporation and since then Mr. Amit Vinod Sheth has been serving the Company. His role in the Company as Managing Director of the Company is most suitable considering his present role in the Company's day to day management.

5. Remuneration proposed

The detail of proposed remuneration is as per special resolution.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration proposed to be paid to Mr. Amit Vinod Sheth is commensurate with the size of the Company, nature of its operations and is in line with the industry standards.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

There exists no pecuniary relationship of Mr. Amit Vinod Sheth directly or indirectly with the Company or relationship with the Managerial Personnel in terms of the Companies Act, 2013 except to the extent of remuneration paid to him.

III. Other information:

1. Reasons of loss or inadequate profits

At present, the performance of the Company is satisfactory as compared to the industry norms. However, in the event of any unforeseen circumstances and conditions beyond its control, the profitability of the Company may be affected.

2. Steps taken or proposed to be taken for improvement

The Company is continuously looking at the new business opportunities to grow.

3. Expected increase in productivity and profits in measurable terms.

It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average.

Mr. Amit Vinod Sheth is interested in the said resolution.

None of the remaining Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except to the extent of their shareholdings in the company

**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: September 4, 2018

ATTENDANCE SLIP

RECORD OF ATTENDENCE 13TH ANNUAL GENERAL MEETING, HELD ON FRIDAY , THE 28TH DAY OF SEPTEMBER 2018 AT 4.00 PM AT THE REGISTERED OFFICE OF THE COMPANY AT 1007-1010, CORPORATE AVENUE WING A, SONAWALA ROAD, NEAR UDYOG BHAWAN, GOREGAON (EAST), MUMBAI – 400063:

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 13th Annual General Meeting of the Company on Friday , the 28th day of September 2018 at 4.00 PM at the registered office of the Company situated at 1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai – 400063.

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

**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, NEAR UDYOG BHAWAN, GOREGAON (EAST), Mumbai 400063 Maharashtra
Name of the member (s)	
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:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual general meeting of the company, to be held on the Friday, the 28th day of September 2018 At 4.00 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

S no	Resolutions
	Ordinary Business
1	Adoption of Audited Financial Statement for the Financial Year ended 31st March, 2018
2	Re- appointment of Director retire by rotation
3	Ratification of Appointment of Statutory Auditors
	Special Business
4	Regularization of Mr Mahesh Rachh as Non- Executive Independent Director of the Company for 5 years from 29th December 2017
5	Regularization of Mr Chetan Navinchandra Shah as Non- Executive Independent Director of the Company for 5 years from 29th December 2017
6	Increase in remuneration of Mr Amit Vinod Sheth Managing Director of the Company

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



Route Map

Venue of the 13th Annual General Meeting of Focus Lighting And Fixtures Limited to be held on Friday, the 28th day of September 2018 at 4:00 P.M.

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

