

Date: October 07, 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: Intimation under Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for execution of the Investment Agreement.

Dear Sir/Madam,

Pursuant to the requirement of Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that Focus Lighting and Fixtures Limited has entered into an Investment Agreement on October 07, 2022 with Amit Vinod Sheth (Promoter), Rajendra Suganchand Shah (Investor) and Rishi Rajendra Shah (Investor).

The disclosure in terms of Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 September 09, 2015 is enclosed as **Annexure- A**.

You are requested to kindly take the above information on record and acknowledge.

Thanking you,

Yours faithfully,

For FOCUS LIGHTING AND FIXTURES LIMITED

DEEPALI SHETH
DIRECTOR
DIN: 01141083

Annexure – A

Disclosure in terms of Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 09, 2015 is as under:

Details required in respect of Agreements which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof:

Sr. No.	Details of events required to be disclosed	Disclosure
1.	Name(s) of parties with whom the agreement is entered	(i) Focus Lighting and Fixtures Limited (the " Company "); (ii) Amit Vinod Sheth (the " Promoter "); (iii) Rajendra Suganchand Shah and (iv) Rishi Rajendra Shah ((iii) and (iv) together the " Investors ")
2.	Purpose of entering into the agreement	The parties have entered into an investment agreement (the " Agreement ") wherein the Investors have agreed to subscribe to, and the Company has agreed to issue and allot warrants of the Company to the Investors.
3.	Shareholding, if any, in the entity with whom the agreement is executed	Nil
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc	On payment of 25% of the per warrant amount, the Company shall allot the Investors an aggregate of 28,58,815 warrants. The Investors can exercise the warrants, in one or more tranches, upon payment of the balance 75% of the per warrant amount which when exercised, will convert into one equity share for one warrant held. The Investors have the following special rights which have been incorporated in the Agreement: a) right (but not an obligation) to appoint one (1) non-executive director on the Board. b) Upon occurrence of an event of default, the Investors shall have the right to

Sr. No.	Details of events required to be disclosed	Disclosure
		appoint an additional director on the Board of the Company.
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”	No
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Allotment of 28,58,815 warrants of the Company, at a price of Rs.110 of which (i) 25% per warrant shall be payable at the time of allotment and (ii) a balance 75% per warrant shall be payable at the time of exercising of the Warrants, in one or more tranches. Each Warrant shall be convertible into one equity share of the face value of Rs.10 each at a premium of Rs.100 per equity share
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	Kindly refer to point 4 above.
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable