

DR. ASIM KUMAR CHATTOPADHYAY
M.COM., Ph.D. (Appl.Eco.), LL.B., F.C.M.A., F.C.S., D.Litt

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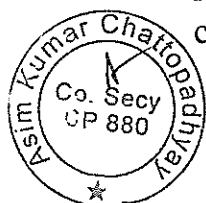
To
The Chairman,
Philips India Limited
Tower – A, 3rd Floor,
DLF IT Park, 08 Block AF
Major Arterial Road
New Town, Rajarhat
Kolkata – 700 156

SCRUTINIZER'S REPORT

The 92nd Annual General Meeting of the Philips India Limited (The Company) which was held on Friday, September 23, 2022 at 10.30 a.m. through Video Conference (VC) / Other Audio Visual Means (OAVM), to transact the business as per the Agenda of the Notice of the AGM dated July 27, 2022.

I, Dr. Asim Kumar Chattopadhyay, Practising Company Secretary have been appointed as the Scrutinizer by the Board of Directors of the Company at their Meeting of the Board of Directors held on July 27, 2022 pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct Remote E-Voting process and E-Voting at the date of 92nd AGM for passing the items on the Agenda as contained in the AGM Notice dated July 27, 2022.

The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated 8th April, 2020 and 17/ 2020 dated 13th April, 2020, followed by General Circular Nos. 20/2020 dated 5th May, 2020, No.02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, No. 21/2021 dated 14th December , 2021, and General Circular No. 2/2022 dated 5th May,2022 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.



In accordance with, the said circulars, the 92nd AGM of the Company was conducted through VC / OAVM. **KFin Technologies Limited** provided facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM and is also available on the website of the Company at www.philips.co.in as well as website of KFin Technologies Limited i.e. <https://emeetings.kfintech.com>

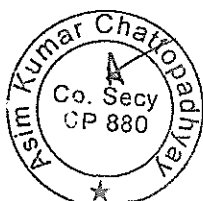
As the AGM was conducted through VC / OAVM, the facility for appointment of Proxy by the Members was not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map were not annexed to the AGM Notice.

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 September 16, 2022, the **Cut-off date** for the purpose of E-Voting , the company had duly sent through email as registered with the Registrar & Share Transfer Agent (RTA) of the Company the Notice of the AGM dated 27th July, 2022.

In terms of the aforesaid Notice, Remote E-Voting was opened from 09.00 a.m. on September 20, 2022 and ended at 5.00 p.m. on September 22, 2022 and the Members were given Option to cast their votes electronically for exercising their voting rights by Assenting or Dissenting the concerned **Ordinary & Special Resolution(s)** as the case may be in the Notice of the 92nd Annual General Meeting of the company on the E-Voting platform provided by **KFin Technologies Ltd.**

As required in the Rules, I unblocked the Remote E-Voting as well as E-Voting at the AGM provided by **KFin Technologies Ltd.** on 23rd September, 2022 after the completion of the AGM 11:35 a.m. in the presence of Two Witnesses as signed below

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to the remote e-voting and the casting through e-voting at the AGM on resolutions contained in the notice of the AGM.



My responsibility as scrutinizer for the remote e-voting and the voting conducted through e-voting at the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Based on the results made available to me, 31 Members have cast their votes through Remote E-Voting platform and No Member has cast their votes by means of E- Voting at the AGM. I submit herewith the consolidated report.



A. K. Chattopadhyay
Practising Company Secretary
FCS - 2303 : CP - 880
PR - 792 / 2020

DR. ASIM KUMAR CHATTOPADHYAY

Practising Company Secretary


FCS 2303 CP 880


PR - 792/2020

UDIN :: F002303D001026106

Place: Kolkata

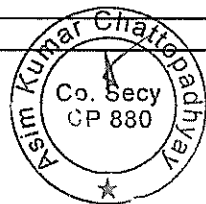
Dated : 23rd September, 2022

1. Witness: 
AYAN CHATTOPADHYAY
DL NO: WB1520130165346

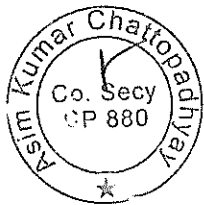
2. Witness: 
TARAK NATH CHAKRABARTY.
PANNO - AGSPC7468C

Name	PHILIPS INDIA LIMITED
Date of the AGM/EGM	23-09-2022
Total number of shareholders on record date	25247
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	8
Public:	30

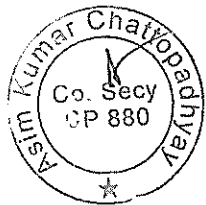
Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Standalone Financial Statement of the Company for the Financial Year ended March 31, 2022, including the audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	55,290,242	55,290,182	99.9999	55,290,182	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,290,182	99.9999	55,290,182	0	100.0000	0.0000
Public- Institutions	E-Voting	10,506	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2,216,494	146,056	6.5895	146,031	25	99.9828	0.0171
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		146,056	6.5895	146,031	25	99.9829	0.0171
Total		57,517,242	55,436,238	96.3819	55,436,213	25	100.0000	0.0000



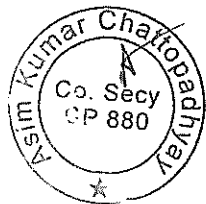
Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend for the financial year ended March 31, 2022.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	55,290,242	55,290,182	99.9999	55,290,182	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,290,182	99.9999	55,290,182	0	100.0000	0.0000
Public- Institutions	E-Voting	10,506	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2,216,494	146,056	6.5895	146,031	25	99.9828	0.0171
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		146,056	6.5895	146,031	25	99.9829	0.0171
Total		57,517,242	55,436,238	96.3819	55,436,213	25	100.0000	0.0000



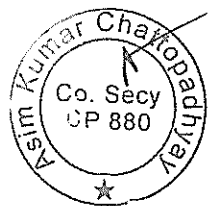
Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Ms. Pooja Bedi (DIN 06934281), who retires by rotation and being eligible, offers herself for re-appointment..							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	55,290,242	55,290,182	99.9999	55,290,182	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,290,182	99.9999	55,290,182	0	100.0000	0.0000
Public- Institutions	E-Voting	10,506	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2,216,494	156,056	7.0407	565	155,491	0.3620	99.6379
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		156,056	7.0407	565	155,491	0.3620	99.6380
Total		57,517,242	55,446,238	96.3993	55,290,747	155,491	99.7196	0.2804



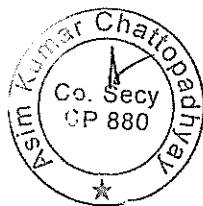
Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - RE- APPOINTMENT OF MR. DANIEL MAZON (DIN 07954025) AS VICE-CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	55,290,242	55,290,182	99.9999	55,290,182	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,290,182	99.9999	55,290,182	0	100.0000	0.0000
Public- Institutions	E-Voting	10,506	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2,216,494	146,056	6.5895	146,031	25	99.9828	0.0171
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		146,056	6.5895	146,031	25	99.9829	0.0171
Total		57,517,242	55,436,238	96.3819	55,436,213	25	100.0000	0.0000



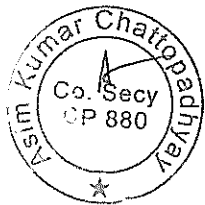
Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - REVISION IN REMUNERATI ON OF MS. POOJA BEDI (DIN 06934281)							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	55,290,242	55,290,182	99.9999	55,290,182	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,290,182	99.9999	55,290,182	0	100.0000	0.0000
Public- Institutions	E-Voting	10,506	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2,216,494	146,056	6.5895	110,531	35,525	75.6771	24.3228
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		146,056	6.5895	110,531	35,525	75.6771	24.3229
Total		57,517,242	55,436,238	96.3819	55,400,713	35,525	99.9359	0.0641



Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - REVISION IN REMUNERATI ON OF MR. SUDEEP AGRAWAL (DIN 08056132)							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	55,290,242	55,290,182	99.9999	55,290,182	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,290,182	99.9999	55,290,182	0	100.0000	0.0000
Public- Institutions	E-Voting	10,506	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2,216,494	146,056	6.5895	131,031	15,025	89.7128	10.2871
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		146,056	6.5895	131,031	15,025	89.7128	10.2872
Total		57,517,242	55,436,238	96.3819	55,421,213	15,025	99.9729	0.0271



Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - APPROVAL OF REMUNERATION OF COST AUDITORS							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	55,290,242	55,290,182	99.9999	55,290,182	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,290,182	99.9999	55,290,182	0	100.0000	0.0000
Public- Institutions	E-Voting	10,506	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2,216,494	146,056	6.5895	146,031	25	99.9828	0.0171
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		146,056	6.5895	146,031	25	99.9829	0.0171
Total		57,517,242	55,436,238	96.3819	55,436,213	25	100.0000	0.0000



A. K. Chattopadhyay
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Practising Company Secretary
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