

Date: December 30, 2019

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

Symbol: FOCUS

Sub: Results of Postal Ballot & E-voting.

Dear Sir/ Ma'am,

This is with reference to above subject and out letter dated November 27, 2019, intimating the date of Postal Ballot for the purpose of 'Migration of Company from Emerge Platform to the Main Board of National Stock Exchange of India Limited' and 'Focus Lighting and Fixtures Limited Employee Stock Options Plan 2019'. In this regard, please note that M/s. Anubhuti Tripathi & Associates, Practicing Company Secretaries, (Membership No. A28267 and Certificate of Practice No. 13219), who was appointed as Scrutinizer for the aforesaid Postal Ballot and E-voting has submitted her report today. In accordance with the said report, the members of the Company have approved the Special Resolutions as embodied on the Postal Ballot Notice dated November 11, 2019, detailed as follows:

Item No.	Description	Type of Resolution	Votes in favour of the Resolution		Votes against the Resolution	
			Nos.	%	Nos.	%
1.	Migration of the Company from NSE Emerge Platform to Main Board of NSE.	Special Resolution	8125797	100.00	Nil	0.00
2.	Adopt the Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019.	Special Resolution	8125797	100.00	Nil	0.00
3.	Extension of benefits of the Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019 to the permanent employees including managing and whole-time directors, of the subsidiary companies of the Company.	Special Resolution	8122797	99.96	3000	0.04
4.	(a) The use of the trust route for the implementation of Focus Lighting And	Special Resolution	8122797	99.96	3000	0.04



Corporate Office
Focus Lighting & Fixtures Limited
A 1007-1010, Corporate Avenue
Sonawala Road, Goregaon East
Mumbai 400063 India

Works
H. No. 785, C6-07,
Bhumi World Industrial Park,
Mumbai-Nashik Expressway,
Pimpas Village, Tal. Bhiwandi,
Dist. Thane 421302 India

CIN L31500MH2005PLC155278

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Fixtures Limited Employee Stock Option Plan 2019 (“ESOP 2019”); and (b) Grant of financial assistance / provision of money by the Company to the trust to fund the purchase of its equity shares, in terms of the ESOP 2019.					
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The results of the Postal Ballot and E-voting Notice were accordingly announced today.

We enclose herewith:

1. Results of Postal Ballot and E-voting [pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015].
2. Scrutinizer’s Report.

You are kindly requested take the above information on record.

Yours faithfully,

For **Focus Lighting and Fixtures Limited**


Nikhil Arya
Company Secretary & Compliance Officer

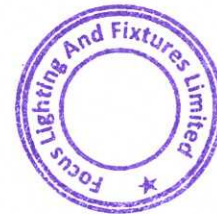
Encl: As above.

Results of Postal Ballot and E-voting
[As per Regulation 44(3) of Listing Regulations]

Name of the Company	Focus Lighting And Fixtures Limited
Date of Postal Ballot Notice	November 11, 2019
Voting Start Date	November 29, 2019 (9:00 a.m.)
Voting End Date	December 28, 2019 (5:00 p.m.)
Total number of Members as on record date	235
No. of Members present in the meeting either in person or through proxy	
Promoter & Promoter Group	Not Applicable
Public	Not Applicable
No. of Members attended the meeting through Video Conferencing	
Promoter & Promoter Group	Not Applicable
Public	Not Applicable

For Focus Lighting And Fixtures Limited

[Signature]
Company Secretary



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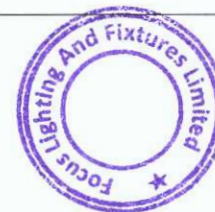
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Agenda wise disclosure:

Resolution No.				1				
Resolution required: (Ordinary/ Special)				SPECIAL - Migration of the Company from NSE Emerge Platform to Main Board of NSE.				
Whether promoter/ promoter group are interested in the agenda/ resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	7435791	7435791	100.00	7435791	0	100.00	0
	Postal-Ballot		0	0	0	0	0	0
	Total		7435791	100.00	7435791	0	100.00	0
Public-Institutions	E-voting	0	0	0	0	0	0	0
	Postal-Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non-Institutions	E-voting	2700009	690006	25.56	690006	0	100.00	0
	Postal-Ballot		0	0	0	0	0	0
	Total		0	0	690006	0	100.00	0
Total		10135800	8125797	80.17	8125797	0	100.00	0

For Focus Lighting And Fixtures Limited


Company Secretary



Resolution No.				2				
Resolution required: (Ordinary/ Special)				SPECIAL - Adopt the Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019				
Whether promoter/ promoter group are interested in the agenda/ resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	7435791	7435791	100.00	7435791	0	100.00	0
	Postal-Ballot		0	0	0	0	0	0
	Total		7435791	100.00	7435791	0	100.00	0
Public-Institutions	E-voting	0	0	0	0	0	0	0
	Postal-Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non-Institutions	E-voting	2700009	690006	25.56	690006	0	100.00	0
	Postal-Ballot		0	0	0	0	0	0
	Total		0	0	690006	0	100.00	0
Total		10135800	8125797	80.17	8125797	0	100.00	0

For Focus Lighting And Fixtures Limited


Company Secretary



Resolution No.				3				
Resolution required: (Ordinary/ Special)				SPECIAL - Extension of benefits of the Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019 to the permanent employees including managing and whole-time directors, of the subsidiary companies of the Company				
Whether promoter/ promoter group are interested in the agenda/ resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	7435791	7435791	100.00	7435791	0	100.00	0
	Postal-Ballot		0	0	0	0	0	0
	Total		7435791	100.00	7435791	0	100.00	0
Public-Institutions	E-voting	0	0	0	0	0	0	0
	Postal-Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non-Institutions	E-voting	2700009	690006	25.56	687006	3000	99.57	0.43
	Postal-Ballot		0	0	0	0	0	0
	Total		0	0	687006	3000	99.57	0.43
Total		10135800	8125797	80.17	8122797	3000	99.96	0.04

For Focus Lighting And Fixtures Limited


Company Secretary



Resolution No.				4				
Resolution required: (Ordinary/ Special)				SPECIAL - (a) The use of the trust route for the implementation of Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019 ("ESOP 2019"); and (b) Grant of financial assistance / provision of money by the Company to the trust to fund the purchase of its equity shares, in terms of the ESOP 2019.				
Whether promoter/ promoter group are interested in the agenda/ resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	7435791	7435791	100.00	7435791	0	100.00	0
	Postal-Ballot		0	0	0	0	0	0
	Total		7435791	100.00	7435791	0	100.00	0
Public-Institutions	E-voting	0	0	0	0	0	0	0
	Postal-Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non-Institutions	E-voting	2700009	690006	25.56	687006	3000	99.57	0.43
	Postal-Ballot		0	0	0	0	0	0
	Total		0	0	687006	3000	99.57	0.43
Total		10135800	8125797	80.17	8122797	3000	99.96	0.04

For Focus Lighting And Fixtures Limited

[Signature]
Company Secretary





REPORT OF SCRUTINIZER ON E-VOTING AND POSTAL BALLOT PROCESS

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman cum Managing Director,
FOCUS LIGHTING AND FIXTURES LIMITED
1007-1010, Corporate Avenue Wing A, Sonawala Road, Near Udyog Bhawan, Goregaon
(East), Mumbai Maharashtra 400063

Dear Sir,

Sub: Scrutinizer's Report on E-Voting and Postal Ballot Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of **FOCUS LIGHTING AND FIXTURES LIMITED** (the Company) have vide resolution passed on November 11, 2019, decided to provide to the members of the Company, a facility to exercise their voting rights for the following resolution:

- 1) To Migration of the Company from NSE Emerge Platform to Main Board of NSE.
- 2) To approve and adopt the Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019.
- 3) To approve the extension of benefits of the Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019 to the permanent employees including managing and whole-time directors, of the subsidiary companies of the Company.
- 4) To approve (a) the use of the trust route for the implementation of Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019 ("ESOP 2019"); and (b) grant of financial assistance / provision of money by the Company to the trust to fund the purchase of its equity shares, in terms of the ESOP 2019.

Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014. I, Anubhuti Tripathi, Company Secretary in Practice having Membership no ACS 28267, CP 13219 and proprietor of M/s. Anubhuti Tripathi and Associates, Company Secretaries in Mumbai has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed





on November 11, 2019 as required under Section 108 & 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e voting process and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as aforesaid.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Postal Ballot on the resolution mentioned above. My responsibility as a Scrutinizer is restricted to ensure that the e-voting process and Postal Ballot process is conducted in a fair and transparent manner and make the Scrutinizers report of the votes cast "in favour" or "against" the resolutions stated above, based on the postal ballots received by the Company & reports generated from the e-voting system provided by the Central Depository Services (India) Ltd (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated November 11, 2019 was sent to the shareholders of the Company along with statement setting out material facts under Section 102 of the Companies Act, 2013.

The members of the Company holding shares on the cutoff date i.e. November 22, 2019 were entitled to vote on the resolution proposed and as set out in the Postal Ballot Notice.

In this regard, I submit my report as under:

1. The e-voting period remained open from 09:00 A.M. on Friday, November 29, 2019 to 05:00 P.M. on Saturday, December 28, 2019.
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
3. The details containing List of the shareholders who voted for or against the resolution that were put to vote were downloaded from the e - voting website of CDSL (www.evotingindia.com).
4. I have scrutinized the votes casted through electronic means and through postal ballot process for the purpose of this report.





5. The Company dispatched the Postal Ballot Notice, Form and a self-addressed pre-paid envelop to its member whose name(s) appeared on the Register of Members / List of beneficiaries as on November 22, 2019. The Postal Ballot Notice and Form were sent to Members in electronic form to the e-mail addresses registered with their Depository Participants. For Members whose email IDs were not registered, physical copies of the Postal Ballot Notice were sent by permitted mode along with postage prepaid self-addressed envelope.
6. None of the shareholders cast their votes through physical postal ballot.
7. I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the CDSL e-voting system. I have also reviewed register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 as amended.
8. I now submit my Report on the result of the voting by electronic mode in respect of the said Resolutions:

Resolution No. 1: Special Resolution

To Migration of the Company from NSE Emerge Platform to Main Board of NSE.

Particulars	No. of Members Voted	No. of Votes Casted	Votes in Favour of the Resolution		% of total no. of Votes casted		Invalid Votes
			Nos.	%	Nos.	%	Nos.
Promoter & Promoter Group	2	7435791	7435791	100.00	Nil	0.00	Nil
Public	16	690006	690006	100.00	Nil	0.00	Nil
Total	18	8125797	8125797	100.00	Nil	0.00	Nil

Resolution No. 2: Special Resolution

To approve and adopt the Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019.





Particulars	No. of Members Voted	No. of Votes Casted	Votes in Favour of the Resolution		% of total no. of Votes casted		Invalid Votes
			Nos.	%	Nos.	%	
Promoter & Promoter Group	2	7435791	7435791	100.00	Nil	0.00	Nil
Public	16	690006	690006	100.00	Nil	0.00	Nil
Total	18	8125797	8125797	100.00	Nil	0.00	Nil

Resolution No. 3: Special Resolution

To approve the extension of benefits of the Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019 to the permanent employees including managing and whole-time directors, of the subsidiary companies of the Company.

Particulars	No. of Members Voted	No. of Votes Casted	Votes in Favour of the Resolution		% of total no. of Votes casted		Invalid Votes
			Nos.	%	Nos.	%	
Promoter & Promoter Group	2	7435791	7435791	100.00	Nil	0.00	Nil
Public	16	690006	687006	99.57	3000	0.43	Nil
Total	18	8125797	8122797	99.96	3000	0.04	Nil

Resolution No. 4: Special Resolution

To approve (a) the use of the trust route for the implementation of Focus Lighting And Fixtures Limited Employee Stock Option Plan 2019 ("ESOP 2019"); and (b) grant of financial assistance / provision of money by the Company to the trust to fund the purchase of its equity shares, in terms of the ESOP 2019.





Particulars	No. of Members Voted	No. of Votes Casted	Votes in Favour of the Resolution		% of total no. of Votes casted		Invalid Votes
			Nos.	%	Nos.	%	Nos.
Promoter & Promoter Group	2	7435791	7435791	100.00	Nil	0.00	Nil
Public	16	690006	687006	99.57	3000	0.43	Nil
Total	18	8125797	8122797	99.96	3000	0.04	Nil

9. The Register, all other papers and relevant records relating to voting shall remain in Custody until the Managing Director considers, approves and signs the result of the Postal ballot.
10. **Restriction of Use:** This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) to be placed at the website of the Company. This report is not to be used for any other purpose or to be distributed to any other person. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.
11. **Result:** All the Special Resolutions has requisite majority of votes, all the special resolutions may be considered to have been passed.

I further confirm that the Special Resolution relating to migration of listing/ trading of equity shares of the Company from NSE SME Platform i.e. (Emerge) to Main Board of NSE (Capital Segment) carried out in compliance to Regulation 277 of ICDR 2018 (Regulation 106U(1) of ICDR 2009), wherein it states that:

"An issuer, whose specified securities are listed on a SME Exchange and whose post-issue face value capital is more than ten crore rupees and up to twenty five crore rupees, may migrate its specified securities to the main board of the stock exchanges if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if such issuer fulfils the eligibility criteria for listing laid down by the Main Board:

Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times





the number of votes cast by shareholders other than promoter shareholders against the proposal."

Pursuant to the voting details of the votes casted by the shareholders other than promoter & promoter group as mentioned under 'Resolution No. 1' in clause 8 of this report, the special resolution with respect to migration from NSE Emerge to Main Board of NSE has requisite majority of votes and the resolution may be considered to have been passed in compliance with regulation 277 of ICDR 2018 (Regulation 106U(1) of ICDR 2009).

For Anubhuti Tripathi and Associates
Company Secretaries

Anubhuti Tripathi
Membership no: A-28267
Certificate of Practice: 13219



Date: 30.12.2019
Place: Mumbai
UDIN: A028267A000529891