

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
9830544740
e-mail : asimsecy@gmail.com

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 3rd Floor, Tower A, DLF IT Park, 08 Block AF, Major Arterial Road, New Town (Rajarhat) ,Kolkata-700156,West-Bengal, India. (hereinafter referred to as "the Company") on the Remote E-Voting as well as Ballot Voting at AGM Venue conducted by the Company to Pass the items on the Agenda as contained in the Notice dated 7th August, 2018 .

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 Board of Directors of the Company at their meeting held on 7th August 2018 to the Remote E-Voting process and Ballot Voting at AGM Venue for passing the items on the Agenda as contained in the Notice dated 7th August 2018.
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 21st September, 2018 , the Cut-off date for the purpose of E-Voting , the company completed duly dispatch of the Notice of E-Voting.
3. In terms of the aforesaid Notice, Remote E-Voting was opened for three days from 25-09-2018 (9:00 a.m.) and end on 27-09-2018 (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 Resolutions in the Notice of the 88th Annual General Meeting of the company on the E-Voting platform provided by Karvy Computershare Private Limited.
4. As required in the Rules, I unblocked the Remote E-Voting on the platform provided Karvy Computershare Private Limited by on 28th September, 2018 after the completion of the AGM (1.45pm) in the presence of Two Witnesses as signed below

....2



5. Based on the results made available to me, 7 Members have cast their votes on the E-Voting platform and 37 Members by ballot in the AGM, I submit herewith Annexure I as prescribed by SEBI.

Tarak Nath Chakrabarty
1. Witness: *TARAK NATH CHAKRABARTY*
AGSPL-7468C, Date - 28/09/20

2. Witness:

Mehta
CBHARAT KUMAR MEHTA
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 : 28th September, 2018

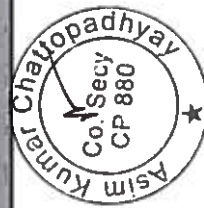
	PHILIPS INDIA LIMITED
Date of the AGM/EGM	28-09-2018
Total number of shareholders on record date	26834
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	8
Public:	304
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the standalone and consolidated Financial Statements of the Company for the financial year ended March 31, 2018, including the audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	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										
		Mode of Voting								
		E-Voting	42261428	76.4356	42261428	0	100.0000	0	100.0000	0.0000
		Poll	13028754	23.5643	13028754	0	100.0000	0	100.0000	0.0000
	55290242	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0	0.0000	0.0000
		Total	55290182	99.9999	55290182	0	100.0000	0	100.0000	0.0000
Public- Institutions										
		Mode of Voting								
		E-Voting	0	0.0000	00	0	0.0000	0	0.0000	0.0000
		Poll	0	0.0000	00	0	0.0000	0	0.0000	0.0000
	10716	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0	0.0000	0.0000
		Total	0	0.0000	00	0	0.0000	0	0.0000	0.0000
Public- Non Institutions										
		Mode of Voting								
		E-Voting	0	0.0000	00	0	0.0000	0	0.0000	0.0000
		Poll	109314	4.9323	422	108892	0.3860	108892	0.3860	99.6139
	2216284	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0	0.0000	0.0000
		Total	109314	4.9323	422	108892	0.3860	108892	0.3860	99.6140
		Total	55399496	96.3181	55290604	108892	99.8034	108892	99.8034	0.1966



Handwritten signature: Jayini

Resolution No.	2 ORDINARY - To declare dividend for the financial year ended March 31, 2018.									
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	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	42261428	76.4356	42261428	0	100.0000	0.0000			
	Poll	13028754	23.5643	13028754	0	100.0000	0.0000			
	Postal Ballot (if applicable)	55290242	0	0	0	0.0000	0.0000			
	Total	55290182	99.9999	55290182	0	100.0000	0.0000			
Public- Institutions	E-Voting	0	0.0000	0	0	0.0000	0.0000			
	Poll	0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)	10716	0	0	0	0.0000	0.0000			
	Total	0	0	0	0	0.0000	0.0000			
Public- Non Institutions	E-Voting	0	0.0000	0	0	0.0000	0.0000			
	Poll	109324	4.9328	432	108892	0.3951	99.6048			
	Postal Ballot (if applicable)	2216284	0	0	0	0.0000	0.0000			
	Total	109324	4.9328	432	108892	0.3952	99.6048			
	Total	57517442	96.3181	55290614	108892	99.8034	0.1966			



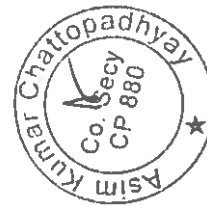
log in - after

Resolution No.	3										
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Rajiv Mathur (DIN 06931798), who retires by rotation and being eligible, offers himself for re-appointment.										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes										
Category	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	Mode of Voting	42261428	76.4356	42261428	0	100.0000	0.0000				
	E-Voting										
	Poll	13028754	23.5643	13028754	0	100.0000	0.0000				
	Postal Ballot (if applicable)	55290242									
Public- Institutions	Total	55290182	99.9999	55290182	0	100.0000	0.0000				
	E-Voting										
	Poll										
	Postal Ballot (if applicable)	10716									
Public- Non Institutions	Total										
	E-Voting										
	Poll	2216284	109324	4.9328	432	108892	0.3951				
	Postal Ballot (if applicable)										
Total		109324	4.9328	432	108892	0.3952	99.6048				
Total	57517242	55399506	96.3181	55290614	108892	99.8034	0.1965				



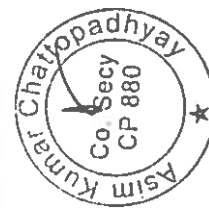
Rajiv

Resolution No.	ORDINARY - Appointment of Mr. Daniel Mazon (DIN 07954025) as a Director									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Daniel Mazon (DIN 07954025) as a Director									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	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	Mode of Voting	42261428	76.4356	42261428	0	100.0000	0.0000			
	E-Voting									
	Poll	13028754	23.5643	13028754	0	100.0000	0.0000			
	Postal Ballot (if applicable)	55290242								
Public- Institutions	Total	55290182	99.9999	55290182	0	100.0000	0.0000			
	E-Voting	0	0.0000	00	0	0.0000	0.0000			
	Poll	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	10716								
Public- Non Institutions	Total	0	0.0000	00	0	0.0000	0.0000			
	E-Voting	0	0	0	0	0.0000	0.0000			
	Poll	109324	4.9328	432	108892	0.3951	99.6048			
	Postal Ballot (if applicable)	2216284								
Total	57517242	55399506	96.3181	55290614	108892	99.8034	0.1966			



X *kgivi* → *alter*

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Daniel Mazon (DIN 07954025) as Vice- Chairman and Managing Director of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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		42261428	76.4356	42261428	0	100.0000	0.0000		
	Poll	55290242	13028754	23.5643	13028754	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		55290182	99.9999	55290182	0	100.0000	0.0000		
Public- Institutions	E-Voting		0	0.0000	00	0	0.0000	0.0000		
	Poll	10716	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		0	0	0	0	0.0000	0.0000		
Public- Non Institutions	E-Voting		0	0.0000	00	0	0.0000	0.0000		
	Poll		109324	4.9328	432	108892	0.3951	99.6048		
	Postal Ballot (if applicable)	2216284	0	0.0000	00	0	0.0000	0.0000		
	Total		109324	4.9328	432	108892	0.3952	99.6048		
	Total	57517242	55399506	96.3181	55290614	108892	99.8034	0.1966		



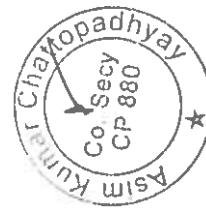
Asim

Resolution No. 6		ORDINARY - Appointment of MR. Sudeep Agrawal (DIN 08056132) as a Director.									
Resolution required: (Ordinary/ Special)		ORDINARY - Appointment of MR. Sudeep Agrawal (DIN 08056132) as a Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?		ORDINARY - Appointment of MR. Sudeep Agrawal (DIN 08056132) as a Director.									
Category	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	42261428	76.4356	42261428	0	100.0000	0.0000				
	Poll	13028754	23.5643	13028754	0	100.0000	0.0000				
	Postal Ballot (if applicable)	55290242									
	Total	55290182	99.9999	55290182	0	100.0000	0.0000				
Public- Institutions	E-Voting	0	0.0000	0	0	0.0000	0.0000				
	Poll	0	0.0000	0	0	0.0000	0.0000				
	Postal Ballot (if applicable)	10716		0	0	0.0000	0.0000				
	Total	0	0.0000	0	0	0.0000	0.0000				
Public- Non Institutions	E-Voting	0	0.0000	0	0	0.0000	0.0000				
	Poll	109324	4.9328	432	108892	0.3951	99.6048				
	Postal Ballot (if applicable)	2216284		0	0	0.0000	0.0000				
	Total	109324	4.9328	432	108892	0.3952	99.6048				
	Total	55399506	96.3181	55290614	108892	99.8034	0.1966				



lojivi - abh

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Sudeep Agrawal (DIN 08056132) as a Whole-Time Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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		42261428	76.4356	42261428	0	100.0000	0.0000		
	Poll	55290242	13028754	23.5643	13028754	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		55290182	99.9999	55290182	0	100.0000	0.0000		
Public- Institutions	E-Voting		0	0.0000	00	0	0.0000	0.0000		
	Poll	10716	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		0	0	0	0	0.0000	0.0000		
Public- Non Institutions	E-Voting		0	0.0000	00	0	0.0000	0.0000		
	Poll	2216284	109324	4.9328	432	108892	0.3951	99.6048		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		109324	4.9328	432	108892	0.3952	99.6048		
	Total	57517242	55399506	96.3181	55290614	108892	99.8034	0.1966		



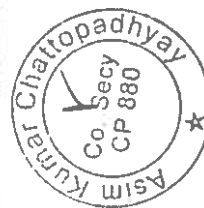
layw

Resolution No.	8 SPECIAL - Revision in remuneration of Mr. Rajiv Mathur (DIN 06931798).									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	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	Mode of Voting									
	E-Voting	42261428	42261428	76.4356	42261428	0	100.0000	0.0000		
	Poll	13028754	13028754	23.5643	13028754	0	100.0000	0.0000		
	Postal Ballot (if applicable)	55290242								
	Total		55290182	99.9999	55290182	0	100.0000	0.0000		
Public- Institutions	E-Voting		0	0.0000	00	0	0.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	10716	0	0.0000	00	0	0.0000	0.0000		
	Total		0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting		0	0.0000	00	0	0.0000	0.0000		
	Poll		109324	4.9328	432	108892	0.3951	99.6048		
	Postal Ballot (if applicable)	2216284	0	0.0000	00	0	0.0000	0.0000		
	Total		109324	4.9328	432	108892	0.3952	99.6048		
	Total	57517242	55399506	96.3181	55290614	108892	99.8036	0.1966		



Rajiv Mathur

Resolution No.	SPECIAL - Approval for the remuneration to be paid to the Non - Executive Directors.										
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for the remuneration to be paid to the Non - Executive Directors.										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes										
Category	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	42261428	76.4356	42261428	0	100.0000	0.0000				0.0000
	Poll	13028754	23.5643	13028754	0	100.0000	0.0000				0.0000
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000				0.0000
	Total	55290242	55290182	99.9999	55290182	0	100.0000	0.0000			
Public- Institutions	E-Voting	0	0.0000	00	0	0.0000	0.0000				0.0000
	Poll	0	0.0000	00	0	0.0000	0.0000				0.0000
	Postal Ballot (if applicable)	10716	0	00	0	0.0000	0.0000				0.0000
	Total	0	0	0	0	0.0000	0.0000				0.0000
Public- Non Institutions	E-Voting	0	0.0000	00	0	0.0000	0.0000				0.0000
	Poll	109324	4.9328	432	108892	0.3951	99.6048				99.6048
	Postal Ballot (if applicable)	2216284	0	00	0	0.0000	0.0000				0.0000
	Total	57517242	55399506	96.3181	55290614	108892	0.3952	99.6048			
Total	57517242	55399506	96.3181	55290614	108892	99.8034	0.1966				0.1966



Lajini → *enter*

Resolution No.	ORDINARY - Approval of remuneration of Cost Auditors.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	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	42261428	76.4356	42261428	0	100.0000	0.0000			
	Poll	13028754	23.5643	13028754	0	100.0000	0.0000			
	Postal Ballot (if applicable)	55290242								
	Total	55290182	99.9999	55290182	0	100.0000	0.0000			
Public- Institutions	E-Voting	0	0.0000	0	0	0.0000	0.0000			
	Poll	0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)	10716		0	0	0.0000	0.0000			
	Total	0	0.0000	0	0	0.0000	0.0000			
Public- Non Institutions	E-Voting	0	0.0000	0	0	0.0000	0.0000			
	Poll	109324	4.9328	432	108892	0.3951	99.6048			
	Postal Ballot (if applicable)	2216284		0	0	0.0000	0.0000			
	Total	109324	4.9328	432	108892	0.3952	99.6048			
	Total	57517242	96.3181	55290614	108892	99.8034	0.1966			

Agreed → alt

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

28/09/2018

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
3rd Floor, Tower A, DLF IT Park, 08 Block AF,
Major Arterial Road, Block – B,
New Town (Rajarhat),
Kolkata - 700156.

Re: 88th Annual General Meeting of the Equity Shareholders of PHILIPS INDIA LIMITED on September 28, 2018

Sir,

I, Dr. Asim Kumar Chattopadhyay, Practising Company Secretary has been appointed as Scrutinizers for the purpose of the Remote E- Voting as well as Ballot Voting in the AGM Venue for the below mentioned Resolutions at the meeting of the Equity Shareholders of PHILIPS INDIA LIMITED on 28th September 2018. 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, 2018, including the audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon.	37	13137219	13029176	99.18	108892	0.82	0
Resolution required: (Ordinary) No.2 To declare dividend for the financial year ended March 31, 2018.	37	13137229	13029186	99.18	108892	0.82	0




Asim

Resolution required: (Ordinary) No.3 To appoint a Director in place Mr Rajiv Mathur (DIN 06931798), who retires by rotation and being eligible, offers himself for re-appointment.	37	13137229	13029186	99.18	108892	0.82	0
SPECIAL BUSINESS:							
Resolution required: (Ordinary) No.4 Appointment of Mr. Daniel Mazon (DIN 07954025) as a Director	37	13137229	13029186	99.18	108892	0.82	0
Resolution required: (Special) No. 5 Appointment of Mr. Daniel Mazon (DIN 07954025) as Vice-Chairman and Managing Director of the Company	37	13137229	13029186	99.18	108892	0.82	0
Resolution required: (Ordinary) No. 6 Appointment of Mr. Sudeep Agarwal (DIN 08056132) as a Director	37	13137229	13029186	99.18	108892	0.82	0
Resolution required: (Special) No. 7 Appointment of Mr Sudeep Agarwal (DIN 08056132) as a Whole - Time - Director	37	13137229	13029186	99.18	108892	0.82	0
Resolution required: (Special) No. 8 Revision in Remuneration of Mr. Rajiv Mathur (DIN 06931798)	37	13137229	13029186	99.18	108892	0.82	0
Resolution required: (Special) No. 9 Approval for the Remuneration to be paid to the Non-Executive Directors	37	13137229	13029186	99.18	108892	0.82	0
Resolution required: (Ordinary) No. 10 Approval of Remuneration of Cost Auditors	37	13137229	13029186	99.18	108892	0.82	0

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 : 28th September 2018

Lojiv / atto -