



PHOENIX

PHOENIX LAMPS LIMITED

(Formerly known as Halonix Limited)

Regd. Office :

59-A, NOIDA SPECIAL ECONOMIC ZONE,
PHASE-II, NOIDA, DISTT. GAUTAM BUDH NAGAR,
PIN CODE-201 305, UTTAR PRADESH, INDIA
PH. NO.: +91-120-4012222
FAX : +91-120-2562943
Website : www.phoenixlamps.co.in
E-mail : phoenix@phoenixlamps.co.in
(CIN-L31500UP1991PLC012944)

Ref: PLL/2014-2015/152
July 21st, 2014

BSE Limited
25, Floor,
P. J. Towers,
Dalal Street,
Mumbai - 400001

National Stock Exchange of India Ltd.,
"Exchange Plaza",
Bandra Kurla Complex,
Bandra (E),
Mumbai - 400 051

Dear Sir,

Sub: Outcome of the Annual General Meeting held on July 21st, 2014

This is to inform you that the Members in the Annual General Meeting of Company held on July 21st, 2014, have passed the following Ordinary and Special Resolutions with requisite majority as detailed in the Notice of AGM dated 27-05-2014. The resolutions passed are:-

Resolution No.	Resolutions
Ordinary Business	
1.	Consideration and adoption of the Audited Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss Account for the financial year ended on that date along with the notes annexed to or forming part of said documents and the Reports of Board of Directors and Auditors thereon. (Ordinary Resolution)
2.	declaration of One Time Special Dividend of Rs. 10/- per equity share, Final Dividend of Re. 1/- per equity share and to ratify the interim dividend of Rs. 5/- per equity share, already paid for the year ended March 31st, 2014. (Ordinary Resolution)
3.	Appointment of Mr. Ganapati Rathinam (DIN 00171207), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)
4.	Re-appointment of M/s. S R Baltiboi & Co. LLP, Chartered Accountants, (Firm Registration Number 301003E), as Statutory auditors and fix their remuneration. (Ordinary Resolution)
Special Business	
5.	Appointment of Mr. Gurdeep Singh (DIN 00036922) as an Independent Director of the Company. (Ordinary Resolution)
6.	Appointment of Mr. Padmanabh P. Vora (DIN 00003192) as an Independent Director of the Company. (Ordinary Resolution)

For PHOENIX LAMPS LIMITED

Abungla

COMPANY SECRETARY



PHOENIX

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7.	Appointment of Mr. Pranay D. Gandhi (DIN 02805099) as Director, not liable to retire by rotation. (Ordinary Resolution)
8.	Approval and revision in the remuneration payable to Mr. Pranay D. Gandhi (DIN 02805099), Managing Director of the Company. (Special Resolution)
9.	Re-appointment and fixation of the remuneration payable to Mr. Pranay D. Gandhi (DIN 02805099), Managing Director of the Company. (Special Resolution)
10.	Approval and payment of remuneration by way of commission to Non-executive Directors. (Special Resolution)
11.	Approval under section 180(1) (a) of the Companies Act, 2013. (Special Resolution)
12.	Approval under section 180(1)(c) of the Companies Act, 2013 for Borrowing Power. (Special Resolution)

This is for your information and records please.

Thanking you,
Yours faithfully
For Phoenix Lamps Limited

Aditya Rungta
Company Secretary

Scrutinizer's Report

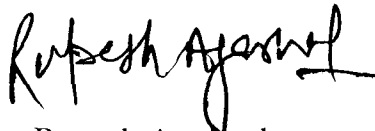
[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
23rd Annual General Meeting of the Equity Shareholders of Phoenix Lamps Limited
held on 21st July, 2014 at 11:00 a.m
at 59-A, NSEZ, Phase –II, Noida,
Gautam Budh Nagar -201305,
Uttar Pradesh

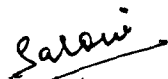
Dear Sir,

I, Dr. S. Chandrasekaran, Senior Partner of M/s Chandrasekaran Associates, Practicing Company Secretaries having its office at 11-F, Pocket IV, Mayur Vihar, Phase-I, New Delhi- 110091, appointed as Scrutinizer of Phoenix Lamps Limited ("Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the e-voting pattern carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, submit my report as under:

1. The e-voting period remained open from 10:00 a.m. on 15th, July, 2014 to 5:00 p.m. on 17th July, 2014
2. The shareholders holding shares as on the "cut off" date i.e. 20th June, 2014 were entitled to vote on the proposed resolutions (Item No. 1 to 12 as set out in the Notice of the 23rd Annual General Meeting of the Company)
3. The votes were unblocked on 18.07.2014 around 2:00 p.m. in the presence of two witnesses. Mr. Rupesh Agarwal R/o. 11 F, Pocket-IV Mayur Vihar, Phase-I, Delhi -110091 and Ms. Saloni Agarwal R/o. 11 F, Pocket-IV Mayur Vihar, Phase-1, Delhi -110091, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Rupesh Agarwal



Name: Saloni Agarwal



4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted “For” and “Against”, were downloaded from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com). The same has been marked as **Annexure-1**

5. The result of the e-voting is as under:

a) **Resolution 1 - Adoption of Balance sheet and statement of Profit and Loss for the year ended 31st March, 2014 alongwith the notes annexed to or forming part of said document and reports of the Board of Directors and Auditors thereon.**

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
19885308	19885308	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
19885308	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



- b) **Resolution 2 – To declare One Time Special Dividend of Rs.10/- per equity share, Final Dividend of Re.1/- per equity share and to ratify the interim dividend of Rs.5/- per equity share, already paid for the year ended March 31st, 2014**

- i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
19885308	19885308	100

- ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
19885308	0	0

- iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



c) Resolution 3 - Re-appointment of Mr. Ganapati Rathinam (DIN:00171207), Director retiring by rotation**i. Votes in favour of the resolution:**

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
19885308	19885308	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
19885308	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



**d) Resolution 4 - Appointment of M/s S.R. Batliboi & Co. LLP,
Chartered Accountants, as Auditors and fixing their remuneration****i. Votes in favour of the resolution:**

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
19885308	19885308	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
19885308	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



e) Resolution 5 - Appointment of Mr. Gurdeep Singh (DIN:00036922) as an Independent Director of the Company**i. Votes in favour of the resolution:**

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
19885308	19885308	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
19885308	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



**f) Resolution 6- Appointment of Mr. Padmanabh P. Vora
(DIN:00003192) as an Independent Director of the Company****i. Votes in favour of the resolution:**

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
19885308	19885308	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
19885308	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



**g) Resolution 7- Appointment of Mr. Pranay D. Gandhi (DIN:02805099)
as a Director of the Company, not liable to retire by rotation****i. Votes in favour of the resolution:**

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
19883788	19883747	99.99

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
19883788	41	0.01

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



h) Resolution 8- Approval of the revised Remuneration Payable to Mr. Pranay D Gandhi(DIN:02805099), Managing Director of the Company (Special Resolution)

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
19883788	19883788	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
19883788	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



i) Resolution 9- Re- Appointment and fixation of the remuneration to Mr. Pranay D. Gandhi (DIN:02805099), Managing Director of the Company. (Special Resolution)

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
19883788	19883788	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
19883788	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



j) Resolution 10- Approval of Payment of Remuneration by way of Commission to Non executive Directors of the Company(Special Resolution)

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
19883788	19883788	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
19883788	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



k) Resolution 11- Approval under section 180(1)(a) of the companies Act, 2013. (Special Resolution)

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
19885258	19885258	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
19885258	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



l) Resolution 12- Approval under section 180(1)(c)of the Companies Act, 2013 for Borrowing power. (Special Resolution)

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
19885258	19885258	100

ii. Votes against the resolution:

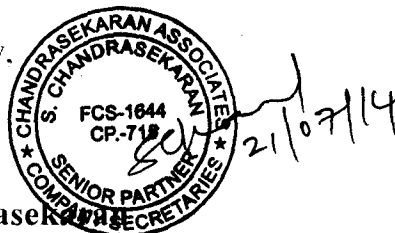
Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
19885258	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

6. The Register, all other papers and relevant records relating to electronic voting will remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same would be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully.



Dr. S. Chandrasekaran
Senior Partner,
Chandrasekaran Associates
Practicing Company Secretaries

Place: Noida
Date: 21.07.2014