FOCUS
LIGHTING & FIXTURES LTD

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Date: August 11, 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 August 11, 2022 under Regulation 30 and 33 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, 11th June, 2022 at 11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic, Cinema, Andheri West, Mumbai – 400058, has inter-alia, considered and approved the following matters:

1. **Financial Results:**
   Approved the Unaudited Standalone and Consolidated Financial Results for the quarter ended June 30, 2022. A copy of the results along with the Limited Review Report issued by the Statutory Auditor of the Company is enclosed herewith.

2. **Dividend:**
   Recommended a dividend of Rs. 0.50 per equity share of Re. 10/- each fully paid up (i.e., 5 %) out of the net profits for the year ended March 31, 2022, subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

3. **Re-appointment of Independent Directors:**
   Recommended re-appointment of Mr. Mahesh Rachh (DIN: 00458665) and Mr. Chetan Shah (DIN: 08038633) as an Independent Director of the Company for the second term of five (5) years with effect from December 29, 2022 to December 28, 2027 (both days inclusive), subject to the approval of the shareholders of the Company. The brief profile of Mr. Mahesh Rachh and Mr. Chetan Shah is enclosed in **Annexure A.**

4. **Appointment of Additional Independent Director:**
   Appointment of Mr. Sanjay Surajmal Gaggar (DIN: 03083767) as Independent & Non-Executive Director (Additional Director) on the Board of Directors of the Company. He shall hold office as an Independent & Non- Executive Director (Additional Director) for a period of five years with effect from August 11, 2022 subject to approval of shareholders at the next Annual General

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Focus Lighting & Fixtures Limited
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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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Meeting of the Company or within three months of his appointment whichever is earlier. The brief profile of Mr. Sanjay Surajmal Gaggar is enclosed in **Annexure A.**

5. **Resignation of Additional Independent Director:**
Accepted the resignation of Mr. Anil Verma (DIN: 08580680) effective from the end of business hours of 11th August, 2022 from the post of Additional Non-Executive Independent Director due to personal reasons. Mr. Anil Verma has confirmed that there is no other material reason other than the one mentioned in his letter. We hereby enclose the resignation letter and other disclosures received from the Director as **Annexure B**.

6. **Reconstitution of Committees:**
Reconstitution of the following Committees due to changes in the Composition of Board of Directors of the Company:

A. Audit Committee:

Name of Members	Designation
Mr. Mahesh Rachh	Chairperson: Non-Executive - Independent Director
Mr. Chetan Shah	Member: Non-Executive - Independent Director
Mr. Sanjay Gaggar	Member: Non-Executive - Independent Director
Mr. Amit Sheth	Member: Managing Director

B. Nomination and Remuneration Committee

Name of Members	Designation
Mr. Chetan Shah	Chairperson: Non-Executive - Independent Director
Mr. Mahesh Rachh	Member: Non-Executive - Independent Director
Mr. Sanjay Gaggar	Member: Non-Executive - Independent Director

7. **Related Party transactions:**
Approved the contracts/arrangements/transactions with ShethVinod Lighting Private Limited for purchase of Moulds, dies and Machinery (Purchase of Property) may exceed the threshold limit of 10% or more of the networth of the Company as prescribed by the Companies Act, 2013 in any financial year commencing from 1st April, 2022 which is at arm's length basis but not in the ordinary course of business and all proposed contracts/ arrangements/ transactions for Related Party Transactions with ShethVinod Lighting Private Limited with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such parties to any office or place of profit in the company or any other transactions of whatever nature, at arm's length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations, from time to time subject to the approval of shareholders at the ensuing Annual General Meeting of the Company.

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Approved the ratification of related party transactions entered into by the Company with ShethVinod Lighting Private Limited amounting to Rupees 14,00,000/-(Fourteen Lakhs only) during the financial year 2021-22 in respect of contract of sales of raw material and finished goods at arm's length prices and in the ordinary course of business, subject to the ratification and approval of shareholders at the ensuing Annual General Meeting of the Company.

8. **Increase the Authorised Share Capital**

Approved the increase in the Authorised Share Capital of the Company from Rs.12,00,00,000 (Rupees twelve crores only) comprising 1,20,00,000 (One Crore Twenty Lakhs only) Equity Shares of face value of Rs.10/- (Rupees Ten only) each, to Rs.15,00,00,000 (Rupees fifteen crores only) comprising of 1,50,00,000 (One Crore Fifty Lakhs only) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each.

9. **Alteration of the Capital Clause of the Memorandum of Association:**

Approved the alteration of the Capital Clause of the Memorandum of Association of the Company, subject to the approval of the members of the Company and other necessary approvals. The revised clause V has been reproduced below:

"V. The Authorised Share Capital of the Company is Rs.15,00,00,000 (Rupees Fifteen crores only) comprising 1,50,00,000 (One Crore Fifty Lakhs only) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each."

10. **Raising of Capital:**

The Board approved enabling resolution for raising capital subject to requisite approvals of the Shareholders at the ensuing Annual General Meeting.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 along with the brief profile is enclosed in this letter.

The Board Meeting commenced at 3:00 P.M. and concluded at 3:30 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

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Annexure A

Brief Profile of Mr. Mahesh Rachh, Mr. Chetan Shah and Mr. Sanjay Surajmal Gaggar

Sr. No.	Details of events that need to be provided	Information of such event (s)		
1.	Reason for change, viz. appointment, ~~resignation, removal, death or otherwise~~	Re-appointment of Mr. Mahesh Rachh as Non-Executive & Independent Director of the Company, subject to approval of the Shareholders at ensuing AGM.	Re-appointment of Mr. Chetan Shah as Non-Executive & Independent Director of the Company, subject to approval of the Shareholders at ensuing AGM.	Appointment of Mr. Sanjay Surajmal Gaggar as an Additional Director (Non-Executive & Independent) of the Company, subject to approval of the Shareholders at ensuing AGM.
2.	Date of appointment/~~cessation~~ (as applicable) & term of appointment	29th December, 2022	29th December, 2022	11th August, 2022
3.	Brief Profile (in case of Appointment)	Mr. Mahesh Rachh is a Law Graduate having about 30 years of corporate experience. He was the Managing Director of Apple Finance Limited listed on BSE Limited.	Mr. Chetan Shah has done MBA from University of Paisley, Scotland, UK. He is an expert in financial advisory. He has worked with BNP Paribas Wealth Management India Private Limited as a Senior Director.	He is a member of the ICAI and holds more than 28 years of experience in the field of implementing best finance practices, strategizing business plans, raising funds, initiating growth strategies, executing business transformation. He is currently holding the the position of CEO and Whole Time Director in IXCFO Services Private Limited.
4.	Disclosure of relationships between Directors (in case of appointment of a Director)	Mr. Mahesh Rachh is not related to any of the Promoters, Members of the Promoter Group and Directors of the Company.	Mr. Chetan Shah is not related to any of the Promoters, Members of the Promoter Group and Directors of the Company.	Mr. Sanjay Surajmal Gaggar is not related to any of the Promoters, Members of the Promoter Group and Directors of the Company.
5.	Shareholding	NIL	NIL	NIL

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6.	Information as required pursuant to National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20th June, 2018	Mr. Mahesh Rachh is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Chetan Shah is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Sanjay Surajmal Gaggar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.
7.	Independent Directors Data Bank registration no.	IDDB-DI-202106-036887	IDDB-DI-202011-032510	IDDB-DI-202207-043417

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Annexure B

Names of the listed entities in which Mr. Anil Verma holds Directorships, indicating the category of Directorship and Membership of Board Committees

Sr. No.	Details of events that need to be provided	Information of such event (s)
1	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship	1. Birla Precision Technologies Limited
2	Chairmanship / Membership of Committees	Birla Precision Technologies Limited 1. Audit Committee- Chairman 2. Nomination and Remuneration Committee- Chairman 3. Stakeholders and Relationship Committee- Chairman 4. Corporate Social Responsibility- Member
3	Resignation Letter alonwith confirmation that there is no other material reason other than the one mentioned in his letter.	Enclosed

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Date: 8th August, 2022

To,
Board of Directors,
Focus Lighting And Fixtures Limited,
A/1007-1010, Wing A,
Corporate Avenue Building,
Sonawala Road, Near Udyog Bhavan,
Goregaon East, Mumbai- 400063.

Subject: Resignation as Non-Executive Independent Director of the Company with immediate effect

Dear Board Members,

I, Mr. Anil Santosh Verma (DIN: 08580680), would like to inform the Board that I am resigning from the post of Additional Non-Executive Independent Director of the Company effective from the end of business hours of 11th August, 2022.

In continuation of my resignation; I would like to clarify the following:

1. Detailed reason for the resignation – Personal reasons and other Professional commitments.
2. Confirmation on the material reason of resignation – **I confirm that there are no other material reasons for my resignation.**

Request the Board to kindly acknowledge the same and arrange to submit the requisite e-form with the Registrar of Companies, Mumbai and complete any other statutory compliances in relation thereto.

I thank the Board for all the cooperation & support extended to me during my tenure as the Director of the Company.

Yours Sincerely,

Anil Verma

Anil Verma
DIN:08580680