



PHOENIX

PHOENIX LAMPS LIMITED

(Formerly known as Halonix Limited)

Regd. Office :

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(CIN-L31500UP1991PLC012944)

CHAIRMAN'S REPORT

Based on the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) from 28th August, 2015 at 10.00 a.m. to 30th August, 2015 at 5.00 p.m. and poll taken at the 24th Annual General Meeting of the Company held on 31st August, 2015 and the report of the Scrutinizer dated 31.08.2015, it is hereby declared that the following resolutions has been passed as per the Companies Act, 2013 with requisite majority:

ORDINARY BUSINESS:

1. To consider and adopt:

- (a) the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015.

2. To ratify appointment/re-appointment of Messrs S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E) as Statutory Auditors of the Company and authorize Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

3. To appoint Ms. Sunita Mathur (DIN 00008923) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions under Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, if any, read with rules made there under along with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Sunita Mathur (DIN 00008923), who was appointed as an Additional Director of the Company with effect from March 23, 2015, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing, from a

member proposing her candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation and to hold office up to five consecutive years for a term up to March 22, 2020.”

4. To appoint Mr. Ian Williamson (DIN 01805348) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

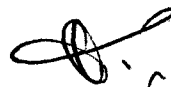
“**RESOLVED THAT** pursuant to the provisions under Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, if any, read with rules made there under along with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ian Williamson (DIN 01805348), who was appointed as an Additional Director of the Company with effect from June 18, 2015, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing, from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation and to hold office up to five consecutive years for a term up to June 17, 2020.”

5. To appoint Mr. Suresh Shetty (DIN 00316830) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions under Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, if any, read with rules made there under along with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Suresh Shetty (DIN 00316830), who was appointed as an Additional Director of the Company with effect from June 18, 2015, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing, from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation and to hold office upto five consecutive years for a term up to June 17, 2020.”

6. To appoint Mr. Kula Ajith Kumar Rai (DIN 01160327) as Director of the Company.



To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Kula Ajith Kumar Rai (DIN 01160327), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18th June, 2015, in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

7. To appoint Mr. Mohan Srinivasan Nagamangala (DIN 01916468) as Director of the Company.

To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Mohan Srinivasan Nagamangala (DIN 01916468), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18th June, 2015, in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

8. To appoint Mr. Mohan Srinivasan Nagamangala (DIN 01916468) as the Chief Executive Officer of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be required, the approval of the Company be and is hereby accorded for the appointment of Mr. Mohan Srinivasan Nagamangala (DIN 01916468)) as Chief Executive Officer of the Company, for a period of three years commencing from June 18, 2015, at such remuneration as may be approved by the Board of Directors upon recommendation of Nomination and Remuneration Committee and such remuneration shall be within the overall limits, as prescribed under the provisions of the Companies Act, 2013.



RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter or vary the terms of appointment including designation, remuneration of Mr. N. S. Mohan, and such remuneration shall not exceed the limits, as specified under Schedule V of the Companies Act, 2013, or any statutory amendment or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors/Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things and to take all such steps as may be deemed necessary, proper and expedient to give effect to the above resolution.”

9. To ratify the remuneration payable to Messrs J. K. Kabra & Company, Cost Accountants, as Cost Auditors of the Company for the financial year 2015-16.

To consider and if thought fit, to pass with or without modification the following resolution as an 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 M/s. 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 2015-16, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things as may be deemed necessary to give effect to the above resolution.”

10. To authorize for keeping of the register of members at the office of M/s. Alankit Assignments Limited, Registrar and Share Transfer Agent of the Company situated at Alankit Assignments Limited, 1E/21 Jhandewalan Extension, New Delhi-110055.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions under Section 94 of the Companies Act, 2013 and the Rules made thereunder, the consent of the members be and is hereby accorded to the Board of Directors of the Company for keeping the

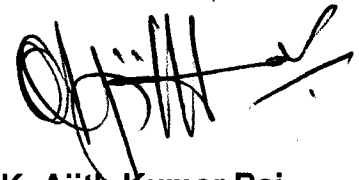


Register of Members together with the Index of Members, the Register of debenture holders together with the Index of debenture holders, if any, under Section 88 of the Companies Act, 2013, at the office of M/s. Alankit Assignments Limited, Registrar and Share Transfer Agent of the Company, situated at Alankit Assignments Limited, 1E/21 Jhandewalan Extension, New Delhi-110055 or at such other places, where the Registrar and Share Transfer Agent may shift its office from time to time, instead of the Registered Office of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things as may be deemed necessary to give effect to the above resolution.

RESOLVED FURTHER THAT a copy of this resolution be forwarded to Messrs Alankit Assignments Limited, Registrar and Share Transfer Agent of the Company for their information and record.”

Date- September 1, 2015



K. Ajith Kumar Rai
Chairman