

INSTRUCTIONS FOR POSTAL BALLOT (AGM / EOGM)

1. This Ballot form is provided for the benefit of Members who do not have access to e-voting facility to enable them to send their assent or dissent by post.
2. A Member can opt for only one mode of voting i.e either by post or through e-voting. If a member casts votes by both modes, then voting done through electronic mode shall prevail and a physical ballot from of that Member shall be treated as invalid.
3. For Detailed instructions on e-voting, please refer to the notes appended to notice of the Annual General Meeting / Extra Ordinary General Meeting Notice.
4. The Scrutinizer will collate the votes downloaded from the e-voting by poll conducted at the meeting to declare the final result for each of the Resolution forming part of the Annual General Meeting / Extra Ordinary General Meeting Notice.

Process and manner for members opting to vote by using the Physical Ballot Form

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr Shivaram Bhat, Practising Company Secretary(C.P No 7853) not later than the close of working hours (6.00 p.m) on 20th October at the address mentioned below.

Mr Shivaram Bhat
Vision House, Tivim Industrial Estate,
Mapusa 403 526

2. The form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the form should be completed and signed by the first named member and in his /her absence by the next named joint holder. There will be one form for every folio/client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a member mentioning the registration number of POA or enclosing an attested copy of the POA. exercise of vote is not permitted through proxy.
3. You should cast in case of each resolution either in favour or against by putting the tick (v) mark in the column provided for the same.
4. Duly completed forms should reach the scrutinizer not later than the close of working hours 6.00 p.m on 20th October 2014. Ballot forms received after 20th October 2014 will be strictly treated as if the reply from the members has not been received.
5. A member may request for a duplicate Ballot form if so required. However the duly filled in and signed duplicate form should reach the scrutinizer not later than the date specified at sr no 4.
6. Unsigned, incomplete form, improperly or incorrect tick marked Ballot form in the enclosed self addressed envelope as all such envelope will be sent to the scrutinizer and any other paper found in such envelope would be destroyed by him. They are also requested not to write anything on the Ballot form except giving their assent or dissent and putting their signature.
7. The Scrutinizer decision on the validity of a ballot will be final.
8. Members are requested not to send any other paper along with the Ballot form in that enclosed self addressed envelope as all such envelopes will be sent to the scrutinizers and any other paper found in such envelope would be destroyed by him. They are also requested not to write anything on the Ballot Form except giving their assent or dissent and putting their signature.

PHIL CORPORATION LIMITED

CIN : L33208GA1983PLC000520

Registered Office:

Vision House, Tivim Industrial Estate, Mapusa Goa - 403 526

Tel. No.: 0832 2257347 / 2257899 Fax No.: (0832) 2257729

Website : www.philproducts.com

Adjourned AGM Notice

2013 - 2014



NOTICE

NOTICE is hereby given that the 31st Adjourned ANNUAL GENERAL MEETING of the Company will be held at its registered office Vision House, Tivim Industrial Estate, Mapusa, Goa 403 526 on Tuesday, 21st October 2014 at 3.00 p.m. to transact the same business as that of the original meeting :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report, Auditors' Report and the audited Balance Sheet and Profit and Loss Account for the financial year ended 31st March, 2014.
2. To appoint a Director in place of Shri A Y Fazalbhoj, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Sadashiv V Shet, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS :

5. To consider and if thought fit, to pass with or without modification, the following resolution as ordinary resolution for appointment of Shri P Padmanabhan as the Managing Director.

"RESOLVED that pursuant to Section 196 read with Section 197 and Schedule V of the Companies Act 2013 and pursuant to Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, the Company hereby approves appointment of Shri P Padmanabhan (DIN # - 01765678) as the Managing Director of the Company for a period of two years from 1st April 2014 to 31st March 2016, on the terms and conditions and the remuneration as approved by the Board of Directors and as contained in the Agreement dated 1st April 2014 entered into between the Company and Shri P Padmanabhan, the abstract of the terms of which have been circulated to the members vide Company's circular dated 10th April 2014.

FURTHER RESOLVED that the Board of Directors be and is hereby empowered and authorised to vary such terms and conditions of the Agreement including any increase or enhancement in remuneration not exceeding the limits specified in Schedule V of the Companies Act 2013 or any amendments thereto, as may be agreed to by the Board of Directors and Shri P Padmanabhan."

By Order of the Board of Directors

Pratika Shenvi Dessai
Company Secretary

Mapusa, Goa
Dated : 17th September 2014

CIN # : L33208GA1983PLC000520
Registered Office :
Vision House, Tivim Industrial Estate,
Mapusa, Goa 403 526.

NOTES :

1. The Explanatory Statement for the purposed special business pursuant to section 102(1) of the Companies Act, 2013 ("the Act"), setting out material facts is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on poll instead of himself and such a proxy need not be a member of the Company. The instrument appointing proxy should however, be deposited at the registered office of the Company not less than 48 hours before commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such a proxy shall not act as a proxy for any other person or shareholders.

3. The Companies Registrar and Share Transfer Agents (RTA) are :
Datamatics Financial Services Limited
Plot No.B-5, Part B, Cross Lane,
MIDC Marol, Andheri (East),
Mumbai 400 093
4. The Securities Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining the demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
5. Members holding shares in electronic form are requested to intimate immediately any change in address to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form are requested to advise any changes in their address immediately to the Company / RTA.
6. Members who have not registered their email addresses so far are requested to do so for receiving all communications including annual reports, notice, circulars, etc from the Company electronically.
7. The Company has already transferred unclaimed dividend declared upto the financial year ended 31st March, 2001 to Investor Education and Protection Fund as required under the provisions of Section 205A and Section 205C of the Companies Act, 1956. For subsequent years from the financial year 2001-02 to 2013-14 because of the losses incurred by the Company no dividend has been recommended / declared.
8. In compliance with the provisions of section 108 of the Act, and the Rules frames thereunder, the members are provided with the facility to cast their votes electronically, through e-voting process services provided by CDSL, for all the resolutions set forth in this notice.

PROCEDURE FOR E-VOTING:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "**COMPANY NAME**" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.
- (xiv) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com

After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

B. In Case of members receiving the physical copy:

- i) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- ii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

8. Other instructions :

- (i) The e-voting period commences on Tuesday, 16th October 2014 (9.00 am) and ends on Friday 17th October 2014 (6.00 pm). During this period, members of the Company holding shares either in physical or dematerialised form as on 05th September 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 05th September 2014.
- (iii) Mr. Shivaram Bhat, Practising Company Secretary (COP No 7853) has been appointed as the Scrutinizer to scrutinize the e-voting process (including Ballot received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- (iv) The Scrutinizer shall within a period of three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (v) **Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed) so as to reach the Scrutinizer, appointed by the Board of Directors of the Company Mr Shivaram Bhat, Practising Company Secretary (COP No 7853) at the Registered Office of the Company not later than 20th October 2014 (6.00 pm).**
- (vi) The result declared along with the Scrutinizer's Report shall be placed WITHIN 2 (TWO) days of passing of resolution at Extra Ordinary General Meeting on the Company website www.philproducts.com and communicated to BSE Limited where the shares of the Company are listed.

INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT :

As required under Clause 49 of the Listing Agreement the particulars of Directors who are proposed to be appointed are given below :

- (1) Name : SHRI AY FAZALBHOY (DIN No. 02120039)
- Age : 60 years
- Qualification : MBA
- Experience : Shri AY Fazalbhoy has been engaged in business and involved in the Imaging industry for the past three decades. He has been on the Board of Directors of the Company since 1983. He is also a member of Audit & Shareholders' Grievance Committee and Remuneration Committee.
- Other directorships in Public Limited Companies : Nil
- (2) Name : SHRI SADASHIV V. SHET (DIN No. 02227102)
- Age : 63 years
- Qualification : B.A. (Econ), B.Com., LL.B., FCS.
- Experience : He has vast experience in handling Accounts and Company Secretarial matters in various Companies. He is a Fellow Member of the Institute of Company Secretaries of India and one of the senior most among the Practising Company Secretaries in the State of Goa. He is also on the Board of GKB Ophthalmics Ltd. He is also a member of the Audit & Shareholders' Grievance Committee of the Company.

By Order of the Board of Directors

Pratika Shenvi Dessai
Company Secretary

Mapusa, Goa
Dated : 17th September 2014

CIN # : L33208GA1983PLC000520
Registered Office :
Vision House, Tivim Industrial Estate,
Mapusa, Goa 403 526.

ANNEXURE TO NOTICE

Explanatory Statement setting out material facts under Companies Act 2013 in respect of items of Special Business as per the Notice.

Item No.5

The Board of Directors at its meeting held on 6th February 2014 considered the appointment of Shri P Padmanabhan as the Managing Director. The Remuneration Committee at the meeting held on 6th February 2014 recommended the appointment of Shri P Padmanabhan for a period of two years from 1st April 2014 and payment of remuneration to him subject to the approval of the Board and of the Members in general meeting.

Accordingly the Board of Directors at the meeting held on 6th February 2014 passed the resolution for appointment of Shri P Padmanabhan as the Managing Director for a period of two years from 1st April 2014 to 31st March 2016 and to pay him remuneration as recommended by the Remuneration Committee, subject to the approval of the Members in general meeting.

The appointment of Shri P Padmanabhan as Managing Director is in accordance with the provisions of Schedule V of Companies Act, 2013. The main terms and conditions of appointment and remuneration payable to him are as follows :

- i) TERM OF APPOINTMENT : 2 years from 1st April 2014 to 31st March 2016.
- ii) REMUNERATION :
 - (a) Fixed remuneration of Rs.75,000/- per month.
 - (b) Incentive on sales achieved per year, based on a formula worked out by the Remuneration Committee, which shall be subject to a ceiling so, however, that the overall remuneration payable shall not exceed the limits prescribed under the provisions of Schedule XIII of the Companies Act, 1956 or any amendments thereof.
- iii) MINIMUM REMUNERATION :

The above mentioned remuneration will be paid as minimum remuneration in case of loss or inadequacy of profits in any financial year during the tenure of appointment.
- iv) OTHER TERMS AND CONDITIONS :

The Managing Director shall also be entitled to free mobile/telephone facility and reimbursement of all reasonable expenses incurred bona fide in connection with the business of the Company.

Mr. P Padmanabhan is interested in this agreement/contract since it pertains to his appointment and payment of his remuneration. No other Director has any interest or concern in this Resolution.

A copy of the Agreement entered into between Shri P Padmanabhan and the Company is available for inspection by members of the Company on any working day between 10.00am to 1.00 pm at the Registered Office of the Company.

By Order of the Board of Directors

Pratika Shenvi Dessai
Company Secretary

Mapusa, Goa
Dated : 17th September 2014

CIN # : L33208GA1983PLC000520
Registered Office :
Vision House, Tivim Industrial Estate,
Mapusa, Goa 403 526.

PHIL CORPORATION LIMITED
CIN: L33208GA1983PLC000520
Vision House, Tivim Industrial Estate, Mapusa, Goa 403 526

ATTENDANCE SLIP
31st Adjourned Annual General Meeting

Reg. Folio/DP & Client No: _____ No. of Shares Held: _____

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 31st Adjourned Annual General Meeting of the Company at Vision House, Tivim Industrial Estate, Mapusa at 3.00 PM on Tuesday, the 21st October, 2014.

Member's Name : _____

Proxy's Name : _____

Member's/ Proxy's Signature _____

Note: 1. Please fill this attendance slip and hand it over at the entrance of the Hall.

2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting .

3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.



Form No. 7.11

Proxy Form

[Pursuant to section 105(6) & rule 7.17]

CIN : L33208GA1983PLC000520

Name of the company : PHIL CORPORATION LIMITED

Registered office : Vision House, Tivim Industrial Estate,
Mapusa.

I/We,
being
the

Name of the member (s) :

Registered address :

E-mail Id :

Folio No / Client Id :

DP ID :

member (s) of shares of the above named company, hereby appoint

- | | |
|------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|
| 1. Name:
Address:
E-mail Id:
Signature:, or failing him | 2. Name:
Address:
E-mail Id:
Signature:, or failing him |
| 3. Name:
Address:
E-mail Id:
Signature:, or failing him | |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Adjourned Annual General Meeting of the company, to be held on the 21st day of October 2014 at 3.00 p.m. at Vision House, Tivim Industrial Estate, Mapusa - Goa 403 526 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31 st 2014
2. Re-appointment of Mr A. Y. Fazalbhoy as a Director of the Company
3. Re-appointment of Mr Sadashiv Shet as a Director of the Company
4. Appoint Auditor and fix their Remuneration
5. Appoint Mr. P Padmanabhan as Managing Director of the Company

Signed this day of 20

Signature of shareholder _____

Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BOOK - POST



If undelivered, please return to:
Phil Corporation Ltd., Vision House, Tivim Industrial Estate, Mapusa, Goa - 403 526.

NEW VISION PRINTING SERVICES PVT. LTD

Reg. Office : NVI House, Tivim Indl. Estate, Karaswada, Mapusa, Goa - 403 526.		CASH PAYMENT VOUCHER	
Pay to		No.	TR Code
Rupees		Date	Rs.
ACCOUNT SUMMARY			
On Account of		Loc. Code	
		Employee Code	
		Cost Centre	
		A/c. Code	
		Amount	
Dept. Appl.	Accounts Appl.	Code Checked	Receiver's Signature
Date	Date	Date	Date