

Date: September 24, 2022

To,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza Bandra Kurla Complex,
Bandra East, Mumbai-400 051

Symbol: FOCUS

Series: EQ

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the shareholders in their meeting held Today i.e Saturday, September 24, 2022 at 2:00 p.m. (IST) at the 11C, Laxmi Industrial Estate, New Link Road, Opp. Fun Republic, Cinema, Andheri West, Mumbai – 400058, have approved the following resolutions:

1. 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.

2. 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 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."

3. Issuance of Convertible Warrants on Preferential Basis:

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 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**.

4. Re-appointment of Independent Directors:

Approved the 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). The brief profile of Mr. Mahesh Rachh and Mr. Chetan Shah is enclosed in **Annexure B**.

5. Appointment of Independent Director:

Approved the appointment of Mr. Sanjay Surajmal Gaggar (DIN: 03083767) as Independent & Non-Executive 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. The brief profile of Mr. Sanjay Surajmal Gaggar is enclosed in **Annexure B**.

You are requested to kindly take the same on your records.

For Focus Lighting and Fixtures Limited

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Amit Vinod Sheth
Managing Director
DIN: 01468052

Encl: As above

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.	Additional details in case of preferential issue:					
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		No. of Equity Shares Held	% Held**
	Rajendra Suganchand Shah	Nil	Nil	14,29,408	14,29,408	10.92%
	Rishi Rajendra Shah	Nil	Nil	14,29,407	14,29,407	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 determined by the registered valuer Mr. Bhavesh				

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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,
Gujrat - 382213, India

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		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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Annexure B

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	29 th December, 2022	29 th December, 2022	11 th 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.

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5.	Shareholding	NIL	NIL	NIL
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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