

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

**"MATRI ASHIS"**  
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Kolkata-700035.  
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To  
The Chairman,  
Philips India Limited  
Tower – A, 3<sup>rd</sup> Floor,  
DLF IT Park, 08 Block AF  
Major Arterial Road  
New Town, Rajarhat  
Kolkata – 700 156

### SCRUTINIZER'S REPORT

The 93<sup>rd</sup> Annual General Meeting of the Company which was held on Tuesday, August 22, 2023 at 11.30 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 7, 2023.

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 7<sup>th</sup>, 2023 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 93<sup>rd</sup> AGM for passing the items on the Agenda as contained in the AGM Notice dated July 7<sup>th</sup>, 2023.

Pursuant to Ministry of Corporate Affair ('MCA') General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated December 21,2021 , General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 05, 2022, General Circular 03/2022, General Circular No 10/2022 dated 28.12.2022 and General Circular No 11/2022 dated 28.12.2022 and other applicable circulars, if any, has allowed the Companies to conduct the AGM/ EGM or passing of Ordinary/ Special Resolution through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till

30th September 2023. In accordance with the said circulars, the 93rd AGM of the Company has been conducted through VC / OAVM on Tuesday, 22<sup>nd</sup> August 2023. The proceedings of the AGM has been deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

In accordance with, the said circulars, the 93<sup>rd</sup> AGM of the Company was conducted through VC / OAVM. **KFin Technologies Private 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](http://www.philips.co.in) as well as website of KFin Technologies Private 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 August 16, 2023 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 7<sup>th</sup> July, 2023.

In terms of the aforesaid Notice, Remote E-Voting was opened from 09.00 a.m. on August 19, 2023 and ended at 5.00 p.m. on August 21, 2023 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 93<sup>rd</sup> Annual General Meeting of the company on the E-Voting platform provided by **KFin Technologies Pvt. Ltd.**

As required in the Rules, I unblocked the Remote E-Voting as well as E-Voting at the AGM provided by **KFin Technologies Pvt. Ltd.** on 22<sup>nd</sup> August, 2023 after the completion of the AGM 12.36 p.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.

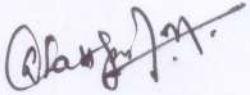
Based on the results made available to me, 39 Members have cast their votes through Remote E-Voting platform and 10 Members have cast their votes by means of E- Voting at the AGM. I submit herewith the consolidated report.

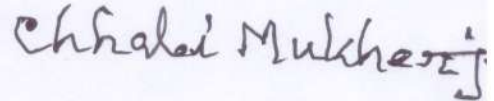
**ASIM KUMAR**  
**CHATTOPAD**  
**HYAY**

Digitally signed by  
ASIM KUMAR  
CHATTOPADHYAY  
Date: 2023.08.22  
13:47:16 +05'30'

**DR. ASIM KUMAR CHATTOPADHYAY**  
*Practising Company Secretary*  
**FCS 2303 CP 880**  
**PR - 792/2020**  
**UDIN :: F002303E000839953**  
**Place: Kolkata**  
**Dated : 22<sup>nd</sup> August, 2023**

1. Witness:

  
**AYAN CHATTOPADHYAY**  
**DLNO. WB1520130165346.**

2. Witness:   
**CHHABI MUKHERJEE**  
**PAN: AMTPM7588E**

	<b>PHILIPS INDIA LIMITED</b>
<b>Date of the AGM/EGM</b>	<b>22-08-2023</b>
<b>Total number of shareholders on record date</b>	<b>25275</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	<b>Not Applicable</b>
<b>Public:</b>	<b>Not Applicable</b>
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	<b>8</b>
<b>Public:</b>	<b>34</b>

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider, approved and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, including the audited Balance Sheet as at March 31, 2023, 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	5,52,90,242	5,52,90,242	100.0000	5,52,90,242	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
	<b>Total</b>		<b>5,52,90,242</b>	<b>100.0000</b>	<b>5,52,90,242</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	11,333	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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	22,15,667	1,105	0.0499	1,070	35	96.8325	3.1674
	Poll		182	0.0082	182	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,287</b>	<b>0.0581</b>	<b>1,252</b>	<b>35</b>	<b>97.2805</b>	<b>2.7195</b>
<b>Total</b>		<b>5,75,17,242</b>	<b>5,52,91,529</b>	<b>96.1304</b>	<b>5,52,91,494</b>	<b>35</b>	<b>99.9999</b>	<b>0.0001</b>

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Sudeep Agrawal (08056132) who retires by rotation and being eligible, offers himself 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	5,52,90,242	5,52,90,242	100.0000	5,52,90,242	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
	<b>Total</b>		<b>5,52,90,242</b>	<b>100.0000</b>	<b>5,52,90,242</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	11,333	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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	22,15,667	1,105	0.0499	1,070	35	96.8325	3.1674
	Poll		182	0.0082	182	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,287</b>	<b>0.0581</b>	<b>1,252</b>	<b>35</b>	<b>97.2805</b>	<b>2.7195</b>
<b>Total</b>		<b>5,75,17,242</b>	<b>5,52,91,529</b>	<b>96.1304</b>	<b>5,52,91,494</b>	<b>35</b>	<b>99.9999</b>	<b>0.0001</b>

Resolution No.	3							
Resolution required: (Ordinary/ Special)	SPECIAL - Re- appointment of Mr. Sudeep Agrawal (DIN 08056132) as Whole time director And Chief Financial Officer 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	5,52,90,242	5,52,90,242	100.0000	5,52,90,242	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
	<b>Total</b>		<b>5,52,90,242</b>	<b>100.0000</b>	<b>5,52,90,242</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	11,333	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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	22,15,667	1,105	0.0499	1,070	35	96.8325	3.1674
	Poll		182	0.0082	182	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,287</b>	<b>0.0581</b>	<b>1,252</b>	<b>35</b>	<b>97.2805</b>	<b>2.7195</b>
<b>Total</b>		<b>5,75,17,242</b>	<b>5,52,91,529</b>	<b>96.1304</b>	<b>5,52,91,494</b>	<b>35</b>	<b>99.9999</b>	<b>0.0001</b>

Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of payment of profit based commission to independent directors							
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	5,52,90,242	5,52,90,242	100.0000	5,52,90,242	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
	<b>Total</b>		<b>5,52,90,242</b>	<b>100.0000</b>	<b>5,52,90,242</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	11,333	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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	22,15,667	1,105	0.0499	1,070	35	96.8325	3.1674
	Poll		182	0.0082	182	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,287</b>	<b>0.0581</b>	<b>1,252</b>	<b>35</b>	<b>97.2805</b>	<b>2.7195</b>
<b>Total</b>		<b>5,75,17,242</b>	<b>5,52,91,529</b>	<b>96.1304</b>	<b>5,52,91,494</b>	<b>35</b>	<b>99.9999</b>	<b>0.0001</b>

Resolution No.	5							
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	5,52,90,242	5,52,90,242	100.0000	5,52,90,242	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
	<b>Total</b>		<b>5,52,90,242</b>	<b>100.0000</b>	<b>5,52,90,242</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	11,333	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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	22,15,667	1,105	0.0499	1,070	35	96.8325	3.1674
	Poll		182	0.0082	182	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,287</b>	<b>0.0581</b>	<b>1,252</b>	<b>35</b>	<b>97.2805</b>	<b>2.7195</b>
<b>Total</b>		<b>5,75,17,242</b>	<b>5,52,91,529</b>	<b>96.1304</b>	<b>5,52,91,494</b>	<b>35</b>	<b>99.9999</b>	<b>0.0001</b>