IN THE HIGH COURT OF KARNATAKA AT BANGALORE

(ORIGINAL JURISDICTION)

COMPANY APPLICATION No. 852 / 2016

In the matter of Sections 391 and 394 of the Companies Act, 1956 (the "Act")

And

In the matter of scheme of amalgamation of

PHOENIX LAMPS LIMITED

With

SUPRAJIT ENGINEERING LIMITED

And

Their Respective Shareholders

BETWEEN:

Phoenix Lamps Limited
A company incorporated under
the provisions of the Companies
Act, 1956 and having its registered office
at No.101, Bommasandra Industrial Area
Anekal Taluk
Bangalore 560 099
Represented herein by its authorized signatory
Ms. Shrabanti Mandol **Transferor/Applicant Company**

AND

Nil **Respondent**

CHAIRMAN'S REPORT

Report of the Chairman of the Meeting of Unsecured Creditors of the Applicant company held at 101, Bommasandra Industrial Area, Anekal Taluk, Bangalore 560 099.

I, K. Ajith Kumar Rai, appointed by this Hon'ble High Court to act as Chairman of the Meeting of the Unsecured Creditors of the Applicant company, summoned by notices served individually and also by advertisement in "The Hindu" (Bangalore Edition) and "Udaya Vani" (Bangalore Edition) dated August 31, 2016 and the said Meeting of the Unsecured Creditors accordingly was held on September 24, 2016 at 12:00 Noon, at 101, Bommasandra Industrial Area, Anekal Taluk, Bangalore 560 099, as directed by this Hon'ble Court by its order dated August 25, 2016, do hereby submit the report as follows:

MEETING OF UNSECURED CREDITORS

1. As per the order of this Hon'ble High Court, the Meeting of the Unsecured Creditors of the Applicant company was called to order at 12:00 Noon on

September 24, 2016. Out of 182 Unsecured Creditors, 24 were present in person or by representatives in cases of bodies corporate members and by their duly constituted proxies.

2. With the consent of the Unsecured Creditors present, the Notice calling for the Meeting and the proposed Scheme of Amalgamation as proposed by the Applicant/ Transferor Company were taken as read. I briefly explained the purpose, object and details of the Scheme and the synergies which would accrue as also the larger benefits emerging out of the Scheme as filed before this Hon'ble Court.

3. I enquired if the Unsecured Creditors had any points for debate and gave an opportunity to the persons present to seek any clarifications, if they so desired. There were no amendments to the Resolution. Thereupon, I announced that a poll would be taken on the Resolution to ascertain the sense of the Meeting on the Scheme of Amalgamation. I appointed Mr. Vijaykrishna K.T., who was present at the meeting as Scrutinizer for the poll.

4. The procedure for the poll was explained in complete detail and the Ballot papers were distributed to all the Unsecured Creditors present in person or through Proxies/Representations. Specimen of the Ballot Papers is produced herewith as **Annexure A**.

5. The poll was taken with the Ballot papers being put in to the Ballot Box which was handed over to the Scrutinizer by me and which was opened in my presence. The Meeting of the Unsecured Creditors of the Applicant company approved the Scheme of Amalgamation and resolution to the said effect was passed unanimously. The details of the total number of Unsecured Creditors who attended the Meeting, the number of ballots polled, number of votes cast in favour of the Resolution, and the value of the Unsecured Creditors casting such votes are exhibited in the Scrutinizer's Report. Certified copy of the Resolution passed has been produced herewith as **Annexure B.** Copy of the Scrutinizer's Report is produced herewith as **Annexure C**.

Therefore, the Resolution approving the Scheme of Amalgamation of Phoenix Lamps Limited with Suprajit Engineering Limited was passed unanimously.

Place: Bangalore
Date: 24.09.2016

CHAIRMAN OF THE MEETING