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, 3rd Floor,
DLF IT Park, 08 Block AF
Major Arterial Road
New Town, Rajarhat
Kolkata – 700 156

SCRUTINIZER'S REPORT

Section 108 of Companies Act 2013 and Rules 20(4)(xii) of the Companies (Management and Administration) Rules, 2014

The 94th Annual General Meeting of the Company which was held on Friday, September 27, 2024 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 August 7, 2024.

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 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 94th AGM for passing the items on the Agenda as contained in the AGM Notice dated August 7, 2024.

Pursuant to Ministry of Corporate Affairs ('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, Circular No. 09/2023 dated September 25, 2023 and other applicable circulars, as may be applicable 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 September 30, 2024. In accordance with the said circulars, the 94th AGM of the Company was conducted through VC / OAVM on Friday, September 27, 2024. The proceedings of the AGM would be deemed to be conducted at the Registered Office of the Company and be the deemed venue of the AGM. In accordance with the said circulars, the 94th AGM of the Company was conducted through VC / OAVM on Friday, September 27, 2024.

In accordance with the said circulars, the 94th 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 20, 2024 the Cut-off date** for the purpose of Remote 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 August 7, 2024.

In terms of the aforesaid Notice, Remote E-Voting was opened from September 24, 2024 (9:00 a.m.) to September 26, 2024 (5.00 p.m.) 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 94th 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 platform provided by **KFin Technologies Ltd.** on September 27, 2024 after the completion of the AGM **12.08 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, 42 Members have cast their votes through Remote E-Voting platform and 9 Members have 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

Peer Review No. - 792/2020

UDIN:: F002303F001337967

Place: Kolkata

Dated: September 27, 2024

1. Witness:

ATAN CHATTOPADHTAY DL. NO. WOJ62012165346 2. Witness:

Chhabi Mukherijee PAN: AMTPM 7588E

Category Category No. of shares No. of votes Folicated on outstanding		Date of the AGM 27-09-2024 Total number of shareholders on record date 27-09-2024 No. of shareholders present in the meeting either in person or through proxy: 9 Promoters and Promoter Group: 9 No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Not Applicable Not Ap
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A. K. Chattopadhyay
Practising Company Secretary
FCS - 2303 ; CP - 880
PR - 792 / 2020

Category Resolution No. Whether promoter/ promoter group are Resolution required: (Ordinary/ Special) Promoter and Promoter Group interested in the agenda/resolution? Public- Institutions **Public- Non Institutions** ORDINARY - Appointment of Mr. Dev Kumar Tripathy as Director Pol 8 E-Voting Postal Ballot (if E-Voting Postal Ballot (if Total Total applicable) applicable) Mode of Voting Total applicable) Postal Ballot (if E-Voting held (1) No. of shares 5,52,90,242 5,75,17,242 22,15,668 11,332 No. of votes polled (2) 5,52,90,242 5,52,90,242 5,53,18,558 16,024 12,292 28,316 shares on outstanding % of Votes Polled (3)=[(2)/(1)]* 100 favour (4) 100.0000 100,0000 0.0000 0.0000 96.1773 0.0000 0.0000 0.7232 0.5548 0.0000 0.0000 1.278 No. of Votes – in No. of Votes – 5,52,90,242 5,52,90,242 5,53,18,109 27,867 16,024 11,843 against (5) 449 449 449 favour on votes % of Votes in (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100 100.0000 100.0000 96.3472 100.0000 98.4143 99,9992 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 against on votes % of Votes 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 3.6527 0.0008 1.5857 0.0000 0.0000

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

Resolution No.	3							
Resolution required: (Ordinary/ Special)	SPECIAL - Appoints	nent of Mr. Dev Ku	SPECIAL - Appointment of Mr. Dev Kumar Tripathy as whole-Time Director of the Company	ole-Time Director o	of the Company			
Whether promoter/ promoter group are								
interested in the agenda/resolution?	NO							
	,			% of Votes Polled	5		% of Votes in	% of Vates
caregory				on outstanding			favour on votes	against on votes
		No. of shares	No. of votes	shares	No. of Votes - in No. of Votes -		polled	polled
	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)	favour (4)		(6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		5,52,90,242	100,0000	5,52,90,242	0	100.0000	0.0000
7	Poll	E E2 00 2/2	0	0.0000	0	0	0.0000	0.0000
Promoter atta Promoter aroup	Postal Ballot (if	2,26,30,242						
	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,52,90,242	100.0000	5,52,90,242	0	100.0000	0.0000
	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Pall	11 22 2	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	11,502						
	applicable)		0	0.0000	0	, 0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
	E-Voting		12,292	0.5548	11,843	449	96.3472	3.6527
District No.	Poll	33 15 660	16,024	0.7232	16,024	0	100.0000	0.0000
רשטונכ- וושנונמנוטונא	Postal Ballot (if	24,1000		÷			i	•
	applicable)		0	0,0000	0	0	0.0000	0.0000
	Total		28,316	1.278	27,867	449	98.4143	1.5857
, and the state of	Total	5,75,17,242	5,53,18,558	96.1773	5,53,18,109	449	99.9992	0.0008

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

28,316 1.278		0	Public- Non Institutions Postal Ballot (If	Poll 33.15.560 16,024 0.7232	. E-Voting 12,292 0.5548 11	Total 0	applicable) 0 0.0000	Public- institutions Postal Ballot (if 11,332)	Pail	E-Voting 0 0.0000	5,52,90,242 100.0000	applicable) 0 0.0000	Promoter and Promoter Group Postal Ballot (if 5,32,30,242	Poll E 53 00 243 0 0.0000	E-Voting 5,52,90,242 100.0000 5,52,90	polled (2) (3)=[(2)/(1)]* 100 favo	No.	Category	% of Votes Polled		interested in the agenda/resolution? NO	Whether promoter/ promoter group are	Resolution required: {Ordinary/ Special} ORDINARY - Appointment of Mr. Angarai Dorairajan Aditya Ratnam as a Director.	Resolution No. 4
			5,000	500				1,500	רטט		5		3,242	1147	5								Angarai Dor	AND THE
	28,316	0		16,024	12,292	0	0		0	0	5,52,90,242	0		0	5,52,90,242			ō	%	_			airajan Adity	
	1.278	0.0000	ŧ.	0.7232	0.5548	0	0.0000		0,0000	0.0000	100.0000	0.0000		0.0000	100.0000	/(1)]* 100		n outstanding	of Votes Polled				a Ratnam as a Dir	
	27,867	0		16,024	11,843	0	0		0	0	5,52,90,242	0			5,52,90,242	favour (4)	No. of Votes - in						ector.	
	449				449		,									against (5)	of Vates – in No. of Votes –							
20 000	98,4143	0,0000		0 100.0000		0.0000	0.0000		0.0000	0.0000	0 100.0000	0.0000	8 - 85	0.0000	0 100.0000	/(2)]*100	polled	on votes	% of Votes in	<u> · · · · · · · · · · · · · · · · · ·</u>				, (1)
0000	1.5857	0.0000	-	0.0000	3.6527				0.0000	0.0000			•	0.0000	0.0000	(7)=[(5)/(2)]*100	polled	against on votes	% of Votes	·.				

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Practising Company Secretary
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Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoi	ntment of Mr. Hari	ORDINARY - Appointment of Mr. Harish Chawla as a Director	ctor				
Whether promoter/ promoter group are								
interested in the agenda/resolution?	NO							
	•					-		
				% of Votes Polled	د		% of Votes in	% of Votes
category				on outstanding			favour on votes	against on votes
		No. of shares	No. of votes	shares	No. of Votes - in No. of Votes -	•	polled	polled
	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)	favour (4)		(6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	(7)=[(5)/(2)]*100
Constitution of the second sec	E-Voting		5,52,90,242	100.0000	5,52,90,242		100.0000	0.0000
	Poll	E E3 00 3/3	0	0.0000	0	0	0.0000	0,0000
Florifoter and Florifoter Gloup	Postal Ballot (if	2,20,00,00						
	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,52,90,242	100.0000	5,52,90,242	0	100.0000	0.0000
	E-Voting		0	0.0000	0	0	0.0000	0.0000
District Specifications	Poll	11 237	0	0.0000	0	0	0.0000	0.0000
Fubilic Historialis	Postal Ballot (if	11,000		0.000	-	5	0.0000	0 0000
	Total		0	0		0		
the state of the s	E-Voting		12,292	0.5548	11,843	449	96.3472	3.6527
	Poll	17 15 660	16,024	0.7232	16,024	0	100,0000	0.0000
Public- Non institutions	Postal Ballot (if	22,13,000		*			į	٠
	applicable)			0.0000	0	0	0.0000	
	Total		28,316	1.278	27,867	449	98.4143	1.5857
one of	Total	5,75,17,242	5,53,18,558	96.1773	5,53,18,109	449	99.9992	0.0008

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			Public- Non institutions		The state of the s			Public- Institutions					Promoter and Promoter Group					Category			interested in the agenda/resolution?	Whether promoter/ promoter group are	Resolution required: (Ordinary/ Special)	Resolution No.
Total	Total	applicable)	Postal Ballot (if	Poll	E-Voting	Total	applicable)	Postal Ballot (if	Poll	E-Voting	Total	applicable)	Postal Ballot (if	Poll	E-Voting	Mode of Voting					IS NO	pare		6
5,75,17,242		-	72,13,000	27 15 650				7000	1100				7,20,20,00	E E2 00 2/3		held (1)	No. of shares					-	SPECIAL - Appointment of Mr. Harish Chawla as a Whole-Time Director of the	
5,53,18,558	28,316	0		16,024	12,292	0	0		0	0	5,52,90,242	0		0	5,52,90,242	polled (2) . (No. of votes	-	<u> </u>				Chawla as a Whole-	
° 96.1773	1.278	0,0000	÷	0.7232	0.5548	0	0.0000		0.0000	0,0000	100.0000	0.0000		0.0000	100.0000	(3)=[(2)/(1)]* 100 favour (4)	shares	on outstanding	% of Votes Polled	-			Time Director of th	
5,53,18,109	27,867	0		16,024	11,843	0	0		0	0	5,52,90,242	0		0	5,52,90,242	avour (4)	No. of Votes – in No. of Votes –	-					e Company	
449	449	0		0	449	0	. 0		0	0	0	0	:	0	0			_						
99.9992	98.4143	0.0000		100,0000	96.3472	0.0000	0.0000		0.0000	0.0000	100.0000	0.0000		0.0000	100.0000	(6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100		favour on votes	% of Votes in					
0.0008	1.5857	0.0000		0.0000	3.6527	0.0000	0.0000		0.0000	0.0000	0.0000	0.0000		0.0000	0.0000	(7)=[(5)/(2)]*100	polled	against on votes	% of Votes					

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Practising Company Secretary
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The second secon	de la company		Public- Non Institutions				אמטווכ- ווופנובטנוטווא			de la constant de la		Promoter and Plomoter Group	Discovery Cross				Lategory			interested in the agenda/resolution?	Whether promoter/ promoter group are	Resolution required: (Ordinary/ Special)	Resolution No.
Total	Total	applicable)	Poll	E-Voting	Total	applicable)	Postal Ballot (if	Poll	E-Voting	Total	applicable)	Postal Ballot (if	Poll	E-Voting	Mode of Voting	- 1				NO		ORDINARY - Appoi	7
5,75,17,242			22,15,668				11,000	11 22)				C,CF,C7C,F1F	5 52 QO 243		held (1)	No. of shares						ORDINARY - Appointment of Mr. Bharath Ram Raman Sesha as a Director of the Company	
5,53,18,558	28,316	0	16,024	12,292	0	0		0	0	5,52,90,242	0		0	5,52,90,242	polled (2) . (No. of votes s						ath Ram Raman Ses	
96.1773	1.278	0.0000	0.7232	0.5548	-	0.0000		0.0000	0.0000	100.0000	0.0000		0.0000	100.0000	(3)=[(2)/(1)]* 100 favour (4)	shares 1	on outstanding	% of Votes Polled				sha as a Director of	
5,53,18,109	27,867	0	16,024	11,843	0	0		0	0	5,52,90,242	0		0	5,52,90,242		No. of Votes - in No. of Votes -		>	·			the Company	
449	449	0	0	449	0	, 0		0	0	0	0		0	0	against (5)								
99.9992	98.4143	0.0000	100,0000		0.0000	0.0000		0.0000	0.0000	100.0000	0.0000		0.0000	100.0000	(6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	polled	favour on votes	% of Votes in					
0.0008	1.5857	0,0000	0.0000					0.0000	0.0000		0.0000		0.0000	0.0000	(7)=[(5)/(2)]*1.00	polled	against on votes	% of Votes					

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Practising Company Secretary
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Resolution required: (Ordinary/ Special)	SPECIAL - Appoint	SPECIAL - Appointment of Mr. Bharath Ram Raman Sesha as a Managing Director of the Company	h Ram Raman Sesh	a as a Managing Di	rector of the Comp	any		
Whether promoter/ promoter group are								
interested in the agenda/resolution?	NO							
				% of Votes Polled	-		% of Votes in	% of Votes
Category				on outstanding			favour on votes	against on votes
		No. of shares	No. of votes	shares	No. of Votes – in No. of Votes –	-		polled
	Mode of Voting	held (1)		(3)=[(2)/(1)]* 100 favour (4)	favour (4))/(2)]*100	(7)=[(5)/(2)]*100
A STATE OF THE STA	E-Voting	-	5,52,90,242	100.0000	5,52,90,242	0	1.00.0000	0.0000
	Poll	E E2 00 2/2	0	0.0000	0	0	0,0000	0.0000
Promoter and Promoter Group	Postal Ballot (if	3,32,30,242						
	applicable)		0	0.0000	0	0	0.0000	
	Total		5,52,90,242	100.0000	5,52,90,242	0	1	
	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	11 223	0	0.0000	0	. 0	0.0000	0.0000
Alighe Histianous	Postal Ballot (if	11,002						
	applicable)		0	0.0000	0	, 0	0.0000	0.0000
The second secon	Total		0	0	0	0	0.0000	
the state of the s	E-Voting		12,292	0.5548	11,843	449	96.3472	3.6527
	Poll	77 15 660	16,024	0.7232	16,024	0	100.0000	0.0000
Public- Non institutions	Postal Ballot (if	72,13,000		4				
	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		28,316	1.278	27,867	449	98,4143	1.5857
	Total	5,75,17,242	5,53,18,558	96.1773	5,53,18,109	449	99.9992	0.0008

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Practising Company Secretary
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Resolution No.	9							
Resolution required: (Ordinary/ Special)	ORDINARY - Appro	val of Remuneratio	ORDINARY - Approval of Remuneration of Cost Auditors of the Company	of the Company				
Whether promoter/ promoter group are								
interested in the agenda/resolution?	NO							
				% of Votes Polled	د		% of Votes in	% of Votes
Category				on outstanding				against on votes
		No. of shares	No. of votes		No. of Votes - in No. of Votes -	•	polled	polled
	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)	favour (4)	against (5)	(6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	(7)=[(5)/(2)]*100
Light agreement to the light of	E-Voting		5,52,90,242	100.0000	5,52,90,242	0	100.0000	0.0000
	Poll	E 10 00 747	0	0.0000	0	. 0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if	2,26,30,42			;	,		
	applicable)		0	0.0000	0	0	0.0000	0.0000
e de la companya de l	Total		5,52,90,242	100.0000	5,52,90,242	0	100.0000	
to minute. The second	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	11 222	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if	11,44			ò	3		
	applicable)		0	0.0000	0	0	0.0000	
The state of the s	Total		0	0	0	0	0.0000	0.0000
- The state of the	E-Voting		12,292	0.5548	11,846	446		3.6283
	Poll	12 15 660	16,024	0.7232	16,024	0	100.0000	0.0000
Public- Non institutions	Postal Ballot (if	22,13,000		*				
	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		28,316	1.278	27,870	446	98.4249	1.5751
	Total	5,75,17,242	5,53,18,558	96.1773	5,53,18,112	446	99.9992	0.0008
	-							

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