

# VISHAL RAI

COMPANY SECRETARIES

## SCRUTINIZER'S REPORT

*[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]*

To  
The Chairman  
Phoenix Lamps Limited  
59-A, NSEZ Phase-II,  
Noida,  
District Gautam Budh Nagar,  
Uttar Pradesh-201305.

Dear Sir,

1. I, Vishal Rai, Company Secretary in Whole-Time Practice (FCS No.6238, CP No. 6452), having office at 2/11B, Basement, Jangpura-A, New Delhi-110014, was duly appointed as a Scrutinizer by Phoenix Lamps Limited for the purpose of scrutinizing the voting through Ballot Form and e-voting at the 24<sup>th</sup> Annual General Meeting pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges.
2. 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 ballot form at the Annual General Meeting venue for the resolutions proposed in the Notice of Twenty-Fourth Annual General Meeting of the members of the Company dated 31<sup>st</sup> August, 2015. 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 of the 24<sup>th</sup> Annual General Meeting of the Company, based on the report provided by Central Depository Services Limited

*2/11-B, Basement, Jangpura A, New Delhi -110014*

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**VISHAL RAI**  
Company Secretary  
M. No: F6238  
C.P. No: 6452

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

3. 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 28<sup>th</sup> August, 2015 (10.00 A.M. IST) till 30<sup>th</sup> August, 2015 (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.
4. The members holding equity shares as on the "cut-off date" i.e. 24<sup>th</sup> August, 2015 were entitled to vote on the resolutions proposed in the Notice calling the 24<sup>th</sup> Annual General Meeting.
5. 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 share held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of ballot forms which are invalid.
6. The Ballot papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). The Ballot papers which were incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly signed have been rejected and treated as invalid.
7. At the end of the voting period on 30<sup>th</sup> August, 2015 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.
8. The votes casts were unblocked on 31<sup>st</sup> August, 2015, in presence of Ms. Meenu Manocha and Ms. Akansha Tejpal who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

  
VISHAL RAI  
Company Secretary  
M. No: F6238  
C.P. No: 6452

9. Thereafter the details containing *inter alia*, the list of the members, who voted “for” or “against” on each of the resolution that were put to vote, were derived from the ballot forms as received and the report generated from the e-voting website of Central Depository Services Limited (CDSL) i.e. [www.evotingindia.com](http://www.evotingindia.com) and based on such reports,

23 members have cast their votes through remote e-voting.

4 members have cast their votes through Ballot Paper.

Note: Vote cast through Ballot Paper were not in order hence declared invalid.

The brief analysis of the results of the voting through E-voting and ballot paper are as under:

**ORDINARY BUSINESS:**

**Item No.1**

Adoption of-

- 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.

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	23	14295194	-	-	23	14295194	100
Dissent	-	-	-	-	-	-	-
Total	23	14295194	-	-	23	14295194	100
Invalid	-	-	4	-	-	-	-

Item No.2

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

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	23	14295194	-	-	23	14295194	100
Dissent	-	-	-	-	-	-	-
Total	23	14295194	-	-	23	14295194	100
Invalid	-	-	4	-	-	-	-

**SPECIAL BUSINESS:**

**Item No. 3-Ordinary Resolution:**

Appointment of Ms. Sunita Mathur (DIN: 00008923) as an Independent Director of the Company

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	23	14295194	-	-	23	14295194	100
Dissent	-	-	-	-	-	-	-
Total	23	14295194	-	-	23	14295194	100
Invalid	-	-	4	-	-	-	-

**Item No.4- Ordinary Resolution**

Appointment of Mr. Ian Williamson (DIN: 01805348) as an Independent Director of the Company

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	23	14295194	-	-	23	14295194	100
Dissent	-	-	-	-	-	-	-
Total	23	14295194	-	-	23	14295194	100
Invalid	-	-	4	-	-	-	-

**Item No.5- Ordinary Resolution**

Appointment of Mr. Suresh Shetty (DIN: 00316830) as an Independent Director

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	23	14295194	-	-	23	14295194	100
Dissent	-	-	-	-	-	-	-
Total	23	14295194	-	-	23	14295194	100
Invalid	-	-	4	-	-	-	-

**Item No.6- Ordinary Resolution**

Appointment of Mr. Kula Ajith Kumar Rai (DIN: 01160327) as Director of the Company

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	23	14295194	-	-	23	14295194	100
Dissent	-	-	-	-	-	-	-
Total	23	14295194	-	-	23	14295194	100
Invalid	-	-	4	-	-	-	-

**Item No. 7- Ordinary Resolution**

Appointment of Mr. Mohan Srinivasan Nagamangala (DIN: 01916468) as Director of the Company

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	23	14295194	-	-	23	14295194	100
Dissent	-	-	-	-	-	-	-
Total	23	14295194	-	-	23	14295194	100
Invalid	-	-	4	-	-	-	-

**Item No.8-Ordinary Resolution**

Appointment of Mr. Mohan Srinivasan Nagamangala (DIN: 01916468) as the Chief Executive Officer of the Company

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	23	14295194	-	-	23	14295194	100
Dissent	-	-	-	-	-	-	-
Total	23	14295194	-	-	23	14295194	100
Invalid	-	-	4	-	-	-	-

**Item No.9-Ordinary Resolution**

Ratification of remuneration payable to M/s. J.K. Kabra & Company, Cost Accountants, as Cost Auditors of the Company for the financial year 2015-16

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	23	14295194	-	-	23	14295194	100
Dissent	-	-	-	-	-	-	-
Total	23	14295194	-	-	23	14295194	100
Invalid	-	-	4	-	-	-	-

**Item No. 10-Special Resolution**

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

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	23	14295194	-	-	23	14295194	100
Dissent	-	-	-	-	-	-	-
Total	23	14295194	-	-	23	14295194	100
Invalid	-	-	4	-	-	-	-

10. Based on the foregoing, the resolution no.(s) 1 to 10 shall be deemed to have been passed by requisite majority.

11. All the relevant records relating to e-voting and ballot paper is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of AGM.

Thanking You,

Witness:

Yours Sincerely,

  
Vishal Rai


Company Secretary in Practice

Membership No: F6238

C.P. No: 6452

Date: 31/08/2015

VISHAL RAI  
Company Secretary  
M. No: F6238  
C.P. No: 6452

Signature: 

Name: Meenu Manocha

Signature: 

Name: Akansha Tejpal