



PHOENIX
PHOENIX LAMPS LIMITED

(SUPRAJIT GROUP COMPANY)

Regd. Office :

59-A, NOIDA SPECIAL ECONOMIC ZONE,
PHASE-II, NOIDA, DISTT. GAUTAM BUDH NAGAR,
PIN CODE-201 305, UTTAR PRADESH, INDIA
PH. NO.: +91-120-4012222
FAX : +91-120-2562943
Website : www.phoenixlamps.co.in
E-mail : phoenix@phoenixlamps.co.in
(CIN-L31500UP1991PLC012944)

National Stock Exchange of India Limited
Bandra Kurla Complex, Bandra (E), Mumbai,
Maharashtra 400051

Date: 24.09.2016

Dear Sir/Madam,

Sub: Voting Results and Scrutinizer's Report

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results (remote e-voting and poll) and Scrutinizer's Report on the Resolutions passed by the members at Twenty Fifth Annual General Meeting ('AGM') held on 24th September, 2016 at No.101, Bommasandra Industrial Area, Bangalore-560099. All the Resolutions were passed by with requisite majority

Further, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 we are taking steps to host on the website of the Company and CDSL the voting results of the 25th AGM.

Please take the documents on record and kindly treat this as compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you
Yours faithfully

For Phoenix Lamps Limited


Shrabanti Mandal
Company Secretary

Date of the AGM: 24 th Sep 2016													
Phoenix Lamps Limited													
Total number of shareholders on record date: '23107' No. of Shares: '28019300'													
No. of Shareholders present in the meeting either in person or through proxy:													
Promoters and Promoter Group :													
Public : 1 No. of Shares: 17352176													
42 No. of Shares: 115502													
Detail of the Agenda:													

For PHOENIX LAMPS LIMITED

S. H. Mondal

SHRABANTI MANDOL
COMPANY SECRETARY

2. To appoint a Director in place of Mr. K. Ajith Kumar Rai (DIN: 01160327), who retires by rotation and being eligible, offers himself for re-appointment.										
ORDINARY BUSINESS										
Mode of voting: (Remote e-voting)										
Promoter and Promoter Group	17352176	17352176	100.0000	17352176	0	100.0000				1
Public – Institutional holders	288186	0	-	0	0	-				0
Public-Others	10378938	637909	6.1500	637909	0	100.0000				77
Total (A)	28019300	17990085	64.2100	17990085	0	100.0000				78
Mode of voting: (Ballot Paper)										
Promoter and Promoter Group	17352176	0	-	0	0	-				0
Public – Institutional holders	288186	0	-	0	0	-				0
Public-Others	10378938	115502	1.1100	115502	0	100.0000				42
Total (B)	28019300	115502	0.4100	115502	0	100.0000				42
Total (A+B)	28019300	18105587	64.6182	18105587	0	100.0000				120
3. To ratify appointment of Messrs S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No: 301003E/E300005) as Statutory Auditors of the Company and authorize Board of Directors to fix their remuneration.										
ORDINARY BUSINESS										
Mode of voting: (Remote e-voting)										
Promoter and Promoter Group	17352176	17352176	100.0000	17352176	0	100.0000				1
Public – Institutional holders	288186	0	-	0	0	-				0
Public-Others	10378938	637959	6.1500	637959	0	100.0000				77
Total (A)	28019300	17990135	64.2100	17990135	0	100.0000				78
Mode of voting: (Ballot Paper)										
Promoter and Promoter Group	17352176	0	-	0	0	-				0
Public – Institutional holders	288186	0	-	0	0	-				0
Public-Others	10378938	115502	1.1100	115502	0	100.0000				42
Total (B)	28019300	115502	0.4100	115502	0	100.0000				42
Total (A+B)	28019300	18105637	64.6184	18105637	0	100.0000				120

For PHOENIX LAMPS LIMITED

C. Manday
 SRIBANTILMANDOL
 COMPANY SECRETARY

4. To ratify the remuneration payable to Messrs J. K. Kabra & Company, Cost Accountants, as Cost Auditors of the Company for the financial year 2016-17.										
SPECIAL BUSINESS										
Mode of voting: (Remote e-voting)										
Promoter and Promoter Group	17352176	17352176	100.0000	17352176	0	100.0000				
Public – Institutional holders	288186	0	-	0	0	-				1
Public-Others	10378938	637959	6.1500	637959	0	100.0000				0
Total (A)	28019300	17990135	64.2100	17990135	0	100.0000				77
										78
Mode of voting: (Ballot Paper)										
Promoter and Promoter Group	17352176	0	-	0	0	-				0
Public – Institutional holders	288186	0	-	0	0	-				0
Public-Others	10378938	115502	1.1100	115502	0	100.0000				42
Total (B)	28019300	115502	0.4100	115502	0	100.0000				42
Total (A+B)	28019300	18105637	64.6184	18105637	0	100.0000				120

For PHOENIX LAMPS LIMITED

C. Mandali
SHRABANTH MANDOL
COMPANY SECRETARY



(SUPRAJIT GROUP COMPANY)

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CHAIRMAN'S REPORT

Based on the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) from 21st September, 2016 at 9.00 a.m. to 23rd September, 2016 at 5.00 p.m. and poll taken at the 25th Annual General Meeting of the Company held on 24th September, 2016 and the report of the Scrutinizer dated 24th September, 2016, it is hereby declared that the following resolutions have been passed as per the Companies Act, 2013, with requisite majority:

ORDINARY BUSINESS:

1. Adoption of Financial Statements for the year ended March 31, 2016 and Report of the Auditors and Board of Directors including Secretarial Audit Report:

Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements including the Balance Sheet as at 31st March, 2016 and Statement of Profit and Loss for the year ended as on that date together with Independent Auditors Reports thereon, and the Report of the Board of Directors including Secretarial Audit Report be and are hereby received, considered and adopted."

2. Appointment of Director in place of Mr. K. Ajith Kumar Rai (DIN: 01160327), who retires by rotation and being eligible, offers himself for re-appointment:

Ordinary Resolution:

"RESOLVED THAT Mr. K. Ajith Kumar Rai (DIN: 01160327), Executive Director be and is hereby appointed as Director of the Company, who retires by rotation and being eligible, offers himself for reappointment."

3. Ratification of Appointment of Messrs S.R Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005) as Statutory Auditors of the Company:



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Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the appointment of Messrs S.R Batliboi & Co. LLP, Chartered Accountants, having ICAI Firm Registration No. 301003E, as Statutory Auditors of the Company for the Company's financial year ended 31.03.2017, who were appointed as Auditors of the Company in the 23rd Annual General Meeting (AGM) to hold office until the conclusion of the 28th AGM, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company".

SPECIAL BUSINESS:

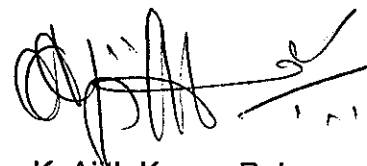
4. Ratification of Remuneration payable to Messrs J.K Kabra & Company, Cost Accountants, Cost Auditors of the Company for the F.Y 2016-17:

Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions under Section 148 and all other applicable provisions of the Companies Act, 2013, if any, read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration aggregating to INR 1,25,000 plus out of pocket expenses and applicable taxes, as payable to Messrs. J. K. Kabra & Associates, Cost Auditors (Firm registration No. 000009) of the Company, to conduct Audit of the cost records of the Company for the Financial Year 2016-17, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is here by severally authorized to do all acts, deeds and things as may be deemed necessary to give effect to the above resolution."

Place: Bangalore
Date: 24.9.2016


K. Ajith Kumar Rai
Chairman
(DIN-00720504)

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

496/4, II Floor, 10th Cross

Near Bashyam Circle, Sadashivanagar,

Bangalore - 560 080, INDIA

Tel : +91 80 23610847, 41231106

e-mail : vijaykt@vjkt.in

ktvijaykrishna@gmail.com

SCRUTINIZER'S REPORT

*[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies
(Management & Administration) Rules, 2014]*

To

Mr. K. Ajith Kumar Rai

Chairman of the 25th Annual General Meeting

Phoenix Lamps Limited

No.101, Bommasandra Industrial Area,

Bangalore: 560 099

Dear Sir,

I, Vijayakrishna KT, Company Secretary in Whole-Time Practice (FCS No. 1788, CP No. 980), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore – 560 080 was duly appointed as Scrutinizer by Phoenix Lamps Limited for the purpose of scrutinizing the voting through remote e-voting and through Polling Paper at the 25th Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Polling Paper at the Annual General Meeting venue for the resolutions proposed in the notice of 25th Annual General Meeting of the Members of the Company held on 24th September, 2016. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice convening the 25th Annual General Meeting of the Company, based on the report



Res : No. 66, Sathyanarayana Layout, West of Chord Road, III Stage, Bangalore - 560 079, INDIA

Tel : +91 80 23221564, 41170761

provided by Central Depository Services Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for three days from 21st September, 2016 (9.00 A.M. IST) till 23rd September, 2016 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform.

The members holding Equity Shares as on the "cut-off date" i.e. 17th September, 2016 were entitled to vote on the resolutions proposed in the Notice calling the 25th Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Polling Paper which are invalid.

The Polling Papers received were scrutinized and reconciled with the records maintained by the Company's Registrar and Share Transfer Agent (RTA). The Polling Papers which were incomplete, unsigned and wrongly signed have been rejected and treated as invalid.

At the end of the voting period on 23rd September, 2016 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 24th September, 2016, in presence of Mr. Ganesh Hegde and Mr. Vinay Kadam, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter the details containing *inter alia*, the list of the members, who voted "for" or "against" on each of the resolutions that were put to vote, were derived from the Polling Papers as received and the report generated from the e-voting website of Central Depository Services Limited (CDSL), i.e. www.evotingindia.com and based on such reports,

- 78 of the members have cast their votes through remote e-voting.
- 42 members have cast their votes through Polling Paper at the Annual General Meeting.



The brief analysis of the results of the remote e-voting and Polling Paper are as under:

ORDINARY BUSINESS:

Item No.1: Adoption of Financial Statements for the year ended March 31, 2016 and Report of the Auditors and Board of Directors including Secretarial Audit Report:

Ordinary Resolution:

Particular s	No. of votes contained in						Percentag e on valid votes
	Remote E-voting		Polling Paper		Total		
	No of member s voted	No. of Votes cast (shares)	No of member s voted	No. of Votes cast (shares)	No of member s voted	No. of Votes cast (shares)	
Assent	78	17990135	42	115502	120	18105637	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	78	17990135	42	115502	120	18105637	100.00
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Item No.2: Appointment of Director in place of Mr. K. Ajith Kumar Rai (DIN: 01160327), who retires by rotation and being eligible, offers himself for re-appointment:

Ordinary Resolution:

Particular s	No. of votes contained in						Percentag e on valid votes
	Remote E-voting		Polling Paper		Total		
	No of member s voted	No. of Votes cast (shares)	No of member s voted	No. of Votes cast (shares)	No of member s voted	No. of Votes cast (shares)	
Assent	78	1799013 5	42	115502	120	1810563 7	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	78	1799013 5	42	115502	120	1810563 7	100.00
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Item No.3: Ratification of Appointment of Messrs S.R Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005) as Statutory Auditors of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	78	17990135	42	115502	120	18105637	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	78	17990135	42	115502	120	18105637	100.00
Abstained/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

SPECIAL BUSINESS:

Item No.4: Ratification of Remuneration payable to Messrs J.K Kabra & Company, Cost Accountants, Cost Auditors of the Company for the F.Y 2016-17:

Ordinary Resolution:

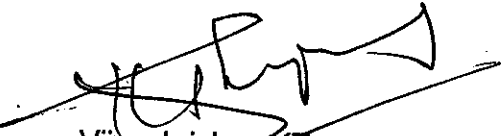
Particular s	No. of votes contained in						Percentag e on valid votes
	Remote E-voting		Polling Paper		Total		
	No of member s voted	No. of Votes cast (shares)	No of member s voted	No. of Votes cast (shares)	No of member s voted	No. of Votes cast (shares)	
Assent	78	17990135	42	115502	120	18105637	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	78	17990135	42	115502	120	18105637	100.00
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note: The votes cast by the Directors/Promoters for their own appointment/re-appointment was not taken in to consideration and was treated as invalid for the respective resolutions.

Based on the foregoing, the resolution numbers from 01 to 05 may be deemed to have been passed by requisite majority.

All the relevant records relating to e-voting and Polling Papers are under my safe custody and will be handed over to the Chairman for preserving safely.

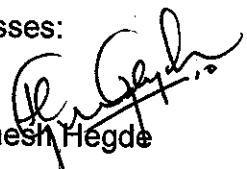
Thanking You
Yours Sincerely,


Vijayakrishna K.T.
Practising Company Secretary
Membership No: FCS 1788
C.P. No: 980



Date: 24.09.2016
Place: Bangalore

Witnesses:


1. Ganesh Hegde


2. Vinay Kadam