DR. ASIM KUMAR CHATTOPADHYAY

M. COM., Ph.D. (Appl.Eco.), LL.B., F.C.M.A., F.C.S., D.Litt.

ANANYA COMPLEX

3rd Floor, 209, B.T. Road, Kolkata-700036.

(Adjacent to Ananya Cinema)

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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 dated25th July, 2016.

- In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015and 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 on25th July, 2016 to the E-Voting process for passing the items on the Agenda as contained in the Notice dated 25th 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 22nd 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 26th September,2016(from 09.00 A.M.) to 28thSeptember,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 86th 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 29th September,2016 after the completion of the AGM (11.30am) in the presence of Two Witnesses as signed below



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.

> Parau Nels Chaptelas . 1. Witness: TARAY NATH CHAKRABARTY.

> > FalioNO - 0304871 PANNO- AGSPC 7468C

2. Witness: PAN : ANF PM 3848L

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

Ate. Chang

FCS - 2303

DR. ASIM KUMAR CHATTOPADHYAY **Practising Company Secretary** FCS 2303 CP 880

Place: Kolkata

Dated: 29th September, 2016



PHILIPS INDIA LIMITED

Regd. Office: 7, Justice Chandra Madhab Road Kolkata-700 020

Format for Voting Results

Annexure I

Promoters and Promoter Group: No. of Shareholders attended the meeting through Video Conferencing Total number of shareholders on record date / Cut off date (22/09/2016)

No. of shareholders present in the meeting either in person or through proxy **Promoters and Promoter Group:** Date of the AGM 29th September, 2016 37196 262 N N 254

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

Resolution required: (Ordinary) No. 1	To receive, consider and adopt the standalone and consolidated Financial Statements of the Company for
	the financial year
Whether promoter/ promoter group are interested in	
the agenda/resolution? NO	

90	/																	
Total			Institutions	Non -	Public-			Institutions	Public-	Group	Promoter	and	Promoter					Category
		Total	Postal Ballot (if applicable)	Poll (Ballot in AGM)	E-Voting	Total	Postal Ballot (if applicable)	Poll (Ballot in AGM)	E-Voting	Total	Postal Ballot (if applicable)	Poll (Ballot in AGM)	E-Voting					Mode of Voting
55385687		95505	0	483	95022	0	0	0	0	55290182	0	55290182	. 0		Ļ	held	shares	No. of
55385687		95505	0	483	95022	0	0	0	0	55290182	0	55290182	0		-2	polled	votes	No. of
100		100	0	100	100	0	0	0	0	100	0	100	0	(3)=[(2)/(1)]* 100	shares	outstanding	Polled on	% of Votes
55303532		13350	0	483	12867	0	0	0	0	55290182	0	55290182	0		-4	in favour	Votes -	No. of
82155		82155	0	0	82155	0	0	0	0	0	ō	0	0		ψ	against	Votes -	No. of
99.85		13.98	0	100	13.54	0	0	0	0	100	0	100	0		(6)=[(4)/(2)]*100	polled	favour on votes	% of Votes in
0.15		86.02	0	0	86.46	0	0	0	0	0	0	0	0			(7)=[(5)/(2)]*100	on votes polled	% of Votes against



Public- Institutions Public- Public- Postal Ballot (if applicable) Total Public- Public- Public- Public- Public- Postal Ballot (if applicable) Total Postal Ballot (if applicable) Total	Itions	rtions	tions	tions	tions	tions	tions					Promoter Postal Ballot (if applicable)	and Poll (Ballot in AGM)	Promoter E-Voting					Category Mode of Voting	the agenda/resolution / NO	mo	Resolution required: (Ordinary) No.2	
able)	able)	able)	able)	able)	able)	able)			_	_		able)		_				-	ਲ 		ested ir		
95022 483 0 95505	95022 483 0	95022 483	95022			0	0	0	0		55290182	0	55290182	0		Ļ	held	shares	No. of				
95505		0	483	95022		0	0	0	0		55290182	0	55290182	0		-2	polied	votes	No. of				
	100	0	100	100		0	0	0	0		100	0	100	0	(3)=[(2)/(1)]* 100	shares	outstanding	Polled on	% of Votes			To declare dividend j	
	13355	0	483	12872		0	0	0	0		55290182	0	55290182	0		-4	in favour	Votes -	No. of			To declare dividend for the financial year ended March 31, 2016	
	82150	0	0	82150		0	0	0	0		0	0	0	0		٠,	against	Votes -	No. of			ded March 31, 2016	
	19.98	0	100	· 1		0	0	0	0		100	0	100	0		(6)=[(4)/(2)]*100	polled	favour on votes	% of Votes in				
	86.02	0	0	86.46		0	0	0	0		0	0	0	0			(7)=[(5)/(2)]*100	on votes polled	% of Votes against				



Resolution required: (Ordinary) No.3	Ordinary) No.3			To appoint a Directo being eligible, offers	To appoint a Director in place of Mr. Hariharan Madhavan (DIN 07217072), who retires by rotation and being eligible, offers himself for re-appointment	ran Madhavan (DIN C nent	17217072), who reti
Whether promoter/ pro the agenda/resolution?	Whether promoter/ promoter group are interested in the agenda/resolution? NO		2.0				
Category	Mode of Voting	No. of	No. of	% of Votes	No. of	No. of	% of Votes in
	(shares	votes	Polled on	Votes -	Votes -	favour on votes
		held	polled	outstanding	in favour	against	polled
		<u>.</u>	-2	shares	-4	'n	(6)=[(4)/(2)]*100
		GI CI		(3)=[(2)/(1)]* 100			
Promoter	E-Voting	0	0	0	0		0
and	Poll (Ballot in AGM)	55290182	55290182	100	55290182		100
Promoter	Postal Ballot (if applicable)	0	0	0	0		0
Group	Total	55290182	55290182	100	55290182		0 100
Public-	E-Voting	0	0	0	0	0	0
Institutions	Poll (Ballot in AGM)	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0
	Total	0	0	0	0		0
Public-	E-Voting	95022	95022	100	12867	82155	13.54
Non -	Poll (Ballot in AGM)	483	483	100	483)	0 100
Institutions	Postal Ballot (if applicable)	0	0	0	0		0
	Total	95505	95505	100	13350	82155	13.98
Total		55385687	55385687	100	55303532	82155	99.85



Resolution required: (Ordinary) No.4	Ordinary) No.4			To appoint M/s S.R. Batliboi /E300005) as Statutory Audii		& Co. LLP, Chartered Accountants (Firm Registration Number 301003E ors of the Company and fix their remuneration	irm Registration Nui uneration
Whether promoter/ pro the agenda/resolution?	Whether promoter/ promoter group are interested in the agenda/resolution? NO						
			- Commercial				
Category	Mode of Voting	No. of	No. of	% of Votes	No. of	No. of	% of Votes in
		shares	votes	Polled on	Votes -	Votes -	favour on votes
		held	polled	outstanding	in favour	against	polled
		4	-2	shares	4	ů	(6)=[(4)/(2)]*100
				(3)=[(2)/(1)]* 100			
Promoter	E-Voting	0	0	0	0	0	0
and	Poll (Ballot in AGM)	55290182	55290182	100	55290182	0	100
Promoter	Postal Ballot (if applicable)	0	0	0	0	0	0
Group	Total	55290182	55290182	100	55290182	0	100
Public-	E-Voting	0	0	0	0	0	0
Institutions	Poll (Ballot in AGM)	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0
	Total	0	0	0	0	0	0
Public-	E-Voting	95022	95022	100	12867	82155	13.54
Non -	Poll (Ballot in AGM)	483	483	100	483	0	100
Institutions	Postal Ballot (if applicable)	0	0	0	0	0	0
	Total	95505	95505	100	13350	82155	13.97
							Part I I
Total		55385687	55385687	100	55303532	82155	99.85



Whether promoter/ promoter group the agenda/resolution? NO	Whether promoter/ promoter group are interested ir the agenda/resolution? NO			ATT CINE WIEW CT	AFFOININIENI OFINIK. V. RAJA (DIN DOGOSJA) AS A DIRECTOR			
	1							
Category	Mode of Voting	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes against
		shares held	votes	Polled on outstanding	Votes – in favour	Votes – against	favour on votes	on votes polled (7)=[(5)/(2)]*100
		<u>.</u>	-2	shares	4	'n	(6)=[(4)/(2)]*100	
				(3)=[(2)/(1)]* 100				
Promoter	E-Voting	0	0	0	0	0	0	0
and	Poll (Ballot in AGM)	55290182	55290182	100	55290182		100	0
Promoter	Postal Ballot (if applicable)	0	0	0	0	0	0	0
Group	Total	55290182	55290182	0	55290182	0	0	0
Public-	E-Voting	0	0	0	0	0	0	0
Institutions	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	
Public-	E-Voting	95022	95022	100	12867	82155	13.54	86.46
Non -	Poll (Ballot in AGM)	483	483	100	483	0	100	0
Institutions	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



the agenda/resolution? Whether promoter/ promoter group are interested ir

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

Institutions Promoter Institutions Promoter Category E-Voting Total Postal Ballot (if applicable) Postal Ballot (if applicable) Poll (Ballot in AGM) Total Poll (Ballot in AGM) Poll (Ballot in AGM) Total E-Voting Postal Ballot (if applicable) E-Voting **Mode of Voting** No. of shares held 55290182 55290182 55385687 95505 95022 483 polled -2 votes No. of 55290182 55385687 55290182 95022 95505 483 (3)=[(2)/(1)]*100outstanding % of Votes Polled on shares 100 100 8 8 9 100 in favour Votes -No. of 55303532 55290182 55290182 13350 12867 483 against -5 Votes -No. of 82155 82155 82155 (6)=[(4)/(2)]*100 favour on votes % of Votes in 99.85 13.54 13.98 100 100 100 0 % of Votes against (7)=[(5)/(2)]*100on votes polled 86.02 86.46 0.15



Total

Public-

Non -

Group

and

Public-

the agenda/resolution?

APPOINTMENT OF MS. GEETU GIDWANI VERMA (DIN 00696047) AS A DIRECTOR

Total Group Public-Public-Non -Institutions and Promoter Institutions Promoter Category Total Postal Ballot (if applicable) Poll (Ballot in AGM) Total Postal Ballot (if applicable) Poll (Ballot in AGM) Total Postal Ballot (if applicable) E-Voting Poll (Ballot in AGM) E-Voting E-Voting **Mode of Voting** No. of shares held 55385687 55290182 55290182 95505 95022 483 polled -2 votes No. of 55290182 55290182 55385687 95505 95022 483 (3)=[(2)/(1)]* 100 outstanding % of Votes Polled on shares 100 8 100 100 100 9 0 in favour Votes -No. of 55303530 55290182 55290182 13348 12867 481 against -5 Votes -No. of 82157 82157 82155 (6)=[(4)/(2)]*100 favour on votes % of Votes in 99.85 99.59 13.98 13.54 100 100 % of Votes against (7)=[(5)/(2)]*100on votes polled 86.02 86.45 0.15 0.41



Resolution required: (Special) No. 8	REVISION
	Ļ
the agenda/resolution? NO	

No. of Votes – against -5	E-Voting	E-Voting E-Voting	E-Voting Postal Ballot (if applicable) E-Voting E-	E-Voting Postal Ballot (if applicable) E-Voting E-	E-Voting	E-Voting E-Voting	E-Voting 6 tions Poll (Ballot in AGM) 0 0 0 0 Postal Ballot (if applicable) 0 0 0 0 0 Total 0 0 0 0 0 0 E-Voting 95022 95022 100 12867 Poll (Ballot in AGM) 483 483 100 483 Postal Ballot (if applicable) 0 0 0 0 Total 95505 100 13350	lot in AGM) 0 0 0 0 Illot (if applicable) 0 0 0 0 lot in AGM) 483 483 100 483 llot (if applicable) 95505 95505 100 13350	E-Voting E-Voting
		1.1	12	12	14				
favour on votes in favour on votes polled (6)=[(4)/(2)]*100									





olution required: (Special) No. 9	REVISION IN REMUNERATION OF MR. HARIHARAN MADHAVAN
ether promoter/ promoter group are interested ir	
agenda/resolution? NO	

0.15	99.85	82155	55303532	100	55385687	55385687		Total
86.03	13.97	82155	13350	100	95505	95505	Total	
0	0	0	0	0	0	0	Postal Ballot (if applicable)	Institutions
0	100	0	483	100	483	483	Poll (Ballot in AGM)	Non -
86.46	13.54	82155	12867	100	95022	95022	E-Voting	Public-
0	0	0	0	0	0	0	Total	
0	0	0	0	0	0	0	Postal Ballot (if applicable)	
0	0	0	0	0	0	0	Poll (Ballot in AGM)	Institutions
0	0	0	0	0	0	0	E-Voting	Public-
		•						
0	100	0	55290182	100	55290182	55290182	Total	Group
0	0	0	0	0	0	0	Postal Ballot (if applicable)	Promoter
0	100	0	55290182	100	55290182	55290182	Poll (Ballot in AGM)	and
0	0	0	0	0	0	0	E-Voting	Promoter
	(6)=[(4)/(2)]*100	ம்	4	shares (3)=[(2)/(1)]* 100	-2	هـــُــر		
(7)=[(5)/(2)]*100	polled	against	in favour	outstanding	polled	held		
on votes polled	favour on votes	Votes -	Votes -	Polled on	votes	shares		
% of Votes against	% of Votes in	No. of	No. of	% of Votes	No. of	No. of	Mode of Voting	Category

Resolution required: (Ordinary) No. 10

Special Business

the agenda/resolution? NO Whether promoter/ promoter group are interested in

APPROVAL OF REMUNERATION OF COST AUDITORS

0.15	99.85	82155	55303532	100	55385687	55385687		Total
86.03	13.97	82155	13350	100	95505	95505	Total	
0	0	0	0	0	0	0	Postal Ballot (if applicable)	Institutions
0	100	0	483	100	483	483	Poll (Ballot in AGM)	Non -
86.46	13.54	82155	12867	100	95022	95022	E-Voting	Public-
0	0	0	0	0	0	0	Total	
0	0	0	0	0	0	0	Postal Ballot (if applicable)	
0	0	0	0	0	0	0	Poll (Ballot in AGM)	Institutions
0	0	0	0	0	0	0	E-Voting	Public-
0	100	0	55290182	100	55290182	55290182	Total	Group
0	0	0	0	0	0	0	Postal Ballot (if applicable)	Promoter
0	100	0	55290182	100	55290182	55290182	Poll (Ballot in AGM)	and
0	0	0	0	0		0	E-Voting	Promoter
				(3)=[(2)/(1)]* 100				
	(6)=[(4)/(2)]*100	ψ	4	shares	-2	<u>.</u> .		
(7)=[(5)/(2)]*100	polled	against	in favour	outstanding	polled	held		
on votes polled	favour on votes	Votes -	Votes -	Polled on	votes	shares		
% of Votes against	% of Votes in	No. of	No. of	% of Votes	No. of	No. of	Mode of Voting	Category

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

Sim Kumar Char

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-29/09/2016

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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: 86th Annual General Meeting of the **Equity Shareholders of** PHILIPS INDIA LIMITED on 29th 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 29th 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,	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-	53	55290665	55290665	100.00	0	0.00	247
appointment							
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
SPECIAL BUSINESS:							
Resolution required: (Ordinary) No. 5	53	55290665	55290665	100.00	0	0.00	247
APPOINTMENT OF MR. V. RAJA (DIN 00669376) AS A DIRECTOR							
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	53	55290665	55290665	100.00	0	0.00	247
MR. RAJIV MATHUR 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.le. Charron 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: 29th September, 2016