



PHOENIX
PHOENIX LAMPS LIMITED
(Suprajit Group Company)

Work:
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GAUTAM BUDHA NAGAR, PIN CODE - 201305, UTTAR PRADESH, INDIA
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August 31, 2017

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001	National Stock Exchange of India Limited Exchange Plaza Bandra – Kurla Complex Bandra (East), Mumbai – 400 051
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Dear Sirs,

Sub: Announcement of “Record Date/ Book Closure date”

Ref: Our application dated August 21, 2017

Please be informed that the Company has fixed **September 12, 2017** as **Record Date / Book Closure date** for the purpose of issue and allotment of Equity Shares to the Minority Shareholders of Phoenix Lamps Limited (Transferor Company), in the capital of Suprajit Engineering Limited (Transferee Company) and entitlement of Dividend thereof, pursuant to the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal (NCLT), Bengaluru Bench vide its order dated August 11, 2017.

Please note that Suprajit Engineering Limited (Transferee Company) will issue 4 (Four) Equity Shares of Re. 1/- each in Suprajit Engineering Limited for every 5 (Five) Equity Shares of Rs. 10/- each held by the Minority Shareholders in Phoenix Lamps Limited (Transferor Company) as on the Record Date / Book Closure date.

Also please note that we have filed the copy of the Order of NCLT along with other required documents with BSE Limited (the Designated Stock Exchange) for the approval of SEBI and also sent a copy to National Stock Exchange of India Limited for records.

Please treat this as Compliance under Regulation 42(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and announce the Record Date / Book Closure date immediately.

Thanking you

Yours faithfully

For **PHOENIX LAMPS LIMITED**


K. AJITH KUMAR RAI
CHAIRMAN

Regd. Office:

PHOENIX LAMPS LIMITED

101, Bommasandra Industrial Area, Anekal, Taluk,

Bangalore, Karnataka, India, 560099

(CIN-L31500KA1991PLC095519)



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BUSINESS AND FINANCIAL ASPECTS OF SCHEME INCLUDING THE SHARE ENTITLEMENT TO THE SHAREHOLDERS

I. BUSINESS AND FINANCIAL ASPECTS OF SCHEME:

- a. The Transferor Company is a Subsidiary of the Transferee Company and both companies carry on business related to automobile components. A combined entity will prove to generate immense benefits of larger scale of economies and combined entity will have powers to negotiate with vendors, customers and other stakeholders.
- b. Greater financial strength and flexibility for the amalgamated entity, which would result in optimizing the leverage with respect to debt and equity and maximize overall shareholder value.
- c. Larger integrated entity will improve the competitive position of the combined entity.
- d. Greater efficiency in cash management of the amalgamated entity and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholder value.
- e. Improved organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.
- f. Benefits of operational synergies to the combined entity in areas such as customer management, sourcing and logistics, which can be put to the best advantage of the stakeholders.
- g. Combined entity will optimize and reduce duplication of a host of tax and regulatory requirements.
- h. Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes, productivity improvements, improved procurement, and the elimination of duplication, and rationalization of administrative expenses.
- i. Cost savings are expected to flow from optimizing marketing channels and improved sales by cross selling.



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- j. Better reach and improved sales in the aftermarket by cross selling and enlarged distribution channels
- k. Better customer management and higher business opportunity.
- l. Suprajit has a record of uninterrupted dividend payment history, which will benefit Phoenix Lamps Limited's minority Shareholders.
- m. Combined entity to have stronger Balance Sheet with lesser regulatory and compliance paper work.
- n. Overall, in summary, the amalgamation will lead to the formation of a larger and stronger entity having greater capacity for conducting its operations more efficiently and competitively, thereby enhancing overall financial performance of the combined entity.
- o. Shares of both the Transferor Company and the Transferee Company being listed on the Stock Exchanges, the Shareholders of both the companies will stand to benefit by the consolidation of the strengths of the two companies. Furthermore, the multiple requirements of compliances under the various applicable laws including the functioning of the Board, Committees thereof for the Transferor Company will not arise.

II. SHARE ENTITLEMENT TO THE SHAREHOLDERS:

the Transferee Company shall, without any further application, act, instrument or deed, issue and allot to the Equity Shareholders of the Transferor Company, whose names are registered in the Register of Members of the Transferor Company on the Record Date or his /her/ its legal heirs, executors or administrators or, as the case may be, successors, Equity Shares of Re. 1/- (Rupee one only) each, credited as fully paid up of the Transferee Company, in the ratio of 4 (four) Equity Shares of the face value of Re. 1/- (Rupee One only) each of the Transferee Company with rights attached thereto as mentioned in this Scheme for every 5 (five) Equity Shares of the face value of Rs. 10/- (Rupees Ten only) in the Transferor Company, each credited as fully paid-up held on the Record Date by such Equity Shareholders or their respective legal heirs, executors or administrators or, as the case may be, successors in the Transferor Company.

For Phoenix Lamps Limited

K. Ajith Kumar Rai
Chairman