

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

**"MATRI ASHIS"**  
**10, Kumar Para Lane,**  
**Ganges Side, ALAMBAZAR**  
**Kolkata-700035.**  
**(Near Alambazar Govt. Quarters)**  
**Mobile: 9830040243 / 9137811499**  
**e-mail: asimsecy@gmail.com**

**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**

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

**The 94<sup>th</sup> 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 94<sup>th</sup> 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 94<sup>th</sup> 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 94<sup>th</sup> AGM of the Company was conducted through VC / OAVM on Friday, September 27, 2024.

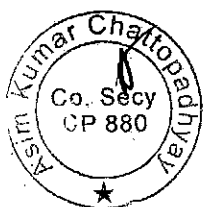
In accordance with the said circulars, the 94<sup>th</sup> AGM of the Company was conducted through VC / OAVM. **KFin Technologies Limited** provided facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM and is also available on the website of the Company at [www.philips.co.in](http://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 94<sup>th</sup> Annual General Meeting of the company on the E-Voting platform provided by **KFin Technologies Ltd.**

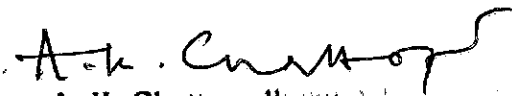
As required in the Rules, I unblocked the Remote E-Voting as well as E-Voting at the AGM platform provided by **KFin Technologies Ltd.** on September 27, 2024 after the completion of the AGM **12.08 p.m.** in the presence of Two Witnesses as signed below



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.

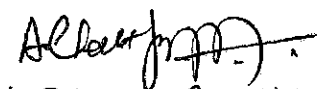
My responsibility as scrutinizer for the remote e-voting and the voting conducted through e-voting at the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

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 CHATTOPADHYAY  
DL.NO. WB162013165346

**2. Witness:**


  
PAN: AMTPM7588E

PHILIPS INDIA LIMITED			
Date of the AGM	27-09-2024		
Total number of shareholders on record date	24938		
No. of shareholders present in the meeting either in person or through proxy:			
Promoters and Promoter Group:	9		
Public:	30		
No. of Shareholders attended the meeting through Video Conferencing			
Promoters and Promoter Group:	Not Applicable		
Public:	Not Applicable		


Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of the Standalone Audited Financial Statements 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	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)	5,52,90,242	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		
Public- Institutions	E-Voting			0	0.0000	0	0	0.0000		
	Poll			0	0.0000	0	0	0.0000		
	Postal Ballot (if applicable)	11,332		0	0.0000	0	0	0.0000		
	Total			0	0	0	0	0.0000		
Public- Non Institutions	E-Voting			12,287	0.5546	11,901	386	96.8584	3.1415	
	Poll			16,024	0.7232	16,024	0	100.0000	0.0000	
	Postal Ballot (if applicable)	22,15,668		0	0.0000	0	0	0.0000	0.0000	
	Total			28,311	1.2778	27,925	386	98.6366	1.3633	
	Total		5,75,17,242	5,53,18,553	96.1773	5,53,18,167	386	99.9993	0.0007	

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

Resolution No.	2	ORDINARY Appointment of Mr. Dev Kumar Tripathy as Director						
Resolution required: (Ordinary/ Special)								
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	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
	Total		5,52,90,242	100.0000	5,52,90,242	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	11,332	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		12,292	0.5548	11,843	449	96.3472	3.6527
	Poll	22,15,668	16,024	0.7232	16,024	0	100.0000	0.0000
	Postal Ballot (if 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


  
 A. K. Chatopadhyay  
 Practising Company Secretary,  
 FCS - 2303 : CP - 880  
 RA - 792 / 2020

Resolution No.	3	SPECIAL - Appointment of Mr. Dev Kumar Tripathy as whole-Time Director of the Company						
Resolution required: (Ordinary/ Special)	SPECIAL	Appointment of Mr. Dev Kumar Tripathy as whole-Time Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category								
Promoter and Promoter Group	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
	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
Public- Institutions	Total	5,52,90,242	5,52,90,242	100.0000	5,52,90,242	0	100.0000	0.0000
	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
Public- Non Institutions	Total	22,15,668	22,15,668	0.0000	0	0	0.0000	0.0000
	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total	5,75,17,242	5,53,18,558	96.1773	5,53,18,109	449	99.9992	0.0008
	E-Voting							
	Poll							
	Postal Ballot (if applicable)							

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

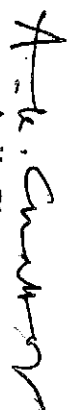


Resolution No.	5	ORDINARY - Appointment of Mr. Harish Chawla as a Director						
Resolution required: (Ordinary/ Special)								
Whether promoter/ promoter group are interested in the agenda/ resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled 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	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)	5,52,90,242	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
	Poll		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	11,332	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		12,292	0.5548	11,843	449	96.3472	3.6527
Public- Non Institutions	Poll	22,15,668	16,024	0.7232	16,024	0	100.0000	0.0000
	Postal Ballot (if 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


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




Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Harish Chawla as a Whole-Time 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	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		
	Total		5,52,90,242	100.0000	5,52,90,242	0	100.0000	0.0000		
Public- Institutions	E-Voting	11,332	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	0.0000	0	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	22,15,668	12,292	0.5548	11,843	449	96.3472	3.6527		
	Poll		16,024	0.7232	16,024	0	100.0000	0.0000		
	Postal Ballot (if 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		

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

Resolution No.	7	ORDINARY - Appointment of Mr. Bharath Ram Raman Sesha as a Director of the Company							
Resolution required: (Ordinary/ Special)	ORDINARY	Appointment of Mr. Bharath Ram Raman Sesha as a 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		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	
	Total		5,52,90,242	100.0000	5,52,90,242	0	100.0000	0.0000	
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	
	Poll	11,332	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		12,292	0.5548	11,843	449	96.3472	3.6527	
	Poll	22,15,668	16,024	0.7232	16,024	0	100.0000	0.0000	
	Postal Ballot (if 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	

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

Resolution No.	8	SPECIAL - Appointment of Mr. Bharath Ram Raman Sesha as a Managing Director of the Company						
Resolution required: (Ordinary/ Special)	SPECIAL	Appointment of Mr. Bharath Ram Raman Sesha as a 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	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
Public- Institutions	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
	Poll		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if 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
	Poll	22,15,668	16,024	0.7232	16,024	0	100.0000	0.0000
	Postal Ballot (if 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

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

Resolution No.	9	ORDINARY - Approval of Remuneration of Cost Auditors of the Company						
Resolution required: (Ordinary/ Special)								
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	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)	5,52,90,242	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
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	11,332	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		12,292	0.5548	11,846	446	96.3716	3.6283
	Poll	22,15,668	16,024	0.7232	16,024	0	100.0000	0.0000
	Postal Ballot (if 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. Chatto*

A. K. Chatto  
Practising Company Secretary  
FCS - 2303, CP - 880  
PB - 792 / 2020