

PHILIPS INDIA LIMITED

CIN: U31902WB1930PLC006663

Registered Office: 3rd Floor, Tower A, DLF IT Park,
08 Block AF Major Arterial Road,
New Town (Rajarhat) Kolkata – 700156, West Bengal

Phone: +91-124 4606000, Email: investor.relations@philips.com, Website: www.philips.co.in

NOTICE

NOTICE is hereby given that 93rd Annual General Meeting ('AGM') of Philips India Limited ('the Company') will be held on Tuesday, the 22nd day of August, 2023 at 11:30 a.m. (IST) through video conference ('VC')/Other Audio Visual Means ('OAVM') to transact the business items as set out in the Notice convening the AGM in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') read with Rules made thereunder and General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 General Circular No. 19/2021 dated December 21,2021 , General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022, General Circular No 10/2022 dated 26.12.2022 and General Circular No 11/2022 dated 28.12.2022 issued by the Ministry of Corporate Affairs (hereinafter referred as 'MCA Circulars') and other applicable provisions/circulars, if any, without the physical presence of the Members at the registered office of Company ('Deemed Venue').

In terms of MCA Circulars and relevant provisions of the Act and rules made thereunder, the Notice of the 93rd AGM, the Annual Report for the year financial year 2022-23 including Report of Board of Directors, its annexures and the audited financial statements along with the Auditor's report thereon for the financial year ended on 31st March, 2023 ("Annual Report") has been sent by email to those Members on 25 July 2023 through electronic means, whose email addresses are registered with the Company/Registrar & Share Transfer Agent ('RTA') / Depository Participants ("Depository").

In Compliance with Section 108 of the Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretary of India read with MCA circulars, the Company is providing to its Members the facility of remote e-voting before the AGM as well as e-voting during the AGM. The Company has appointed Kfin Technologies Limited ('Kfintech') to facilitate voting through electronic means. Members holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th August, 2023 may cast their vote electronically on the Ordinary and Special Business, as set out in the Notice of the 93rd AGM through electronic voting system ("remote e-Voting") of Kfintech. All the Members are informed that:

- (i) The Ordinary and Special Business, as set out in the Notice of the 93rd AGM, will be transacted through voting by electronic means;
- (ii) The remote e-Voting shall commence on Saturday, 19th August, 2023 at 9:00 a.m. IST;
- (iii) The remote e-Voting shall end on Monday, 21st August, 2023 at 5:00 p.m. IST;
- (iv) The cut-off date for determining the eligibility to vote through remote e-Voting or through the e-Voting system during the 93rd AGM is 16th August, 2023;
- (v) Any person, who becomes Member of the Company after sending the Notice of the 93rd AGM and holding shares in physical form as on the cut-off date i.e. 16th August, 2023, may obtain the login ID and password by sending a request at evoting@kfintech.com or investor.relations@philips.com. However, if a person is already registered with Kfintech for remote e-Voting then existing user ID and password can be used for casting vote.
- (vi) Any person, who acquire shares of the company and becomes Member of the Company after sending the Notice of the 93rd AGM and holding shares in demat form as on the cut-off date i.e. 16th August, 2023, may follow the steps mentioned under login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode as provided in the Notice.
- (vii) A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM as well as e-voting during the AGM.
- (viii) Members may note that: a) the remote e-Voting module shall be disabled by Kfintech after the aforesaid date and time for voting. Thereafter, Members will not be allowed to vote electronically through remote e-voting beyond said date and time. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to cast it subsequently or cast their vote again; b) the Members who have cast their vote by remote e-Voting prior to the 93rd AGM may participate in the 93rd AGM through VC/OAVM facility but shall not be entitled to cast their vote again through the e-Voting system during the 93rd AGM; c) the Members participating in the 93rd AGM and who had not cast their vote by remote e-Voting and are not barred for doing so, shall be entitled to cast their vote through e-Voting system during the 93rd AGM; d) a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depository as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, participating in the 93rd AGM through VC/OAVM facility and e-Voting during the 93rd AGM. Comprehensive guidance on (a) remote e-voting before the meeting, (b) participation in and joining of meeting through VC/ OAVM, (c) e-voting during the meeting and (d) registration of email IDs are available in the 'Notes' section to the notice of the AGM.
- (ix) The Voting rights of the Members shall be in proportion to their share of the paid-up equity capital of the Company as on 16th August, 2023 ('cut-off date').
- (x) The Notice of the 93rd AGM and the Annual Report are available on the website of the Company i.e. www.philips.co.in and on the website of Kfin Technologies Pvt. Ltd. at <https://evoting.kfintech.com> and no physical copy of notice of AGM and Annual Report shall be despatched to any member unless they have expressly requested the company for the same.
- (xi) In case of any queries/ grievances pertaining to e-voting (before and during the AGM), you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of <https://evoting.kfintech.com> or contact toll-free number 1800 309 4001 (from 9:00 a.m. to 6:00 p.m.) or send a request at evoting@kfintech.com or contact following person:

Name:	Mr. Anil Dalvi
Designation:	Manager
Name of RTA:	Kfin Technologies Pvt. Ltd.
Address:	KFin Technologies Private Limited Selenium Tower B, Plot 31 - 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 Email ID: einward.ris@kfintech.com Telephone:+91 40- 6716 2222

- Members may also write to the Company at the email address at investor.relations@philips.com
- (xii) Those Members holding shares in physical mode, who have not updated/ registered their email addresses with the Company, may update/register their email addresses by sending scanned copy of a signed request letter mentioning the name, folio number and complete address, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company, by email to investor.relations@philips.com. Members holding shares in demat form can update their email address with their Depository.

Dr. Asim Kumar Chattopadhyay, Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the process of remote e-Voting and casting vote through the e-voting system during the 93rd AGM in a fair and transparent manner.

Members are requested to carefully read all the notes set out in the Notice of AGM and in particular, instructions for joining the AGM and manner of casting vote through remote e-voting or the e-voting at the AGM.

By Order of the Board of Directors
For Philips India Limited
Pooja Bedi
DIN: 06934281
Whole Time Director & Company Secretary

Place: Gurugram
Dated: 25 July 2023