

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080, INDIA
Tel : +91 80 23610847, 41231106
e-mail : vijaykt@vjkt.in
ktvijaykrishna@gmail.com

SCRUTINIZER'S REPORT

*[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies
(Management & Administration) Rules, 2014]*

To

Mr. K. Ajith Kumar Rai
Chairman of the 25th Annual General Meeting
Phoenix Lamps Limited
No.101, Bommasandra Industrial Area,
Bangalore: 560 099

Dear Sir,

I, Vijayakrishna KT, Company Secretary in Whole-Time Practice (FCS No. 1788, CP No. 980), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore – 560 080 was duly appointed as Scrutinizer by Phoenix Lamps Limited for the purpose of scrutinizing the voting through remote e-voting and through Polling Paper at the 25th Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Polling Paper at the Annual General Meeting venue for the resolutions proposed in the notice of 25th Annual General Meeting of the Members of the Company held on 24th September, 2016. 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 convening the 25th Annual General Meeting of the Company, based on the report



Res : No. 66, Sathyanarayana Layout, West of Chord Road, III Stage, Bangalore - 560 079, INDIA

Tel : +91 80 23221564, 41170761

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

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 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 25th Annual General Meeting.

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 shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Polling Paper which are invalid.

The Polling Papers received 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 casts were unblocked on 24th September, 2016, in 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 resolutions that were put to vote, were derived from the Polling Papers 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,

- 78 of the members have cast their votes through remote e-voting.
- 42 members have cast their votes through Polling Paper at the Annual General Meeting.



Item No.3: Ratification of Appointment of Messrs S.R Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005) as Statutory Auditors of the Company:

Ordinary Resolution:

| Particulars | No. of votes contained in | | | | | | Percentage on valid votes |
|-------------------|---------------------------|----------------------------|---------------------|----------------------------|---------------------|----------------------------|---------------------------|
| | Remote E-voting | | Polling Paper | | 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 | 78 | 17990135 | 42 | 115502 | 120 | 18105637 | 100.00 |
| Dissent | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Total | 78 | 17990135 | 42 | 115502 | 120 | 18105637 | 100.00 |
| Abstained/Invalid | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

SPECIAL BUSINESS:

Item No.4: Ratification of Remuneration payable to Messrs J.K Kabra & Company, Cost Accountants, Cost Auditors of the Company for the F.Y 2016-17:

Ordinary Resolution:


| Particulars | No. of votes contained in | | | | | | Percentage on valid votes |
|-------------------|---------------------------|----------------------------|---------------------|----------------------------|---------------------|----------------------------|---------------------------|
| | Remote E-voting | | Polling Paper | | 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 | 78 | 17990135 | 42 | 115502 | 120 | 18105637 | 100.00 |
| Dissent | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Total | 78 | 17990135 | 42 | 115502 | 120 | 18105637 | 100.00 |
| Abstained/Invalid | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

Note: The votes cast by the Directors/Promoters for their own appointment/re-appointment was not taken in to consideration and was treated as invalid for the respective resolutions.

Based on the foregoing, the resolution numbers from 01 to 05 may be deemed to have been passed by requisite majority.

All the relevant records relating to e-voting and Polling Papers are under my safe custody and will be handed over to the Chairman for preserving safely.

Thanking You
Yours Sincerely,


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



Date: 24.09.2016
Place: Bangalore

Witnesses:


1. Ganesh Hegde


2. Vinay Kadam