

**DR. ASIM KUMAR CHATTOPADHYAY**

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### SCRUTINIZER'S REPORT

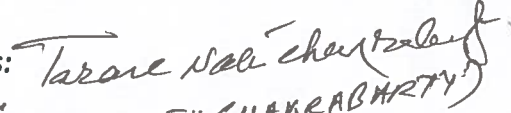
Report to the Chairman of the Board of Directors of **Philips India Limited** (CIN: U31902WB1930PLC006663), a company incorporated under The Indian Companies Act, 1913 and having its Registered Office at 3rd Floor, Tower A, DLF IT Park, 08 Block AF, Major Arterial Road, New Town (Rajarhat), Kolkata, West Bengal- 700156.. (hereinafter referred to as “the Company” ) on the E-Voting conducted by the Company to Pass the item on the Agenda as contained in the Notice dated 9<sup>th</sup> March, 2018 .

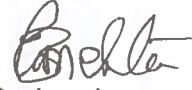
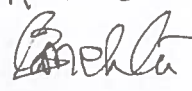
1. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(ix) of the (Companies Management & Administration) Rules, 2014 or any other applicable provisions, if any, I have been duly appointed as Scrutinizer by the Company to the E-Voting process for passing the item on the Agenda as contained in the Notice dated 9<sup>th</sup> March 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 April 03, 2018, 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, Remote E-Voting was opened for three days from April 07, 2018 (9:00 a.m.) and ends on April 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 Special Resolution in the Notice of the EGM of the company on the said 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 by **Karvy Computershare Private Limited** by on 10<sup>th</sup> April 2018 after the completion of the EGM ( 03.00 pm) in the presence of Two Witnesses as signed below

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5. Based on the results made available to me, 43 Members have cast their votes on the E-Voting platform and out of 346 persons attended by proxy and / or in person, 109 Members casted their vote by ballot in the EGM, I submit report herewith in **Annexure I**.

1. Witness:   
(TARAK NATH CHAKRABARTY)  
AGSPE 7468E

2. Witness:   
(B.K. MEHTA)  


ANFPM 3848L

  
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 : 10<sup>th</sup> April, 2018

Annexure I

1. To approve the Reduction of Equity Share Capital of the Company.

Particulars	Remote e-Voting		Voting at the EGM (Ballot)		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
ASSENT	6	42,253,171	18	13,037,281	24	55,290,452	99.63
DISSENT	37	171,607	82	32,278	119	203,885	0.37
ABSTAIN	0	0	0	0	0	0	
TOTAL	43	42,424,778	100	13,069,559	143	55,494,337	100

The Resolution was passed as a Special Resolution

*A. K. Chattopadhyay*

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

*10/04/2018*

*Scrutinizer*