

**ANNEXURE 1
PHOENIX LAMPS LIMITED
30TH JUNE , 2017**

I. Composition of Board Directors

Title (Mr./Ms.)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/ Independent/Nominee)&	Date of Appointment in the current term/cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of Memberships in Audit/Stakeholder Committee(s) including this listed entity(Refer Regulation 26(1) of Listing Regulations)	No. of Post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity(Refer Regulation 26(1) of Listing Regulations)
Mr.	Kula Ajith Kumar Rai	1160327	AANPR1083M	6/18/2015	-	2	3	-
Mr.	Mohan Srinivasan Nagamangala	1916468	AAPPM1422R	6/18/2015	-	2	-	-
Mr.	Suresh Shetty	316830	ABPPS1631D	6/18/2015	5 YEARS FROM 18-06-2015	2	3	1
Mr.	Ian Williamson	1805348	NA	6/18/2015	5 YEARS FROM 18-06-2015	2	1	-
Ms.	Sunita Mathur	8923	AAPPM3253J	3/23/2015	5 YEARS FROM 23-03-2015	1	-	1

\$ PAN Number of any Director would not be displayed on the website of Stock exchange

& Category of Directors means Executive/Non-Executive/ Independent/Nominee, if a Director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director.Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category(Chairperson/Executive/Non-Executive/Independent/Nominee)\$
Audit Committee	Suresh Shetty K Ajith Kumar Rai, M Ian Williamson,	Chairperson Non Executive Independent
Nomination and Remuneration Committee	Ian Williamson, Suresh Shetty, Sunita Mathur	Chairperson Independent Independent
Stakeholders Relationship Committee	SUNITA MATHUR, SURESH SHETTY, K Ajith Kumar Rai	Chairperson Independent Non-Executive
Corporate Social Responsibility Committee	K Ajith Kumar Rai, Ian Williamson, Suresh Shetty	Chairperson Independent Independent

\$ Category of Directors means executive/non-executive/independent/nominee,if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any)in the relevant quarter	Maximum gap between any two consecutive (in number of days)
11-Feb-17	27-May-17	104 days

IV. Meeting of Committees

Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date (s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
27th May 2017(audit committee)	Yes (All the members are present at the meeting)	2/11/2017	104 days
27th May 2017 (Nomination and Remuneration)	Yes (All the members are present at the meeting)	NA	NA

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes / No / NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit committee	Yes

Note

1. In the Column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A..For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be

indicated. Similarly, in case the Listed entity has no related party transactions, the words "N.A." may be indicated.

2. If Status is "No" details of non-compliance may be given here:

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI(Listing Obligations and Disclosure requirements) Regulations, 2015

2. The Composition of the following committees is in terms of SEBI(listing Obligations and Disclosure requirements) Regulations, 2015

- | | |
|---|----------------|
| a. Audit Committee | Yes |
| b. Nomination & Remuneration Committee | Yes |
| c. Stakeholders Relationship Committee | Yes |
| d. Risk Management Committee (applicable to the top 100 listed entities) | Not Applicable |

3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 YES

4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 YES

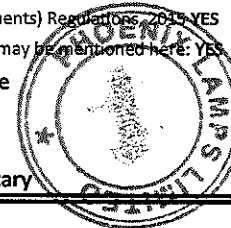
5. This report and /or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: YES

Name & Designation

Gourish Hegde



Company Secretary



Company Secretary/Compliance Officer/Managing Director/CEO



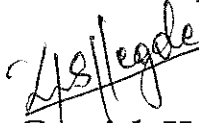
Work:

Phoenix Lamps Limited
Related Parties Transaction for the quarter ended on June 30, 2017

Name of the Related Party	Currency	Value	Amount in INR
LUXLITE LAMP SARL - Sales	EUR	1,266,822	88,921,584
TRIFA LAMPS GERMANY GMBH - Sales	EUR	852,358	59,767,497
Purchase of raw materials from Luxlite Lamps S.a.r.l	EUR	13,200	952,287
Management Fees - Suprajit Engineering Limited	INR	7,500,000	7,500,000
Grand Total			157,141,368

Note: The above figures for the period ended June, 2017 are subject to Statutory Audit review by Auditor

For Phoenix Lamps Limited


Gourish Hegde
Company Secretary

Regd. Office: