

VIJAYAKRISHNA K T

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Company Secretary

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SCRUTINIZER'S REPORT

To

Mr. K. Ajith Kumar Rai

**The Chairman appointed for the Meeting of the
Equity Shareholders of Phoenix Lamps Limited held
pursuant to the order of the Hon'ble High Court of
Karnataka at Bangalore**

I, Vijayakrishna KT, Company Secretary in Whole-Time Practice (FCS No. 1788, CP No. 980), the undersigned, having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore – 560 080, was duly appointed as Scrutinizer for the purpose of scrutinizing the voting through remote e-voting and Polling Paper at the Meeting of the holders of Equity Shares of Re.10/- each of Phoenix Lamps Limited, convened as directed by the Hon'ble High Court of Karnataka at Bangalore vide Order dated 20th August, 2016 and held at 11.30 a.m on Saturday, 24th September, 2016 for the purpose of considering and approving the proposed Scheme of Amalgamation of Phoenix Lamps Limited with Suprajit Engineering Limited.

In terms of the Notice dated 20th August, 2016 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 21st September, 2016 (9.00 A.M. IST) till 23rd September, 2016 (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.

The members holding Equity Shares as on the "cut-off date" i.e. 17th September, 2016 were entitled to vote on the resolutions proposed in the Notice calling the Meeting.

The Polling Papers received on the day of the Meeting were scrutinized and reconciled with the records maintained by the Company's Registrar and Share Transfer Agent (RTA). The Polling Papers which were incomplete, unsigned and wrongly signed have been rejected and treated as invalid.



At the end of the voting period on 23rd September, 2016 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 24th September, 2016, in the presence of Mr. Ganesh Hegde and Mr. Vinay Kadam, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

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 and based on such reports,

- a. 83 members have cast their votes through remote e-voting.
- b. 81 members have cast their votes through Ballot Form at the Meeting.

The brief analysis of the results of the remote e-voting and ballot form are as under:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Percentage on valid votes		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	83*	18014816*	81	518476	164	8533292	99.992
Dissent	2	1348	Nil	Nil	2	1348	0.008
Total	83	18016164.	81	518476	164	8534640	100.00
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	NA

* Includes 17352176 votes cast by Suprajit Engineering Limited, the Holding Company.

Based on the forgoing, the Resolution in favour of the proposed Scheme of Amalgamation of Phoenix Lamps Limited with Suprajit Engineering Limited may be considered as carried unanimously by the Equity Shareholders present in person or by representation or by proxy or through e-voting.

Votes cast by the Public Shareholders being more than those voted against, in terms of SEBI circular dated November 30th, 2015, the resolution may be deemed to be passed.

Thanking You
Yours Sincerely,



Vijayakrishna KT
Practising Company Secretary
Membership No: FCS 1788
C.P. No: 980

Date: 24.09.2016
Place: Bangalore



Witnesses:


1. Ganesh Hegde


2. Vinay Kadam