

**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.**  
**(Near Alambazar Govt. Quarters)**  
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To  
The Chairman,  
Philips India Limited,  
Rajarhat, 4A, 5th Floor,  
Ecospace Business Park,  
Premises, AA II, Newtown,  
Chakpachuria,  
Kolkata - 700156.

### **SCRUTINIZER'S REPORT**

The Extraordinary General Meeting ("EGM") of Philips India Limited ("the Company") was held on Wednesday, 11<sup>th</sup> March, 2026 at 11:00 a.m. [IST] through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). The venue of the meeting was deemed to be held at the registered office of the Company situated at Rajarhat, 4A, 5th Floor, Ecospace Business Park, Premises, AA II, Newtown, Chakpachuria, Kolkata, West Bengal 700156.

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 January 27, 2026 pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20(4)(xii) of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct Remote E-Voting and E-Voting process at the date of EGM for passing the items on the Agenda as contained in the EGM Notice dated January 27, 2026.

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 8, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 05, 2022, General Circular 03/2022, dated May 05, 2022, General Circular No 10/2022 dated 28.12.2022 and General Circular No 11/2022 dated 28.12.2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024, Circular No. 03/2025 dated September 22, 2025 and other applicable circulars, if any, have 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 further orders. In accordance with the said circulars, the EGM of the financial year 2025-26 of the Company was conducted through VC / OAVM on Wednesday, March 11, 2026. The proceedings of the EGM was held at the Registered Office of the Company which was the deemed venue of the EGM.

KFin Technologies Limited ("KFin/KFintech") has been provided facility for voting through remote e-voting, for participation in the EGM through VC / OAVM facility and e- voting during the EGM. The procedure for participating in the meeting through VC /OAVM was explained in the EGM Notice and also available on the website of the Company <https://www.philips.co.in/a-w/about/philips-indialimited> and the said resolution is appended below;

**“SPECIAL BUSINESS:**

**1. APPOINTMENT OF M/S. PRICE WATERHOUSE CHARTERED ACCOUNTANTS LLP, AS THE STATUTORY AUDITORS OF THE COMPANY, TO FILL THE CASUAL VACANCY CAUSED DUE TO THE RESIGNATION OF M/S. S.R. BATLIBOI & CO. LLP, CHARTERED ACCOUNTANTS TILL THE CONCLUSION OF ENSUING ANNUAL GENERAL MEETING.**

*The following resolution as an Ordinary Resolution:*

*“RESOLVED THAT pursuant to the provisions of section 139(8), 141 and 142 and other applicable provisions of the Companies Act, 2013 read with Rule 8 and other applicable Rules of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation made by Audit Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for appointment of M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration Number: 012754N/N500016), as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (FRN: 301003E/E300005), and they shall hold office from the conclusion of this Extra Ordinary General Meeting till the conclusion of ensuing Annual General Meeting, at such remuneration as the Board of Directors of the Company may determine, based on the scope of audit, complexity of the Company's operations, time and resources required and industry standards and norms and the Board may also approve reimbursement of out-of-pocket expenses and applicable taxes incurred by the auditors in connection with the audit of the Company.*

*RESOLVED FURTHER THAT the Board of Directors of the Company shall be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, in the manner and to the extent it deems appropriate, provided that such revision or modification is in accordance with the provisions of section 142 and other applicable provisions of the Companies Act, 2013, the rules made thereunder, and any guidelines prescribed by the Ministry of Corporate Affairs or other competent authority if any, and as may be mutually agreed between the Board of Directors and M/s. Price Waterhouse Chartered Accountants LLP.*

*RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and sign, execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”*

Pursuant to the MCA Circulars, physical attendance of members has been dispensed with, accordingly, the route map, the facility to appoint proxy to attend and cast vote for the members was not required for this EGM and hence the Proxy Form and Attendance Slip were not required to be Annexed. However, the Body Corporates were entitled to appoint authorized representatives to attend the EGM through VC/ OAVM and participate thereat and cast their votes through e-Voting. The Notice of the said EGM was published on Business Standard in English and Aajkal in Vernacular language i.e. Bangali on 02/02/2026 respectively.

On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories as on Wednesday 4, March 2026, 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.

In terms of the aforesaid Notice, Remote E-Voting period commenced at 09.00 A.M. on Sunday, March 08, 2026 and ended at 05.00 P.M on Tuesday, March 10, 2026, and the Members were given Option to cast their votes electronically for exercising their voting rights by Assenting or Dissenting the concerned **Ordinary Resolution** of the Notice of the Extraordinary General Meeting of the company on the E-Voting platform provided by **Kfin Technologies Ltd.** The number of the shareholders as on **Record Date** was **22821** who were entitle to cast their vote.

As required in the Rules, I unblocked the Remote E-Voting as well as E-Voting at the EGM provided by Kfin Technologies Ltd. on March 11, 2026 after the completion of the EGM at 11.42 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 EGM on resolutions contained in the notice of the EGM.

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

Based on the results made available to me, 29 Members have cast their votes through Remote E-Voting platform and 14 Members have cast their votes by means of E- Voting at the EGM. I submit herewith the consolidated report.

**DR. ASIM KUMAR CHATTOPADHYAY**  
*Practising Company Secretary*  
**FCS 2303, CP 880**  
*Peer Review Certificate No. – 6375/2025*  
*Unique Identification No. I1985WB015800*  
**UDIN :: UDIN F002303G004055704**  
*Date: 11/03/2026*

*1. Witness:*

*2. Witness:*

*Chhabi Mukherjee*  
**PAN: AMTPM 7588E**

## Report

Philips India Limited,  
Rajarhat, 4A, 5th Floor,  
Ecospace Business Park,  
Premises, AA II, Newtown,  
Chakpachuria,  
Kolkata - 700156.

### Resolution (Special Business) as Ordinary Resolution :

**APPOINTMENT OF M/S. PRICE WATERHOUSE CHARTERED ACCOUNTANTS LLP, CHARTERED ACCOUNTANTS, AS THE STATUTORY AUDITORS OF THE COMPANY, TO FILL THE CASUAL VACANCY CAUSED DUE TO THE RESIGNATION OF M/S. S.R. BATLIBOI & CO. LLP, CHARTERED ACCOUNTANTS TILL THE CONCLUSION OF ENSUING ANNUAL GENERAL MEETING**

(i) Voted in **Favour** of the Resolution

Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
<b>40</b>	<b>55301689</b>	<b>99.9999</b>

(ii) Voted **Against** the Resolution

Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
<b>3</b>	<b>32</b>	<b>0.0001</b>

(iii) **Invalid** votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**The Resolution was Carried with Requisite Majority.**

	<b>PHILIPS INDIA LIMITED</b>
<b>Date of the EGM</b>	<b>11-03-2026</b>
<b>Total number of shareholders on record date</b>	<b>22821</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	0
<b>Public:</b>	0
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	8
<b>Public:</b>	31

Resolution No.	1									
Resolution required: (Ordinary/ Special)	<b>ORDINARY - APPOINTMENT OF M/S. PRICE WATERHOUSE CHARTERED ACCOUNTANTS LLP, CHARTERED ACCOUNTANTS, AS THE STATUTORY AUDITORS OF THE COMPANY, TO FILL THE CASUAL VACANCY CAUSED DUE TO THE RESIGNATION OF M/S. S.R. BATLIBOI &amp; CO. LLP, CHARTERED ACCOUNTANTS TILL THE CONCLUSION OF ENSUING ANNUAL GENERAL MEETING</b>									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	55,290,242	55,290,242	100.0000	55,290,242	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>55,290,242</b>	<b>100.0000</b>	<b>55,290,242</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	9,817	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	2,217,183	344	0.0155	312	32	90.6976	9.3023	0	0
	Poll		11,135	0.5022	11,135	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>11,479</b>	<b>0.5177</b>	<b>11,447</b>	<b>32</b>	<b>99.7212</b>	<b>0.2788</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>57,517,242</b>	<b>55,301,721</b>	<b>96.1481</b>	<b>55,301,689</b>	<b>32</b>	<b>99.9999</b>	<b>0.0001</b>	<b>0</b>	<b>0</b>