

# POST OFFER ADVERTISEMENT FOR THE ATTENTION OF SHAREHOLDERS OF PHOENIX LAMPS LIMITED

**Registered Office:** 59 - A, Noida Special Economic Zone Phase II Gautam Budh Nagar, Noida, Uttar Pradesh - 201305, **Tel:** 91 120 4012222;  
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**Website:** www.phoenixlamps.co.in

## Open Offer for Acquisition of 72,85,018 Equity Shares from Shareholders of Phoenix Lamps Limited ("PLL"/"Target Company") by Suprajit Engineering Limited ("SEL")

This Post Offer Advertisement is being issued by Karvy Investor Services Limited (Manager to the Offer) on behalf of Suprajit Engineering Limited ("Acquirer") in connection with the offer made by the Acquirer, in compliance with Regulation 18 (12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The Detailed Public Statement with respect to the aforementioned offer was published on 13th May, 2015 in all editions of Financial Express (English) and Jansatta (Hindi) and Mumbai edition of Loksatta (Marathi).

1	Name of the Target Company	Phoenix Lamps Limited			
2	Name of the Acquirer	Suprajit Engineering Limited			
3	Name of the Manager to the Offer	Karvy Investor Services Limited			
4	Name of the Registrar to the Offer	Karvy Computershare Private Limited			
5	Offer Details:				
	a) Date of Opening of the Offer	June 22, 2015, Monday			
	b) Date of Closure of the Offer	July 03, 2015, Friday			
6	Date of Payment of Consideration	July 14, 2015, Tuesday			
7	Details of Acquisition				
<b>Sl. No</b>	<b>Particulars</b>	<b>Proposed in the Letter of Offer</b>		<b>Actuals</b>	
7.1	Offer Price	Rs.100 per fully paid up equity share.		Rs.100 per fully paid up equity share.	
7.2	Aggregate number of shares tendered	72,85,018		16,096	
7.3	Aggregate number of shares accepted	72,85,018		15,021	
7.4	Size of the Offer (Number of shares multiplied by offer price per share) (in ₹)	72,85,01,800		15,02,100	
7.5	Shareholding of the Acquirer before Agreements/Public Announcement (No.& %)	NIL		NIL	
7.6	Shares Acquired by way of Share Purchase Agreement (SPA) dated May 06, 2015				
	• Number	Between 1,42,89,843 and 1,73,37,155		1,42,89,843	
	• % of Fully Diluted Equity Share Capital	51% and 61.88% of Issued, Subscribed and Voting Capital of PLL.		51% of Issued, Subscribed and Voting Capital of PLL.	
7.7	Shares Acquired by way of Open Offer				
	• Number	72,85,018		15,021	
	• % of Fully Diluted Equity Share Capital	26% of Issued, Subscribed and Voting Capital of PLL		0.05% of Issued, Subscribed and Voting Capital of PLL	
7.8	Shares acquired after Detailed Public Statement				
	• Number of shares acquired	NIL		NIL	
	• Price of the shares acquired				
	• % of the shares acquired				
7.9	Post offer share holding of Acquirer				
	• Number	2,15,74,861\$ And 2,46,22,173		1,43,04,864 Equity Shares of	
	• % of Fully Diluted Equity Share Capital	77.00%\$ and 87.88%\$ of Issued, Subscribed and Voting Capital of PLL		Rs.10/- each aggregating to 51.05% of Issued, Subscribed and Voting Capital of PLL.	
7.10	Pre & Post offer shareholding of the Public	<b>Pre Offer</b>	<b>Post Offer</b>	<b>Pre Offer</b>	<b>Post Offer</b>
	• Number	1,06,82,145	33,97,127	1,06,82,145	1,06,67,124
	• % of Fully Diluted Equity Share Capital	38.12% of Issued, Subscribed and Voting Capital of PLL	12.12% of Issued, Subscribed and Voting Capital of PLL	38.12% of Issued, Subscribed, and Voting Capital of PLL	38.07% of Issued Subscribed and Voting Capital of PLL

\$ Note: In terms of the SPA, the Acquirer has agreed to complete the acquisition of 51% of the equity shares in the Target Company from the Sellers in accordance with regulation 22(2) of the SEBI (SAST) Regulations, 2011, subject to receipt of necessary statutory approval, whereupon the Acquirer shall become the sole Promoter of the Target Company and the Sellers shall cease to be Promoters of the Target Company. The Acquirer has also agreed that in the event that the number of Equity Shares validly tendered and accepted in the Open Offer is less than 67,24,632 Equity Shares (24% of the total issued equity share capital of the Target Company), then subject to receipt of necessary statutory approval, the Acquirer would further acquire from the Sellers up to 30,47,312 Equity Shares, subject to such further acquisition not causing the total number of equity shares held by the Acquirer, including equity shares acquired pursuant to the Open Offer, to exceed the maximum promoter holding in the Target Company as prescribed in the SCRR. However, if the Offer period has not expired (in terms of Regulation 2(p) of the SEBI (SAST) Regulations, 2011) by the fifth business day prior to October 15, 2015, then notwithstanding non-completion of the Offer and provided that the condition for the Second Tranche Acquisition has been fulfilled or waived (in terms of the SPA), the Acquirer shall purchase 30,47,312 equity shares under the Second Tranche Acquisition on October 15, 2015, in which case the shareholding of the Acquirer post the completion of the Offer, assuming full subscription to the Open Offer, and full acceptance of shares offered in the Open Offer, would amount to 2,46,22,173 equity shares or 87.88% of the Issued, Subscribed Capital and Voting Capital of the Target Company.

8. The Acquirer along with its Directors severally and jointly accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under SEBI (Substantial Acquisition of Shares and Takeovers), 2011.

9. A copy of this Post Offer Advertisement is expected to be available on the websites of SEBI, BSE, NSE and at the registered office of the Target Company.

10. The capitalised terms used but not defined in this advertisement shall have the meanings assigned to such terms in the Public Announcement and/or Detailed Public Statement and/or Letter of Offer.

**ISSUED BY THE MANAGER TO THE OFFER ON BEHALF OF ACQUIRER, SUPRAJIT ENGINEERING LIMITED**

**KARVY INVESTMENT BANKING**  
**KARVY INVESTOR SERVICES LIMITED**  
"Karvy House", 46, Avenue 4, Street No.1, Banjara Hills, Hyderabad - 500 034, India.  
Tel.: 91 40 2342 8774/ 2331 2454, Fax: 91 40 2337 4714  
Email: cmg@karvy.com - Investor Grievance Email: igmbd@karvy.com  
Website: www.karvy.com - Contact Person: Mr. V. Madhusudhan Rao  
SEBI Registration No. INM000008365

Place: Bengaluru  
Date: July 16, 2015