

ANNEXURE 1
Name of the Listed Entity: PHOENIX LAMPS LIMITED
Quarter ending: MARCH-2016

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	PAN: AANPR1083M, DIN:01160327	Non Executive/ Chairman	18/06/2015		2	4	0
Mr.	Mohan Srinivasan Nagamangala	PAN:AAPPM142 2R, DIN:01916468	Executive	18/06/2015		1		
Mr.	Suresh Shetty	PAN:ABPP51631 D, DIN:00316830	Independent	18/06/2015	5 YEARS FROM 18/06/2015	3	2	1
Mr.	Ian Williamson	DIN-01805348 & Foreign Director	Independent	18/06/2015	5 YEARS FROM 18/06/2015	2	1	
Ms.	Sunita Mathur	PAN:AAPPM325 3J DIN:00008923	Independent	23/03/2015	5 YEARS FROM 23/03/2015	3	1	2

* 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

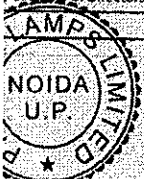
* to be filled only for Independent Director, Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category(Chairperson/Executive/Non-Executive/Independent/Nominee)s
Audit Committee	Suresh Shetty	Chairman - Independent
	Ian Williamson	Member-Independent
	Kula Ajith Kumar Rai	Member-Non Executive
Stakeholder Relationship Committee	Ms. Sunita Mathur	Chairperson- Independent
	Mr. Suresh Shetty	Member- Independent
	Mr. K Ajith Kumar Rai	Member-Non Executive
Nomination & Remuneration Committee	Mr. Ian Williamson	Chairman-Independent
	Mr. Suresh Shetty	Member-Independent
	Ms. Sunita Mathur	Member-Independent
Corporate Social Responsibility Committee	Mr. K Ajith Kumar Rai	Chairman- Non Executive
	Mr. Ian Williamson	Member-Independent
	Mr. Suresh Shetty	Member-Independent
Investment Committee	Kula Ajith Kumar Rai	Chairman-Non Executive
	Mr. Ian Williamson	Member-Independent
	Mr. Suresh Shetty	Member-Independent
Risk Management(If applicable)	Mr. Suresh Shetty	Member-Independent
	N.A.	N.A.

* 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)
11-07-2015	02-08-2016	93 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*
02-08-2016	Yes (Suresh Shetty- Chairman, Ian Williamson- Member, Kula Ajith Kumar Rai- Member are present at the meeting)	11-07-2015	93 DAYS

* 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	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit committee	YES

Note

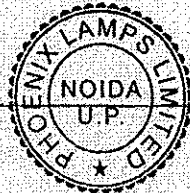
1. in the Column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed entity has no related party transactions, the word "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
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities)
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
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
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:

Name & Designation: **N S Mohan, Chief Executive Officer**

Company Secretary/Compliance Officer/Managing Director/CEO





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)

Annexure as required under Clause 49 (VIII A)
Detail of material transactions with Related Parties

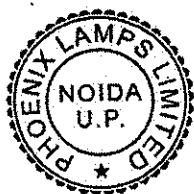
Sold-To-Party	Currency	Net Sales YTD Mar'16	
		Amt in FC	Amt in INR
LUXLITE LAMP SARL	EUR	62,33,812	44,98,76,936
TRIFA LAMPS GERMANY GMBH	EUR	42,95,049	31,01,13,642
TRIFA LAMPS GERMANY GMBH	USD	-	-
TRIFA LAMPS GERMANY GMBH Total		42,95,049	31,01,13,642
Grand Total		1,05,28,861	75,99,90,578

Note : The above figures for year ended March'16 are subject to statutory audit reiew by the auditor.

for Phoenix Lamps Limited

N S Mohan

Chief Executive Officer





PHOENIX

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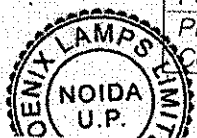
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ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'Independence' and/ or 'eligibility'	16(1)(b)&25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession or appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees / compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	NA
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1)&(2)	Yes
Composition of Stakeholder Relationship Committee	20(1)&(2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7)&(8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes






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Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	Yes
Maximum Directorship & Tenure	25(1)&(2)	Yes
Meeting of independent directors	25(3)&(4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2)&26(5)	Yes
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III Affirmations: The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
		
Name Designation : N S Mohan, Chief Executive Officer		
Company Secretary / Compliance Officer/ Managing Director/ CEO		
