

Date: September 01, 2022

To,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Plot no C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400051

Scrip Symbol: FOCUS

Series: EQ

**Sub: Outcome of Board Meeting held on September 01, 2022 under Regulation 30 of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

With reference to the above-mentioned subject, this is to inform you that Board of Directors of the Company at their meeting held today i.e., Thursday, September 01, 2022 at 11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic, Cinema, Andheri West, Mumbai 400058, has considered and approved, *inter-alia*, the following matters:

1. Issue of Convertible Warrants:

Issuance of 28,58,815 warrants of the Company, at a price of Rs.110/- (Rupees One Hundred and Ten only) each ("**Warrants**"), to Rajendra Suganchand Shah and Rishi Rajendra Shah, who are not promoters and who do not belong to the promoter and promoter group of the Company, aggregating to Rs.31,44,69,650 (Rupees Thirty One Crores Forty Four Lakhs Sixty Nine Thousand Six Hundred and Fifty only), on a preferential basis in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), subject to the approval of the members of the Company and other necessary approvals. The relevant date for determining the floor price is 25th August, 2022.

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 are enclosed in Annexure A.

In connection with the proposed preferential issue of Warrants, the Board of Directors also approved the draft of the term sheet proposed to be executed by the Company and aforesaid proposed allottees.

2. Annual General Meeting (AGM):

Convening of the 17th Annual General Meeting of the Company on Saturday, 24th September, 2022. The cut-off for ascertaining the names of shareholders, who will be entitled to cast their vote on the resolutions proposed will be Friday, 16th September, 2022.



Corporate Office
Focus Lighting & Fixtures Limited
A1007-1010, Corporate Avenue
Sonawala Road, Goregaon East
Mumbai 400063, India

Work
Survey No.396/24, Plot no.71/72,
New Ahmedabad Industrial estate,
NH8A, Behind Zydus research centre,
Moraiya, Dist.Sanand,
Gujarat - 382213, India

CIN L31500MH2005PLC155278

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3. Book Closure:

Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management & Administration) Rules, 2014 as amended and Regulation 42 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 14th September, 2022 to Saturday, 24th September, 2022 (both days inclusive) for taking record of the Members of the Company for the purpose of AGM and the payment of Dividend for the financial year ended 31st March, 2022.

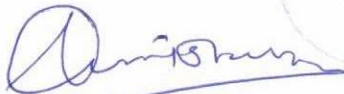
4. Record Date for Dividend:

Fixed Tuesday, 13th September, 2022 as the Record Date for determining entitlement of members to dividend for the financial year ended 31st March, 2022. A member, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the close of business hours of Tuesday, 13th September 2022, shall be entitled to this dividend.

The Board Meeting commenced at 4:00 P.M. and concluded at 5-30 P.M.

You are requested to kindly take a note of the same.

For FOCUS LIGHTING AND FIXTURES LIMITED



AMIT VINOD SHETH
MANAGING DIRECTOR
DIN: 01468052



Annexure A

Details in relation to issuance of convertible warrants

No	Particulars	Details
1.	Type of securities proposed to be issued	Warrants convertible into Equity Shares
2.	Type of Issuance	Preferential Issue under Chapter V of SEBI ICDR Regulations
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	28,58,815 Warrants in the manner set out below
4.	<u>Additional details in case of preferential issue:</u>	
a)	Name of the Investor(s)	1) Rajendra Suganchand Shah 2) Rishi Rajendra Shah
b)	Post allotment of Securities: Outcome of subscription	
	Name of Proposed Allottee	Pre-Preferential issue holding of the Proposed Allottees
		No. of Warrants
		Holding of the Proposed Allottees post-conversion of warrants to Equity Shares pursuant to the Preferential Issue*
		No. of Equity Shares Held
		% Held**
	Rajendra Suganchand Shah	Nil
	Rishi Rajendra Shah	Nil
		14,29,408
		14,29,407
		14,29,408
		10.92%
		10.92%
	*On the assumption that all Warrants have been exercised for conversion into equity shares of the Company. **The Company's paid up share capital of 10233300 equity shares is after considering 97500 equity shares allotted to FLFL Employee Welfare Trust as per the Employee Stock Option Scheme of 2019. The employees were given options to subscribe to the shares, which the employees have not yet exercised.	
c)	Allotted price	The Allotted Price of Rs.110/- is the higher of the price determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations and as



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		determined by the registered valuer Mr. Bhavesh Rathod, appointed in terms of the provisions of Regulation 166A of the SEBI ICDR Regulations. 25% of the price per Warrant would be payable at the time of allotment of the Warrants and the balance amount of 75% would be payable at the time of exercise of the Warrants
d)	Number of investors	Two (2)
e)	In case of convertibles: intimation of conversion of securities or on lapse of the tenure of the instrument	The Warrants shall be exercised by the holders of the Warrants by payment of the balance 75% within a period of eighteen (18) months from the date of allotment, in accordance with the SEBI ICDR Regulations and other applicable laws, by issuing a written notice to the Company. In the event the holder of Warrants does not exercise the right to convert the Warrants into Equity Shares within a period of eighteen (18) months from the date of allotment of the Warrants, the entitlement of the holder of Warrants to convert the Warrants into Equity Shares shall lapse and any amount paid by the holder of Warrants for such Warrants shall stand forfeited by the Company.



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