

PHOENIX LAMPS LIMITED

CIN: L31500KA1991PLC095519

Registered office: 101, Bommasandra Industrial Area, Anekal, Taluk, Bangalore-560099

Contact No.: +91- 80-4342 1100; Fax: +91- 80-27833279,

Email: Investor.relations@phoenixlamps.co.in

Website: www.phoenixlamps.co.in

NOTICE OF THE TWENTY FIFTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of Phoenix Lamps Limited will be held on Saturday, the 24th day of September, 2016, at 11:00 a.m. at the Registered Office of the Company, situated at 101, Bommasandra Industrial Area, Anekal, Taluk, Bangalore-560 099, Karnataka, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company including Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss of the Company for the year ended as on that date together with the Auditors' Report thereon and Report of the Board of Directors including Secretarial Audit Report.
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.
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.

SPECIAL BUSINESS:

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.

To consider and if thought fit, to pass, 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 Rs 1,25,000/- (Rupees One lakh Twenty Five Thousand) 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."

For **Phoenix Lamps Limited**

Place : Bangalore
Dated : 8th August, 2016

Shrabanti Mandol
Company Secretary
Membership No.: 34401

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members and holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable.

3. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
5. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
6. The Register of Members and Share Transfer Books will remain closed from 21st September, 2016 to 24th September, 2016 (both days inclusive) for the purpose of the Annual General Meeting.
7. The notice of the Annual General Meeting will be sent to those members/beneficial owners, whose name will appear in the register of members/list of beneficiaries received from the depositories as on 19th August, 2016.
8. Relevant documents referred to, in the accompanying Notice and the Statement are open for inspection by the members at the registered office of the Company during normal business hours (9.00 A.M. to 6.00 P.M.) on all working days except Saturdays and Sundays, up to the conclusion of Annual General Meeting of the Company.
9. Shareholders who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and/or change in address or updating thereof to the Company's Registrar and Share Transfer Agent, Alankit Assignments Ltd situated at 1E/13, Jhandewalan Extension, New Delhi -110055. Shareholders, whose shareholdings are in electronic format are requested to direct change of address notification(s), registration of email address and updating of bank account details to their respective depository participants.
10. Pursuant to Sections 124 and 125 of the Companies Act, 2013, the total dividend amount which remains unpaid/unclaimed for a period of seven years, is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. After such transfer, no claim of the members whatsoever shall subsist on the said amount. The last date for claiming unclaimed dividend for the dividend declared for financial year 2008-09 expires on September 7, 2016. Therefore, shareholders are requested to claim dividend before the expiry of said period.

Further, the particulars of unpaid/unclaimed dividend etc. are being uploaded on the Company's website, www.phoenixlamps.co.in in compliance of the Investor Education and Protection Fund (Uploading of Information regarding Unpaid And Unclaimed Amounts Lying With Companies) Rules, 2012.

11. Electronic copy of the Annual Report for 2015-16 containing the notice of 25th Annual General Meeting of the Company *inter alia* indicating the process and manner of remote e-voting along with Attendance slip and proxy form is being sent to all the members, whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email IDs, physical copies of the Annual Report for 2016 along with Notice of 25th Annual General Meeting of the Company *inter-alia* indicating the process and manner of remote e-voting is being sent in the permitted mode.
12. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail IDs for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically and in case of any change in e-mail address, members are requested to provide/ update the changes if any, in their e-mail id with company and their depositories.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DEMAT Accounts. Members holding shares in physical form can submit their PAN to the Company Registrar & Share Transfer Agent, Alankit Assignments Limited of the Company.

14. Details of the Directors proposed to be appointed/re-appointed:

The details of Directors proposed to be appointed/re-appointed at the ensuing Annual General Meeting are reproduced below, in terms of SEBI (LODR) Regulations, 2015.

Mr. K Ajith Kumar Rai (DIN: 01160327)

Mr. K. Ajith Kumar Rai is a Graduate in Mechanical Engineering from Mysore University and is a Master of Science in Industrial Engineering from Canada. Mr. K. Ajith Kumar Rai returned to India and set-up Suprajit Engineering Limited, a SSI

in technical collaboration with TohFon Machine Company Limited, Taiwan. The products i.e., control and speedometer cables manufactured were import substitutes and catered to the Japanese automobile manufacturers in those days. The Company started its commercial production in 1987. Suprajit is the largest manufacturer of automotive cables in India and has the capacity to make any mechanical control cables used in 2-wheeler/3-wheeler/LCV/HCV sectors/cars.

Mr. K. Ajith Kumar Rai is Chairman and Managing Director of Suprajit Engineering Limited. He is a Director on the Board of Yagna IQ Private Limited, Suprajit Automotive Private Limited, Suprajit Europe Limited (U.K) and is Designated Partner in Suprajit Chemicals LLP.

Mr. K. Ajith Kumar Rai does not hold any Equity Shares of the Company.

15. For the convenience of the Members, the Company will provide a coach service from Bangalore on the day of the Annual General Meeting; Members are requested to report at 09:00 a.m. near Bangalore Stock Exchange, No.51, 1st Cross, J.C. Road, Bangalore - 560 002.

Contact persons:

1. Mr. K.S Ranganath, Cell Phone: 9945108318
2. Mr. S.L. Satish, Cell Phone: 9342135877

16. Voting through Electronic means:

- (A) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the 25th Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- (B) The facility for voting through Ballot Paper shall be made available at the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.
- (C) The Members who have cast their vote by remote e-voting prior to the meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- (D) The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting for AGM.
- (E) The voting period begins on wednesday, 21st September, 2016 at 9.00 a.m. and ends on Friday, 23rd September, 2016 at 5.00 p.m. During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (F) Shareholders who have already voted prior to the meeting date through remote e-voting will not be entitled to vote at the meeting venue.

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Phoenix Lamps Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) **Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- G) Voting can be exercised only by the shareholder or his/her duly constituted attorney/proxy or, in case of bodies Corporate, the duly authorized person.
- H) The Results of Annual General Meeting shall be declared within 3 (Three) days from conclusion of the Annual General Meeting. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.phoenixlamps.co.in and on the website of CDSL and shall be communicated to BSE Limited and National Stock Exchange of India Limited.
- I) Mr.Vijayakrishna K.T, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

To ratify the remuneration payable to Messrs. J K Kabra & Company, Cost Accountant as Cost Auditors of the Company.

In terms of Section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014, your Board on the recommendation of Audit Committee has appointed Messrs J. K. Kabra & Co. as the Cost Accountants of the Company for the financial year 2016-17 at a remuneration of Rs 1,25,000/- (One Lakh Twenty Five thousand) plus applicable taxes and reimbursement of out of pocket expenses at actuals.

The remuneration payable to Messrs J K Kabra & Company, Cost Accountants of the Company for the financial year 2016-17 is proposed to be ratified by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Item No. 4.

This may be treated as compliance of the SEBI (Listing and Obligation Disclosure Regulations), 2015.

For **Phoenix Lamps Limited**

Place : Bangalore
Dated : 8th August, 2016

Shrabanti Mandol
Company Secretary
Membership No.: 34401