

SCRUTINIZER'S REPORT


Pursuant to Section 108 of the Companies Act , 2013 read with Rule 20 (xi) of the Companies (Management & Administration) Rules , 2014]

Report to the Chairman of the Board of Directors of **Philips India Limited**, a company incorporated under the Companies Act. , 1913 and having its Registered Office at 7, Justice Chandra Madhab Road, Kolkata – 700 020 (hereinafter referred to as “ the Company “) on the Voting conducted by the Company to Pass the items on the Agenda as contained in the Notice dated 18th August, 2015

1. In terms of Clause 35B of the Listing Agreement and the provisions of Section 108 of the Companies Act , 2013 read with Rule 20(ix) of the Companies (Management & Administration) Rules ,2014 (the Rules) , I have been appointed as Scrutinizer by the Company at their Meeting of the Board of Directors held on August 18, 2015 to the Remote E-Voting process and Ballot Voting at the AGM for passing the items on the Agenda as contained in the Notice dated 18th August, 2015.
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz. , National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 21st September, 2015, the Cut-off date for the purpose of Remote E-voting.
3. In terms of the aforesaid Notice, Remote E-Voting was opened for three days from September 25 ,2015 (from 09.00 A.M.) to September 27, 2015 (till 05.00 P.M.) and the Members were given Option to cast their votes electronically for exercising their voting rights by Assenting or Dissenting the concerned Ordinary & Special Resolutions in the Notice of the 85th Annual General Meeting of the company on the E-Voting platform provided by National Securities Depository Limited(NSDL)
4. As required in the Rules, I unblocked the Remote E-Voting on the platform provided by NSDL on September 28, 2015 after the completion of the Ballot Voting process was over in the AGM on 28th September, 2015 (12.00 Noon) in the presence of Witnesses of Mr. Ayan Chattopadhyay of 8D, Surath Basu Lane , Konnagore , Dist. Hooghly , Pin - 712235 , Mr. T.N. Chakrabarty of 5, Mahesh Pukur Road, P.O. Belghoria, Kolkata - 700056 and Mr. B.K. Mehta of 17, Rupchand Roy Street, Kolkata – 700 007 who are not in the employment of the company and who have signed below in confirmation of the votes being unblocked in their presence.

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Mr. AYAN CHATTOPADHYAY
AHGPC4864R



Mr. T.N. CHAKRABARTY
AGSPC7468C



Mr. B.K. MEHTA
ANFPM3848L

5. Based on the results made available to me, September 28 , 2015, $12+60 = 72$ (**Seventy Two**) Members have cast their votes by Remote E-Voting and Ballot voting at the AGM and I have annexed with this Report, the details of the Consolidated Voting Results (Remote E-voting and Ballot Voting at the AGM) for each of the Items Nos. 1 to 10 of the Agenda of the Notice of 85th Annual General Meeting of the Company.



A. K. Chattopadhyay
Company Secretary
C. P. No. 880 (Whole Time)
FCS - 2303



DR. ASIM KUMAR CHATTOPADHYAY
Practising Company Secretary
Scrutinizer
FCS 2303 CP 880

Dated : September 28 , 2015

PHILIPS INDIA LIMITED

Consolidated Results of Remote E-Voting & Ballot Voting at the AGM held on 28th September 2015

Item No of Notice		Votes in favour of the Resolutions		Votes against the Resolutions		Invalid Votes
		Nos.	%	Nos.	%	
ORDINARY BUSINESS						
Resolution 1 : To receive, consider and adopt the standalone and consolidated Financial Statements of the Company for the financial year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon	Remote E-Voting	82148	99.87	105	0.13	NIL
	Ballot Voting at the AGM	55319224	99.99	4	0.01	NIL
	Total	55401372	99.99 *	109	0.01 *	NIL
Resolution: 2 : To declare dividend for the financial year ended March 31, 2015.	Remote E-Voting	82153	99.94	50	0.06	NIL
	Ballot Voting at AGM	55319224	99.99	4	0.01	NIL
	Total	55401372	99.99 *	54	0.01 *	NIL
Resolution 3 : To appoint Director(s) in place of those retiring by rotation.	Remote E-Voting	82148	99.87	105	0.13	NIL
	Ballot Voting at AGM	55319224	99.99	4	0.01	NIL



	Total	55401372	99.99 *	109	0.01 *	NIL
Resolution 4 : To ratify the appointment of Statutory Auditors (BSR & Co. LLP, Chartered Accountants (Firm Registration No. 101248 W/W-100022)) of the Company for a further period of one year and to fix their remuneration	Remote E-Voting	82148	99.87	105	0.13	NIL
	Ballot Voting at AGM	55319224	99.99	4	0.01	NIL
	Total	55401372	99.99 *	109	0.01 *	NIL
SPECIAL BUSINESS Ordinary Resolution Resolution 5 : APPOINTMENT OF MR. RAJIV MATHUR (DIN 06931798) AS A DIRECTOR	Remote E-Voting	82148	99.87	105	0.13	NIL
	Ballot Voting at AGM	55319224	99.99	4	0.01	NI
	Total	55401372	99.99 *	109	0.01 *	NIL
Special Resolution Resolution 6 : APPOINTMENT OF MR. RAJIV MATHUR (DIN 06931798) AS A WHOLE-TIME DIRECTOR OF THE COMPANY	Remote E-Voting	82148	99.87	105	0.13	NIL
	Ballot Voting at AGM	55319224	99.99	4	0.01	NIL
	Total	55401372	99.99 *	109	0.01 *	NIL
Ordinary Resolution Resolution 7 : APPOINTMENT OF MR. HARIHARAN MADHAVAN (DIN 07217072) AS A DIRECTOR	Remote E-Voting	82148	99.87	105	0.13	NIL
	Ballot Voting at AGM	55319224	99.99	4	0.01	NIL
	Total	55401372	99.99 *	109	0.01 *	NIL



	Total	55401372	99.99 *	109	0.01 *	NIL
Special Resolution Resolution 8 : APPOINTMENT OF MR. HARIHARAN MADHAVAN (DIN 07217072) AS A WHOLE-TIME DIRECTOR	Remote E-Voting	82148	99.87	105	0.13	NIL
	Ballot Voting at AGM	55319224	99.99	4	0.01	NIL
	Total	55401372	99.99 *	109	0.01 *	NIL
Special Resolution Resolution 9 : PURCHASE OF COMPULSORILY CONVERTIBLE DEBENTURES ISSUED BY PREETHI KITCHEN APPLIANCES PRIVATE LIMITED, WHOLLY OWNED SUBSIDIARY OF THE COMPANY, FROM KONINKLIJKE PHILIPS NV	Remote E-Voting	98	0.10	102431	99.90	NIL
	Ballot Voting at AGM	29042	99.99	4	0.01	NIL
	Total	29140	22.15 *	102435	77.85 *	NIL
Ordinary Resolution Resolution 10 : RATIFICATION OF REMUNERATION OF COST AUDITORS	Remote E-Voting	82148	99.87	105	0.13	NIL
	Ballot Voting at AGM	55319224	99.99	4	0.01	NIL
	Total	55401372	99.99 *	109	0.01 *	NIL

* % calculated horizontally



The Resolutions (Except Resolution No 9) as mentioned hereinabove have been passed with Requisite Majority.

A. K. Chattopadhyay

A. K. Chattopadhyay
Company Secretary
C. P. No. 880 (Whole Time)
FCS - 2303



DR. ASIM KUMAR CHATTOPADHYAY

Practising Company Secretary

Scrutinizer

FCS 2303 CP 880

Place : Kolkata

Date: 28/09/2015