

**RESULT OF THE COURT CONVENED MEETING OF EQUITY  
SHAREHOLDERS OF PHILIPS INDIA LIMITED HELD  
ON MONDAY, JULY 6, 2015 AT KOLKATA TO CONSIDER THE SCHEME OF  
ARRANGEMENT FOR DEMERGER AMONGST PHILIPS INDIA LIMITED AND PHILIPS  
LIGHTING INDIA LIMITED ("SCHEME")**

- At the aforesaid meeting, a total of 113 shareholders, present in person or through proxy, voted on the resolution on the Scheme.

- The result of the Poll is as under:-

i. Present at the meeting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
113	5,53,14,342

ii. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (Number Equity Shares)	% of total number of members present and voting
103	5,53,13,946	99.9999%	98.0952%

iii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (Number Equity Shares)	% of total number of members present and voting
2	2	0.0001%	1.9048%

iv. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid.
8

- A copy of the report prepared by Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary and Mr. Tarak Nath Chakraborty, equity shareholder of the Company, Scrutineers, is annexed for ready reference.
- Accordingly, the resolution proposed at the meeting on the Scheme, having received the approval from the shareholders in terms of majority in number and representing more than  $\frac{3}{4}$  in value of the Equity Shareholders present and voting, the Scheme has been approved by the Equity Shareholders of the Company in terms of the provisions of the Companies Act, 1956.

For Philips India Limited

  
Rajiv Mathur,  
Director and Company Secretary  
DIN: 06931798



**Philips India Limited**

(formerly "Philips Electronics India Limited") CIN No.: U31902WB1930PLC006663  
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Registered Office:  
7, Justice Chandra Madhab Road, Kolkata – 700 020, India

**FORM NO. MGT-13**  
**REPORT OF SCRUTINIZER(S)**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the  
Companies (Management and Administration) Rules, 2014]

To  
Mr. Ramesh Sharma  
Chairman

**Court convened meeting of the Equity Shareholders of Philips India Limited held on Monday, the 06<sup>th</sup> day of July, 2015 at 10:30 a.m. at GD Birla Sabhaghar, 29 Ashutosh Chowdhury Avenue, Near Ballygunge Post Office, Ballygunge, Kolkata-700019.**

Dear Sir,

We, Dr. Asim Kumar Chattopadhyay , Practicing Company Secretary and Mr. Tarak Nath Chakraborty, equity shareholder of the Company, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Court convened meeting of the Equity Shareholders of **Philips India Limited held on Monday, the 06<sup>th</sup> day of July, 2015 at 10:30 a.m. at GD Birla Sabhaghar, 29 Ashutosh Chowdhury Avenue, Near Ballygunge Post Office, Ballygunge, Kolkata-700019**, submit our report as under :-

1. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were locked in our presence.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar/ Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. A total of 113 shareholders, present in person or through proxy, voted on the resolution, of which ballots cast by 8 shareholders were invalid.
4. The result of the Poll is as under:-

**“RESOLVED THAT** pursuant to the provisions of Sections 391-394 and other applicable provisions, if any of the Companies Act, 1956 and subject to the approval of the Hon’ble High Court of Judicature at Calcutta and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble High Court of Judicature at Calcutta, the Scheme of Arrangement for Demerger amongst Philips India Limited and Philips Lighting India Limited and their respective shareholders under Sections 391-394 of the Companies Act, 1956 (**“Scheme”**) placed before this meeting, and initialed by the Chairman of the meeting for the purposes of identification, be and hereby is approved.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company including duly constituted Committee thereof, be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary to have the Scheme approved by the Hon’ble High Court of Judicature at Calcutta and other relevant authorities (as may be required), to effectively implement the arrangement embodied in the Scheme and to accept such modifications and/or conditions, if any, which may be required and/or imposed by the Hon’ble High Court of Judicature at Calcutta and/or other relevant authorities, including to file relevant applications and make

*Tarak Nath Chakraborty*

appropriate representations in respect thereof, and take all necessary steps in the matter as they may in their absolute discretion deem necessary, desirable or expedient to give effect to the above resolution, and to settle any questions, doubts and difficulties that may arise in this regard and incidental thereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a duly constituted Committee of Directors be and are hereby authorized to delegate all or any of their powers herein conferred, to any Director(s) or any other officer(s)/authorized representative(s) of the Company to give effect to the aforesaid resolution.”

i. Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (Number Equity Shares)	% of total number of members present and voting
103	55313946	99.9999%	98.0952%

ii. Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (Number Equity Shares)	% of total number of members present and voting
2	2	0.0001%	1.9048%

iii. **Invalid** votes :


Total number of members (in person or by proxy) whose votes were declared invalid.	Total number of votes cast by them
8	394

6. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,

  
Dr. Asim Kumar Chattopadhyay

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

  
Tarak Nath Chakraborty

Folio No.: 0304871  
Address: 5, Mahesh Pukur  
Road, P O Belgharia, Kolkata-  
700056

Place : Kolkata  
Dated : 06<sup>th</sup> July 2015