

**SCRUTINIZER'S REPORT**

Report to the Chairman of the Board of Directors of Philips India Limited (CIN: U31902WB1930PLC006663), a company incorporated under The Indian Companies Act, 1913 and having its Registered Office at 7, Justice Chandra Madhab Road, Kolkata – 700 020 (hereinafter referred to as “ the Company “ ) on the E-Voting conducted by the Company to Pass the items on the Agenda as contained in the Notice dated 25<sup>th</sup> July, 2016 .

1. In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(ix) of the (Companies Management & Administration) Rules, 2014, I have been appointed as Scrutinizer by the Company at their Meeting of the Board of Directors held on 25<sup>th</sup> July, 2016 to the E-Voting process for passing the items on the Agenda as contained in the Notice dated 25<sup>th</sup> July, 2016.
2. 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 22<sup>nd</sup> September, 2016 , the Cut-off date for the purpose of E-Voting , the company had completed duly dispatch of the Notice of E-Voting.
3. In terms of the aforesaid Notice , E-Voting was opened for three days from 26<sup>th</sup> September, 2016 (from 09.00 A.M.) to 28<sup>th</sup> September, 2016 (till 05.00 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 Resolutions as the case may be in the Notice of the 86<sup>th</sup> Annual General Meeting of the company on the E-Voting platform provided by **National Securities Depository Limited ( NSDL )**.
4. As required in the Rules, I unblocked the E-Voting on the platform provided by NSDL on 29<sup>th</sup> September, 2016 after the completion of the AGM ( 11.30am) in the presence of Two Witnesses as signed below

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5. Based on the results made available to me, 10 Members have cast their votes on the E-Voting platform and 53 Members by ballot in the AGM, I submit herewith Annexure I as prescribed by SEBI.

*Tarak Nath Chakrabarty*

1. Witness: TARAK NATH CHAKRABARTY.

FLI NO - 0304871

PAN NO - AGSPC7468C

2. Witness:

*Anshu*  
LF. NO: 2801160  
PAN: ANFPM3848L

*A. K. Chattopadhyay*

A. K. Chattopadhyay  
Company Secretary  
C. P. No. 880 (Whole Time)  
FCS - 2303

**DR. ASIM KUMAR CHATTOPADHYAY**

**Practising Company Secretary**

**FCS 2303 CP 880**

Place: Kolkata

Dated : 29<sup>th</sup> September, 2016

**PHILLIPS INDIA LIMITED**  
**Regd. Office : 7, Justice Chandra Madhab Road**  
**Kolkata-700 020**

Annexure I

Format for Voting Results

Date of the AGM	29th September, 2016	
Total number of shareholders on record date / Cut off date (22/09/2016)	37196	
No. of shareholders present in the meeting either in person or through proxy	262	
Promoters and Promoter Group:	8	
Public:	254	
No. of Shareholders attended the meeting through Video Conferencing	N.A.	
Promoters and Promoter Group:	N.A.	
Public	N.A.	

*Agenda-wise disclosure to be disclosed separately for each agenda item.*

Resolution required: (Ordinary) No. 1	<i>To receive, consider and adopt the standalone and consolidated Financial Statements of the Company for the financial year</i>							
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	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	55290182	55290182	100	55290182	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	55290182	55290182	100	55290182	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non - Institutions	E-Voting	95022	95022	100	12867	82155	13.54	86.46
	Poll ( Ballot in AGM)	483	483	100	483	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	95505	95505	100	13350	82155	13.98	86.02
Total		55385687	55385687	100	55303532	82155	99.85	0.15



Resolution required: (Ordinary) No.2		To declare dividend for the financial year ended March 31, 2016						
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	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	55290182	55290182	100	55290182	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	55290182	55290182	100	55290182	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non - Institutions	E-Voting	95022	95022	100	12872	82150	13.54	86.46
	Poll ( Ballot in AGM)	483	483	100	483	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	95505	95505	100	13355	82150	19.98	86.02
	Total	55385687	55385687	100	55303537	82150	99.85	0.15



Resolution required: (Ordinary) No.3	To appoint a Director in place of Mr. Hariharan Madhavon (DIN 07217072), 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	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	55290182	55290182	100	55290182	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	55290182	55290182	100	55290182	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non - Institutions	E-Voting	95022	95022	100	12867	82155	13.54	86.46
	Poll ( Ballot in AGM)	483	483	100	483	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	95505	95505	100	13350	82155	13.98	86.02
Total		55385687	55385687	100	55303532	82155	99.85	0.15



Resolution required: (Ordinary) No.4	To appoint M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration Number 301003E /E300005) as Statutory Auditors of the Company and fix their remuneration
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	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	55290182	55290182	100	55290182	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	55290182	55290182	100	55290182	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non - Institutions	E-Voting	95022	95022	100	12867	82155	13.54	86.46
	Poll ( Ballot in AGM)	483	483	100	483	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	95505	95505	100	13350	82155	13.97	86.03
Total		55385687	55385687	100	55303532	82155	99.85	0.015





Resolution required: (Ordinary) No. 5		APPOINTMENT OF MR. V. RAJA (DIN 00669376) AS A DIRECTOR						
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	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	55290182	55290182	100	55290182	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	55290182	55290182	0	55290182	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non - Institutions	E-Voting	95022	95022	100	12867	82155	13.54	86.46
	Poll ( Ballot in AGM)	483	483	100	483	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	95505	95505	100	13350	82155	13.98	86.02
	Total	55385687	55385687	0	55303532	82155	0	0



Resolution required: (Special) No. 6  
 Whether promoter/ promoter group are interested in the agenda/resolution? **NO**

APPOINTMENT OF MR. V. RAJA (DIN 00669376) AS VICE-CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

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	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	55290182	55290182	100	55290182	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	55290182	55290182	100	55290182	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non - Institutions	E-Voting	95022	95022	100	12867	82155	13.54	86.46
	Poll ( Ballot in AGM)	483	483	100	483	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	95505	95505	100	13350	82155	13.98	86.02
Total		55385687	55385687	100	55303532	82155	99.85	0.15





Resolution required: (Ordinary) No. 7		APPOINTMENT OF MS. GEETU GIDWANI VERMA (DIN 00696047) AS A DIRECTOR						
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	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	55290182	55290182	100	55290182	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	55290182	55290182	100	55290182	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non - Institutions	E-Voting	95022	95022	100	12867	82155	13.54	86.45
	Poll ( Ballot in AGM)	483	483	100	481	2	99.59	0.41
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	95505	95505	100	13348	82157	13.98	86.02
Total		55385687	55385687	100	55303530	82157	99.85	0.15



Resolution required: (Special) No. 8		REVISION IN REMUNERATION OF MR. RAJIV MATHUR						
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	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	55290182	55290182	100	55290182	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	55290182	55290182	100	55290182	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non - Institutions	E-Voting	95022	95022	100	12867	82155	13.54	86.46
	Poll ( Ballot in AGM)	483	483	100	483	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	95505	95505	100	13350	82155	13.97	86.03
	Total	55385687	55385687	100	55303532	82155	99.85	0.15



Resolution required: (Special) No. 9	<b>REVISION IN REMUNERATION OF MR. HARIHARAN MADHAVAN</b>						
Whether promoter/ promoter group are interested in the agenda/resolution? <b>NO</b>							

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	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	55290182	55290182	100	55290182	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	55290182	55290182	100	55290182	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non - Institutions	E-Voting	95022	95022	100	12867	82155	13.54	86.46
	Poll ( Ballot in AGM)	483	483	100	483	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	95505	95505	100	13350	82155	13.97	86.03
Total		55385687	55385687	100	55303532	82155	99.85	0.15



## Special Business

Resolution required: (Ordinary) No. 1C

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	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	55290182	55290182	100	55290182	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	55290182	55290182	100	55290182	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll ( Ballot in AGM)	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non - Institutions	E-Voting	95022	95022	100	12867	82155	13.54	86.46
	Poll ( Ballot in AGM)	483	483	100	483	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	95505	95505	100	13350	82155	13.97	86.03
Total		55385687	55385687	100	55303532	82155	99.85	0.15



*A.K. Chattopadhyay*  
A. K. Chattopadhyay  
Company Secretary  
C. P. No. 880 (Whole Time)  
FCS - 2303

- 29/09/2016

FORM NO. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

The Chairman  
PHILIPS INDIA LIMITED  
Regd. Office : 7, Justice Chandra Madhab Road,  
Kolkata-700 020.

Re: 86<sup>th</sup> Annual General Meeting of the **Equity Shareholders of PHILIPS INDIA LIMITED on 29<sup>th</sup> September 2016.**

Sir,

I, Dr. Asim Kumar Chattopadhyay, Practising Company Secretary has been appointed as Scrutinizer for the purpose of the Remote E- Voting as well as Ballot Voting in the AGM for the below mentioned Resolutions at the meeting of the Equity Shareholders of PHILIPS INDIA LIMITED on 29<sup>th</sup> September 2016. My Report is given below:

After the closing of the ballot voting , the locked ballot box was subsequently opened in my present. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies as the case may be lodged with the Company.

The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.

The result of the Ballot Voting in the **AGM** is as under :

Resolutions	Number of members present and voting (in person or by proxy)	Number of valid votes cast by them	No of valid votes cast in favour of the Resolution	% of valid votes cast in favour of the Resolution	No of valid votes cast against the Resolution	% of valid votes cast against the Resolution	Number of invalid votes
Resolution required: (Ordinary) No. 1  To receive, consider and adopt the standalone and consolidated Financial Statements of the Company for the financial year ended March 31, 2016,	53	55290665	55290665	100.00	0	0.00	247
Resolution required: (Ordinary) No.2  To declare dividend for the financial year ended March 31, 2016	53	55290665	55290665	100.00	0	0.00	247





Resolution required: (Ordinary) No.3  To appoint a Director in place of Mr. Hariharan Madhavan (DIN 07217072), who retires by rotation and being eligible, offers himself for re-appointment	53	55290665	55290665	100.00	0	0.00	247
Resolution required: (Ordinary) No.4  To appoint M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration Number 301003E /E300005) as Statutory Auditors of the Company and fix their remuneration	53	55290665	55290665	100.00	0	0.00	247
<b>SPECIAL BUSINESS:</b>  Resolution required: (Ordinary) No. 5  APPOINTMENT OF MR. V. RAJA (DIN 00669376) AS A DIRECTOR	53	55290665	55290665	100.00	0	0.00	247
Resolution required: (Special) No. 6  APPOINTMENT OF MR. V. RAJA (DIN 00669376) AS VICE-CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY	53	55290665	55290665	100.00	0	0.00	247
Resolution required: (Ordinary) No. 7  APPOINTMENT OF MS. GEETU GIDWANI VERMA (DIN 00696047) AS A DIRECTOR	53	55290665	55290663	99.99	2	00.01	247
Resolution required: (Special) No. 8  REVISION IN REMUNERATION OF MR. RAJIV MATHUR	53	55290665	55290665	100.00	0	0.00	247
Resolution required: (Special) No. 9  REVISION IN REMUNERATION OF MR. HARIHARAN MADHAVAN	53	55290665	55290665	100.00	0	0.00	247
Resolution required: (Ordinary) No. 10  APPROVAL OF REMUNERATION OF COST AUDITORS	53	55290665	55290665	100.0	0	0.00	247



The ballot papers and all other relevant records were handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



A. K. Chattopadhyay  
Company Secretary  
C. P. No. 880 (Whole Time)  
FCS - 2303

**Dr. Asim Kumar Chattopadhyay**  
**Practising Company Secretary**  
**FCS - 2303, CP - 880**  
Place: Kolkata  
Dated : 29<sup>th</sup> September, 2016