

Date: 13th February, 2023

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 13th February, 2023 under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

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., Monday, 13th February, 2023 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 along with Limited Audit Report for the quarter ended 31st December, 2022. A copy of the results along with the Limited Review Report issued by the Statutory Auditor of the Company is enclosed herewith.

2. Alteration in the Articles of Association of the Company:

Approved the alteration of the Articles of Association of the company, subject to the approval of the members of the Company and regulatory/statutory approvals as maybe required. The brief alteration in Articles of Association is enclosed herewith as **Annexure A**.

3. Amendment to the Policy of Code of Practices and Procedures for Prevention of Insider Trading & Fair Disclosure of Unpublished Price Sensitive Information and Prevention of Sexual Harassment:

Approved the amendment to the Policy of Code of Practices and Procedures for Prevention of Insider Trading & Fair Disclosure of Unpublished Price Sensitive Information to enhance the standards of governance and in light of the recent amendments to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Prevention of Sexual Harassment of Women at Workplace Act, 2013.

4. Approved the draft Notice of Postal Ballot for obtaining the approval of the Shareholders.

5. Approved the appointment of Scrutinizer to conduct the postal Ballot process.



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A1007-1010, Corporate Avenue
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Mumbai 400063. India

Work
Survey No.396/24, Plot no.71/72,
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NH8A, Behind Zydus research centre,
Moraiya, Dist.Sanand,
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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 details is enclosed in this letter.

The Board Meeting commenced at 3:00 P.M. and concluded at 4:30 P.M.

You are requested to kindly take note of the same.

For FOCUS LIGHTING AND FIXTURES LIMITED


AMIT VINOD SHETH
MANAGING DIRECTOR
DIN: 01468052



Annexure ABrief details of Alteration to Articles of Association (AOA) of the Company.

In view of the frequent changes, it was thought fit by the Board of Directors of the Company that the existing AOA of the Company should be amended to bring it in line with the Companies Act, 2013, keep certain provisions in line with the provisions of the Companies Act, 2013 and also keeping in view of the investment agreement dated 7th October, 2022 executed between the Company, Mr. Rajendra Suganchand Shah, Mr. Rishi Rajendra Shah and Mr. Amit Vinod Sheth and to align the same with the prevailing provisions of the Act and rules made thereunder and the Securities Laws referred herein above.

Since the changes required for aligning the existing AOA with the Companies Act, 2013 and the rules made thereunder and Securities laws were numerous, it was considered expedient to adopt a new AOA in substitution of the existing AOA.

Find the below amendments made in the new Article of Association of the Company:

- A. After article 145 of the Articles of Association of the Company, the following article 145A shall be inserted:

Title of Article	Article Number and contents
Investor Director	145A. (a) In connection with investment agreement dated 7th October, 2022 executed between the Company, Mr. Rajendra Suganchand Shah, Mr. Rishi Rajendra Shah and Mr. Amit Vinod Sheth, the Investor shall have a right (but not an obligation) to appoint one (1) non-executive director on the Board of the Company. (b) The investor may at any time and from time to time remove such non-executive director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time, appoint any other person as non-executive director. (c) Further, such non-executive director shall be liable to retirement by rotation of Directors. Subject as aforesaid, such director shall be entitled to the same rights and privileges and be subject to the obligations as any other Director of the Company.

- B. The provisions of articles 147, 151, 159, 160, 161, 200 and 201 shall be substituted with below provisions:

Title of Article	Article Number and contents
Alternate Director	147. The Board may appoint a person, not being a person holding any alternate directorship for any other director in the Company or holding directorship in the Company, to act as an Alternate Director for a Director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served



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	on him, be entitled to notice of meetings of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such Meetings to have and exercise all the powers and duties and authorities of the Original Director. An Alternate Director shall not hold office for a period longer than that permissible to the Director in whose place he has been appointed and shall vacate the office if and when the Director in whose place he has been appointed returns to India. If the term of office of the Original Director is determined before he so returns to India, any provision for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original, and not to the Alternate Director. No person shall be appointed as an Alternate Director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Companies Act, 2013.
Directors' sitting fees	151. The fees payable to a Director for attending each Board meeting shall be such sum as may be fixed by the Board of Directors not exceeding such sum as may be prescribed by the Central Government for each of the meetings of the Board or a Committee thereof and adjournments thereto attended by him.
Disqualification of the Director	159. A. A person shall not be capable of being appointed as a Director of the Company if:- (a) he is of unsound mind and stands so declared by a competent court; (b) he is an undischarged insolvent; (c) he has applied to be adjudged an insolvent and his application is pending; (d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence. Further, If a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director of the Company. (e) an order disqualifying him for appointment as Director has been passed by a Court or Tribunal and the order is in force. (f) he has not paid any calls in respect of Shares of the Company held by him whether alone or jointly with others and six months have elapsed from the last day fixed for the payment of the call. (g) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; (h) he has not complied with sub-section (3) of section 152; or



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		(i) he has not complied with the provisions of sub-section (1) of section 165. Provided that the disqualifications referred to in clauses (d), (e) and (g) above shall continue to apply even if the appeal or petition has been filed against the order of conviction or disqualification. B. No person who is or has been a director of a Company which - (a) has not filed financial statements or annual returns for any continuous period of three financial years; or (b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more; shall be eligible to be appointed as a Director for a period of five years from the date on which the said company fails to do so.
Vacation office Directors	of by	160. The office of a director shall become vacant in case— (a) he incurs any of the disqualifications specified in Article 159; (b) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board; (c) he acts in contravention of the provisions of section 184 relating to entering into contracts or arrangements in which he is directly or indirectly interested; (d) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184; (e) he becomes disqualified by an order of a court or the Tribunal; (f) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months; (g) he is removed in pursuance of the provisions of the Companies Act, 2013; (h) he, having been appointed a director by virtue of his holding any office or other employment in the holding, subsidiary or associate company, ceases to hold such office or other employment in that company.
Vacation office Directors (contd.)	of by	161. The office shall not be vacated by the director in case of orders referred to in clauses (e) and (f) of Article 160: i. for thirty days from the date of conviction or order of disqualification;



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	ii. where an appeal or petition is preferred within thirty days as aforesaid against the conviction resulting in sentence or order, until expiry of seven days from the date on which such appeal or petition is disposed of; or iii. where any further appeal or petition is preferred against order or sentence within seven days, until such further appeal or petition is disposed of.
General powers of management vested in the Board of Directors	200. 1. The Board of Directors of a company shall be entitled to exercise all such powers, and to do all such acts and things, as the company is authorised to exercise and do. Provided that in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in the Act, or in the memorandum or articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the company in general meeting. Provided further that the Board shall not exercise any power or do any act or thing which is directed or required, whether under the Act or by the memorandum or articles of the company or otherwise, to be exercised or done by the company in general meeting. 2. No regulation made by the company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made. 3. The Board of Directors of a company shall exercise the following powers only with the consent of the company by a special resolution, namely:— a. to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. b. to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation; c. to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business: For the purposes of this clause, the expression "temporary loans" means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature;



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	Provided that every special resolution passed by the company in general meeting in relation to the exercise of the powers referred to this clause shall specify the total amount up to which monies may be borrowed by the Board of Directors. d. to remit, or give time for the repayment of, any debt due from a director. 4. Prior permission of the company in general meeting shall be required for contribution to bona fide charitable and other funds in case the aggregate of such contribution, in any financial year, exceed five per cent. of the company's average net profits for the three immediately preceding financial years.
Certain powers to be exercised by the Board only at Meetings	201. The Board of Directors of a company shall exercise the following powers on behalf of the company by means of resolutions passed at meetings of the Board, namely: - to make calls on shareholders in respect of money unpaid on their shares; - to authorise buy-back of securities under section 68; - to issue securities, including debentures, whether in or outside India; - to borrow monies; - to invest the funds of the company; - to grant loans or give guarantee or provide security in respect of loans; - to approve financial statement and the Board's report; - to diversify the business of the company; - to approve amalgamation, merger or reconstruction; - to take over a company or acquire a controlling or substantial stake in another company; - to make political contributions; - to appoint or remove key managerial personnel (KMP); - to appoint internal auditors and secretarial auditor; - to contribute any amount directly or indirectly to any political party. Provided that the Board may, by a resolution passed at a meeting, delegate to any committee of directors, the managing director, the manager or any other principal officer of the company or in the case of a branch office of the company, the principal officer of the branch office, the powers specified in clauses (d) to (f) on such conditions as it may specify.



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