



PHILIPS

Annual Report
2015-2016



Enhancing your world with connected lighting

innovation ✨ you

PHILIPS LIGHTING INDIA LIMITED

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Annual General Meeting on Tuesday, 20th December, 2016 at 10.00 a.m.
At Vidya Mandir, 1, Moira Street, Kolkata 700 017

For route map to the venue, please refer the AGM Notice that forms part of the
Annual Report.

You are requested to kindly carry your copy of the Annual report to the Meeting.

Philips Lighting India Limited

BOARD OF DIRECTORS

Chairman

Murali Sivaraman

Vice – Chairman, Managing Director & CEO

Harshavardhan Madhav Chitale

Whole-Time Director and CFO

Bidhu Bhusan Mohanty

Independent & Non-Executive Directors

P. Uma Shankar

Vinayak K. Deshpande

Vibha Paul Rishi

Head of Legal & Company Secretary

Nitin Mittal

AUDITORS

B S R & Co. LLP

Chartered Accountants

BANKERS

Citibank N.A.

Bank of America

State Bank of India

Deutsche Bank AG

Standard Chartered Bank

JP Morgan Chase

BNP Paribas

REGISTERED OFFICE

7, Chandra Madhab Road, Kolkata-700 020.

MANAGEMENT TEAM

Managing Director & Chief Executive Officer

Harshavardhan Madhav Chitale

Whole-time Director & Chief Financial Officer

Bidhu Bhusan Mohanty

Head - Legal & Company Secretary

Nitin Mittal

Head – Marketing

Rothin Bhattacharyya

Head – Professional Sales

Sukanto Aich

Head- Consumer Sales

Arun C Kumar

Chief Human Resource Officer

Kiran Brar

Head- Supply Chain

Tankeswar Baishya

Head- OEM Sales

Girish Chawla

Head - Lighting Innovation Campus, Bangalore

Srihari Madavarao

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 1st Annual General Meeting of PHILIPS LIGHTING INDIA LIMITED will be held at Vidya Mandir, 1, Moira Street, Kolkata – 700 017 on Tuesday, the 20th day of December, 2016 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2016, including the audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Bidhu Bhusan Mohanty (DIN: 07017960), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Harshavardhan Madhav Chitale (DIN: 00040221), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions for the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration Number 301003E / E300005) as Statutory Auditors of the Company and fix their remuneration:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and based on the recommendations of the Audit Committee of the Board of Directors, approval be and is hereby granted to the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration Number 301003E /E300005), who have offered themselves for appointment and have confirmed their eligibility under the relevant provisions of Chapter X of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as the Statutory Auditors of the Company, to hold office for a term of five years, from the conclusion of this Annual General Meeting up to the conclusion of the sixth Annual General Meeting, subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting and that the Auditors be paid such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, of the Company, be and are hereby authorized to file the required e-form with the Registrar of Companies within the timeline stipulated under the Act read with the relevant Rules along with the prescribed fees and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for the appointment of Mr. Harshavardhan Madhav Chitale (DIN: 00040221) as Vice-Chairman, Managing Director & Chief Executive Officer of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if required, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Harshavardhan Madhav Chitale (DIN: 00040221) as Managing Director of the Company, to hold office for an aggregate term of 5 (five) consecutive years from 31st March, 2016 to 30th March, 2021 as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the Explanatory Statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Chitale.

RESOLVED FURTHER THAT Mr. Chitale shall also serve as the Vice-Chairman of the Board.

RESOLVED FURTHER THAT Mr. Chitale shall also serve as the CEO (KMP) of the Company during the term of his appointment on such remuneration as approved above.

RESOLVED FURTHER THAT Mr. Chitale shall not be liable to retire by rotation.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the Company in any financial year during the term of Mr. Chitale's office as Vice-Chairman, Managing Director & CEO, the remuneration and perquisites as set out in the Explanatory Statement annexed to this notice, be paid or granted to Mr. Chitale as minimum remuneration, provided that the total remuneration by way of salary, perquisites and any other allowances shall not, unless approved by the Central Government, exceed the ceiling as provided in Schedule V to the Companies Act, 2013 or any equivalent statutory re-enactment(s) thereof.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, of the Company, be and are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for the appointment of Mr. Bidhu Bhusan Mohanty (DIN: 07017960) as Whole-time Director and Chief Financial Officer of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if required, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Bidhu Bhusan Mohanty (DIN: 07017960) as Whole-time Director of the Company, to hold office for an aggregate term of 5 (five) consecutive years from 31st March, 2016 to 30th March, 2021 as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the Explanatory Statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Mohanty.

RESOLVED FURTHER THAT Mr. Mohanty shall also serve as the CFO (KMP) of the Company during the term of his appointment commencing from 1st April, 2016 on such remuneration as approved above.

RESOLVED FURTHER THAT Mr. Mohanty shall be liable to retire by rotation.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the Company in any financial year during the term of Mr. Mohanty's office as Whole-time Director & CFO, the remuneration and perquisites as set out in the Explanatory Statement annexed to this notice, be paid or granted to Mr. Mohanty as minimum remuneration, provided that the total remuneration by way of salary, perquisites and any other allowances shall not, unless approved by the Central Government, exceed the ceiling as provided in Schedule V to the Companies Act, 2013 or any equivalent statutory re-enactment(s) thereof.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, of the Company, be and are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularization of Additional Director, Mr. Vinayak Kashinath Deshpande (DIN: 00036827) as an Independent & Non-Executive Director:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Vinayak Kashinath Deshpande (DIN: 00036827), who was appointed as an Additional Director of the Company under Sections 149 & 161 of the Companies Act, 2013, by the Board of Directors with effect from 27th April, 2016, who holds office upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, approval of the members of the Company be and is hereby granted to the appointment of Mr. Deshpande as an Independent and Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, to hold office for an aggregate term of 5 (five) consecutive years from 27th April, 2016 to 26th April, 2021.

Philips Lighting India Limited

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, of the Company, be and are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularization of Additional Director, Mr. Parthasarathi Uma Shankar (DIN: 00130363) as an Independent & Non-Executive Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Parthasarathi Uma Shankar (DIN: 00130363), who was appointed as an Additional Director of the Company under Sections 149 & 161 of the Companies Act, 2013, by the Board of Directors with effect from 27th April, 2016, who holds office upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, approval of the members of the Company be and is hereby granted to the appointment of Mr. Uma Shankar as an Independent and Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, to hold office for an aggregate term of 5 (five) consecutive years from 27th April, 2016 to 26th April, 2021.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, of the Company, be and are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularization of Additional Director, Ms. Vibha Paul Rishi (DIN: 05180796) as an Independent & Non-Executive Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Vibha Paul Rishi (DIN: 05180796), who was appointed as an Additional Director of the Company under Sections 149 & 161 of the Companies Act, 2013, by the Board of Directors with effect from 27th April, 2016, who holds office upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of the Director, approval of the members of the Company be and is hereby granted to the appointment of Ms. Rishi as an Independent and Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, to hold office for an aggregate term of 5 (five) consecutive years from 27th April, 2016 to 26th April, 2021.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, of the Company, be and are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularization of Additional Director, Mr. Murali Sivaraman (DIN: 01461231) as Chairman & Executive Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Murali Sivaraman (DIN: 01461231), who was appointed as an Additional Director of the Company under Section 149 & 161 of the Companies Act, 2013, on recommendation of the Nomination and Remuneration Committee, by the Board of Directors with effect from 27th April, 2016 and who holds office upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Sivaraman as an Executive Director of the Company, to hold office for an aggregate term of 5 (five) consecutive years from 27th April, 2016 to 26th April, 2021, on such terms and conditions, listed below;

1. The terms and conditions will be governed by the expatriation agreement signed on 17th February, 2015 with terms of remuneration as decided between Mr. Sivaraman and Philips Lighting (S) Pte. Limited and being fully paid and borne by Philips Lighting (S) Pte. Limited.

2. Since, there is no social security scheme in Singapore under which social security and welfare dues like Provident fund, Superannuation, Gratuity etc. may be contributed on behalf of Mr. Sivaraman, the Company will continue to make such social security contributions on behalf of him.

RESOLVED FURTHER THAT Mr. Sivaraman shall also serve as the Chairman of the Board.

RESOLVED FURTHER THAT Mr. Sivaraman shall be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, of the Company, be and are hereby authorized to file the required e-form with the Registrar of Companies within the timeline stipulated under the Act read with the relevant Rules along with the prescribed fees and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for approval of Remuneration of Cost Auditors:

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby approves the remuneration of ₹ 4,20,000/- (Rupees Four Lakhs Twenty Thousand Only) plus service tax and out of pocket expenses payable to M/s Ravi Sahni & Co., Cost Accountants, having FRN 100193, who are appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audit relating to cost records of the Company for the year ending 31st March, 2017.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, of the Company, be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution for approval for increase of secured and unsecured borrowings limit of the Company:

“RESOLVED THAT in supersession of the resolution passed at the General Meeting of the Company held on 25th January, 2016 and pursuant to the provisions of the Section 180 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof) for borrowing from time to time in one or more tranches, any secured or unsecured sum or sums of monies, whether fund based or non-fund based, as it may consider fit for the business of the Company, on such terms and conditions as it may deem fit and borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the maximum amount of monies so borrowed by the Company shall, apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business and outstanding at any given point of time, not at any time exceed the sum of ₹ 750/- Crores (Rupees Seven Hundred Fifty Crore only).

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

By Order of the Board of Directors
For **PHILIPS LIGHTING INDIA LIMITED**

Nitin Mittal
Head of Legal & Company Secretary

Place: Gurgaon
Date: 17th October, 2016

Philips Lighting India Limited

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF ONLY ON A POLL AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
2. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
3. Members / Proxies / authorised representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
5. The relevant Explanatory Statement pursuant in Section 102 of the Companies Act, 2013 in respect of the Special Business at Item nos. 5, 6, 7, 8, 9, 10, 11 and 12 of the Notice, is annexed hereto.
6. The Statutory Registers of the Company maintained as per the provisions of the Companies Act 2013, will be available for inspection by the members at the AGM.
7. The Share Transfer Books and the Register of Members of the Company will remain closed from 14th December, 2016 to 20th December, 2016 (both days inclusive).
8. Members whose shareholding is in electronic mode are requested to direct change of address notification and updates of saving bank account details to their respective Depository Participant(s).
9. **Members may be aware that the Company has changed its Registrar and Share Transfer Agent (“RTA”) and M/s Karvy Computershare Pvt. Ltd. has been appointed as RTA w.e.f. 1st July, 2016. An intimation in this regard was sent individually to each member at their address available in the Company’s records.** Members are requested to contact the Registrar and Share Transfer Agent, M/s Karvy Computershare Pvt. Ltd. for all matters connected with Company’s shares at:

Karvy Computershare Pvt. Ltd.,	Karvy Computershare Private Limited
Karvy Selenium, Tower-B, Plot no.31-32, Gachibowli,	Apeejay House, Block “B”, 3rd Floor,
Financial District, Nanakramguda, Hyderabad-500 032.	15, Park Street, Kolkata 700 016, West Bengal,
Toll Free no. 18 00 3454 001, Tel. +91 040 67162222	Tel. +91 033 66285900
Fax no.+91 040 23420814	
Email id: einward.ris@karvy.com	
12. Members holding shares in physical form are requested to notify/send the following to the Company’s Registrar and Share Transfer Agent to facilitate better service:
 - a. any change in their address/mandate/bank details, along with documentary proof in support of the same;
 - b. share certificate(s) held in multiple account name or joint accounts in the same order of names for consolidation of such shareholdings into one account.
13. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH-13).
14. **Voting through electronic means**
 1. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 1st Annual General Meeting (AGM) by electronic means and the

business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. **The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.**
- IV. The remote e-voting period commences on 16th December, 2016 (9:00 a.m.) and ends on 19th December, 2016 (5:00 p.m.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th December, 2016, may cast their vote by remote e-voting. The remote e-voting facility shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - (A) **In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:**
 - (i) Open email and open PDF file viz; "PLIL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

You will not receive this PDF file if you are already registered with NSDL for e-voting then you can use you existing password for casting the vote. If you have forgotten your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
 - (ii) Launch the internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters/combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Philips Lighting India Limited.
 - (viii) Now you are ready for e-voting as the Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer Dr. Asim Kumar Chattopadhyay, on his e-mail id: asimsecy@gmail.com with a copy marked to evoting@nsdl.co.in. Please mention "E-voting – Philips Lighting India Limited" in the subject-line of such email.

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(B) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip.

- (i) Initial password is provided at the bottom of the Attendance Slip of the AGM, in the Section “Electronic Voting Particular”.

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer to the ‘Frequently Asked Questions’ (FAQs) and ‘e-voting user manual’ available in the downloads section of NSDL’s e-voting website <https://evoting.nsdl.com> or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights shall be as per the number of equity shares held by the Member(s) as on Tuesday, 13th December, 2016, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- X. Any person, who acquires shares of the Company and becomes member of the Company after 11th November, 2016 i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 13th December, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- XI. **A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.**
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Dr. Asim Kumar Chattopadhyay, Practising Company Secretary (FCS- 2303 & CoP- 880) has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

EXPLANATORY STATEMENT

Under Section 102 of the Companies Act, 2013

ITEM NO. 5

Pursuant to section 152(1) of the Companies Act, 2013 read with Clause 75 of the Article of Association (AOA) of the Company, Mr. Harshavardhan Madhav Chitale was appointed as a First Director of the Company. Thereafter, the Board of Directors at its meeting held on 31st March, 2016 appointed Mr. Harshavardhan Madhav Chitale as Managing Director and Chief Executive Officer & KMP of the Company pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013, for a period of five (5) years from 31st March, 2016 to 30th March, 2021, not liable to retire by rotation, subject to the approval of the members in the ensuing general meeting. Further, pursuant to article 95 of the AOA of the Company, Mr. Chitale was also appointed Vice-Chairman of the Board by the Board of Directors in its meeting held on 27th April, 2016. He is also member of the Banking and Other Operations Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and the Corporate Social Responsibility Committee of the Board of the Company.

Mr. Chitale has extensive experience in leading organizations and driving business results, having worked in various leadership roles in Strategy, Marketing, Product Management and Business Development. He joined Philips Lighting from HCL Infosystems where he was MD and CEO, leading their multiple businesses including IT Products, Systems and Services and distribution of IT, telecom and Consumer Electronics products. Harsh has also spent several years at Honeywell holding different positions globally. He held the role of MD and CEO at Honeywell Automation India before moving to Honeywell International, USA to globally lead Strategy, Marketing, Product Management and Business Development for Honeywell process Solutions and ultimately leading the same business for North America and LATAM.

He is a B. Tech graduate from IIT-Delhi and was awarded the Director's Gold Medal at the Institute. He is also an avid angel investor focusing on technology start-ups in India.

The appointment of Mr. Chitale as Vice-Chairman, Managing Director & CEO is appropriate and in the best interests of the Company.

The approval of the members is being sought with respect to the terms and conditions for the appointment of Mr. Harshavardhan Madhav Chitale as the Vice-Chairman, Managing Director & CEO (KMP) and the remuneration payable to him. The terms and conditions proposed for the appointment of Mr. Chitale, as fixed by the Board of Directors at its meeting held on 31st March, 2016, are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to assume important positions in the Company, as that of the Managing Director and CEO.

An abstract of the terms & conditions of appointment of Mr. Chitale, Vice-Chairman, Managing Director & CEO, is given hereunder:

Remuneration:

Salary	₹ 2,46,40,000/- per year or such higher amount as may be approved by the Board of Directors or any Committee thereof from time to time. The amount includes: <ol style="list-style-type: none">1. Basic Salary: ₹ 92,40,000/-2. House Rent Allowance: ₹ 46,20,000/-3. Flexible Benefit Plan: ₹ 92,26,756/-4. Retrial Benefit: ₹15,53,244/- (as set out in Part B)
Annual Incentive (Performance Linked)	₹ 98,56,000/- (on 100% target achievement) and maximum payable upto 200%.
Perquisites	Perquisites shall be payable as set out in Part A, as applicable.

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Part- A

- i. Mr. Chitale shall also be entitled to perquisites and allowances including but not restricted to medical reimbursement for self and family, club fees, medical insurance, personal accident insurance, Company stock (as per the global LTI plan) of value EUR 165000 (on 100% target achievement) and maximum payable upto 200%, Company's car for official duties and such other perquisites and allowances in accordance with the Rules of the Company as amended from time to time.
- ii. The perquisites and allowances as mentioned above, shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost. Provision for use of the telephone at residence shall not be included in the computation of perquisites.

Part-B

- iii. Company's contribution towards Provident Fund and Pension Fund not exceeding 12% of the Basic Salary or such other percentage as may be permitted in law from time to time, to the extent these either singly or together are not taxable under the Income Tax Act, 1961.
 - iv. Gratuity and encashment of leave are payable as per the Rules of the Company at the end of the tenure and shall not be included in the computation of perquisites.
2. All the above perquisites and benefits would be subject to the applicable Company policy.
 3. Mr. Chitale shall perform the duties which may be performed by the Managing Director under the Act, and any other duties assigned to him by the Board from time to time.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 the Board recommends the Ordinary Resolution set out at item no. 5 of the accompanying Notice for the approval of the Members.

Except Mr. Chitale, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the resolution set forth in Item no. 5 for approval of the Members.

ITEM NO. 6

Pursuant to section 152(1) of the Companies Act, 2013 read with Clause 75 of the Article of Association (AOA) of the Company, Mr. Bidhu Bhusan Mohanty was appointed as a First Director of the Company. Thereafter, the Board of Directors at its meeting held on 31st March, 2016 appointed Mr. Bidhu Bhusan Mohanty as Whole-time Director with immediate effect and as CFO & KMP with effect from 1st April, 2016, for a period of five (5) years commencing from the respective appointment, pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013, liable to retire by rotation, subject to the approval of the members in the ensuing general meeting. He is also member of the Banking and Other Operations Committee, and the Stakeholders Relationship Committee of the Board of the Company.

Mr. Mohanty has been with Philips since 1999 serving in various positions in India such as the Financial Controller for Professional Lighting and Commercial operations, Factory Controller amongst others. He has extensive experience in partnering with business teams to strengthen their commercial processes, improving working capital and supporting profitable growth through several cost reduction initiatives. He has strong domain knowledge in Financial Planning and Analysis, Business Control, Credit Management, Financial Reporting, Industrial restructuring and ERP implementation.

He is a Chartered Accountant from Kolkata and prior to Philips he has worked at the Emami Group for 2 years.

The appointment of Mr. Mohanty as Whole-time Director & CFO is appropriate and in the best interests of the Company.

The approval of the members is being sought with respect to the terms and conditions for the appointment of Mr. Mohanty as Whole-time Director & CFO (KMP) and the remuneration payable to him. The terms and conditions proposed for the appointment of Mr. Mohanty, as fixed by the Board of Directors at its meeting held on 31st March, 2016, are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to assume important positions in the Company, as that of the Whole-time Director and CFO.

An abstract of the terms & conditions of appointment of Mr. Mohanty, Whole-time Director and CFO, is given hereunder:

Remuneration:

Salary	₹ 81,74,205/- per year or such higher amount as may be approved by the Board of Directors or any Committee thereof from time to time. The amount includes: 1. Basic Salary: ₹ 28,60,972/- 2. House Rent Allowance: ₹ 14,30,486/- 3. Flexible Benefit Plan: ₹ 29,72,672/- 4. Retrial Benefit: ₹ 9,10,075/- (as set out in Part B)
Annual Incentive (Performance Linked)	₹ 20,43,551/- (on 100% target achievement) and maximum payable upto 200%.
Perquisites	Perquisites shall be payable as set out in Part A, as applicable.

Part- A

- i) Mr. Bidhu Bhusan Mohanty shall also be entitled to perquisites and allowances including but not restricted to medical reimbursement for self and family, club fees, medical insurance, personal accident insurance, Company stock (as per the global LTI plan) of Euro 30,000 (on 100% target achievement) and maximum payable upto 200%, Company's car for official duties and such other perquisites and allowances in accordance with the Rules of the Company as amended from time to time.
- ii) The perquisites and allowances as mentioned above, shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost. Provision for use of the telephone at residence shall not be included in the computation of perquisites.

Part-B

- iii) Company's contribution towards Provident Fund and Pension Fund not exceeding 12% of the Basic Salary or such other percentage as may be permitted in law from time to time, to the extent these either singly or together are not taxable under the Income Tax Act, 1961.
- iv) Gratuity and encashment of leave are payable as per the Rules of the Company at the end of the tenure and shall not be included in the computation of perquisites.
 1. All the above perquisites and benefits would be subject to the applicable Company policy.
 2. Mr. Mohanty shall perform the duties which may be performed by a KMP under the Act, and any other duties assigned to him by the Board from time to time.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 the Board recommends the Ordinary Resolution set out at item no. 6 of the accompanying Notice for the approval of the Members.

Except Mr. Mohanty, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board recommends the resolution set forth in Item no. 6 for approval of the Members.

ITEM NO. 7

In terms of Section 149(4) of the Companies Act, 2013 (the 'Act') read with Rule 4 of the Companies (Appointment & Qualification of Directors) Rules, 2014, your Company requires to appoint prescribed number of Independent Directors on the Board of Directors of the Company subject to the final approval from the Members of the Company.

To comply with the above provisions, the Board of Directors at its meeting held on 27th April, 2016 appointed Mr. Vinayak Kashinath Deshpande as Additional Director, fulfilling the criteria of Independence. Mr. Deshpande holds office as an Additional Director up to the conclusion of the forthcoming Annual General Meeting.

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A notice has been received from a Member as required under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Deshpande for the office of Director.

As per Section 150 of the Act, appointment of Directors as Independent Directors requires approval of the members at a general meeting. Accordingly, approval of the Members of the Company is sought for appointment of Mr. Deshpande as an Independent and Non-Executive Director for five years from the date of his appointment i.e. from 27th April, 2016 to 26th April, 2021. In pursuance of Section 149(13) of the Act, Mr. Deshpande will not be liable for retirement by rotation.

The Board considers it desirable that the Company should avail itself of the services of Mr. Deshpande as Independent Director, who fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

Mr. Deshpande, is a graduate in Chemical Engineering (1980) from IIT, Kharagpur, he has over 30 years of work experience in different roles, in diverse industries; starting with the design and sales of boilers and captive power plants at Thermax, to industrial automation and process controls.

He is presently the Managing Director of Tata Projects since July, 2011. Under his mentorship, in 2014-15, Tata Projects has been voted as the 'Most Admired Construction Company' by 'Construction World'. The Company was also awarded by Dun & Bradstreet (in association with E & Y)-'Exemplary Project' of the year award for building Krishnapatnam (2x800 MW) Supercritical thermal power plant; and EPC World 'Outstanding Contribution in Power T&D award' - for building Nellore Kurnool transmission line.

Except Mr. Deshpande, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

Your Directors recommend the Ordinary Resolution set forth in Item No. 7 for the approval of the Members.

ITEM NO. 8

In terms of Section 149(4) of the Companies Act, 2013 (the 'Act') read with Rule 4 of the Companies (Appointment & Qualification of Directors) Rules, 2014, your Company requires to appoint prescribed number of Independent Directors on the Board of Directors of the Company subject to the final approval from the Members of the Company.

To comply with the above provisions, the Board of Directors at its meeting held on 27th April, 2016 appointed Mr. Parthasarathi Uma Shankar as Additional Director, fulfilling the criteria of Independence. Mr. Uma Shankar holds office as an Additional Director up to the conclusion of the forthcoming Annual General Meeting.

A notice has been received from a member as required under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Uma Shankar for the office of Director.

As per Section 150 of the Act, appointment of Directors as Independent Directors requires approval of the members at a General Meeting. Accordingly, approval of the Members of the Company is sought for appointment of Mr. Uma Shankar as an Independent and Non-Executive Director for five years from the date of his appointment i.e. from 27th April, 2016 to 26th April, 2021. In pursuance of Section 149(13) of the Act, Mr. Uma Shankar will not be liable for retirement by rotation.

The Board considers it desirable that the Company should avail itself of the services of Mr. Uma Shankar as Independent Director, who fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

Mr. Uma Shankar holds a Master's degree in Math from IIT, Madras and a Master's degree in Social Policy and Planning in Developing Countries from London School of Economics.

Joining the I.A.S in 1976, he has more than 3 decades of leadership experience in Government spanning district administration, rural development, finance, housing & urban development, rural and agro-industries, municipal affairs, and power. Retiring from the IAS in June 2013, Mr. Shankar works as a consultant/adviser in the power sector.

He has held various key assignments at the Centre and in Uttar Pradesh. Prior to taking over as CMD of REC in March, 2008, he was a Managing Director of the National Cooperative Development Corporation. Currently he is assisting IIT, Chennai in the development of an innovative approach for providing a certain minimum uninterrupted power supply to homes thereby eliminating blackouts. He has held several notable positions such as Secretary, Ministry of Power, Govt. of India, as CMD of Rural Corporation of India.

He has overseen many key projects aimed at promoting and financing cooperatives and industrial establishments in relation to food industry. He has played a key role in development, management and maintenance of urban infrastructure for Greater Noida.

Except Mr. Uma Shankar, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

Your Directors recommend the Ordinary Resolution set forth in Item No. 8 for the approval of the Members.

ITEM NO. 9

In terms of Section 149(4) of the Companies Act, 2013 (the 'Act') read with Rule 4 of the Companies (Appointment & Qualification of Directors) Rules, 2014, your Company requires to appoint prescribed number of Independent Directors on the Board of Directors of the Company subject to the final approval from Members of the Company.

To comply with the above provisions, the Board of Directors at its meeting held on 27th April, 2016 appointed Ms. Vibha Paul Rishi as Additional Director, fulfilling the criteria of Independence. Ms. Rishi holds office as an Additional Director up to the conclusion of the forthcoming Annual General Meeting.

A notice has been received from a member as required under Section 160 of the Act, signifying his intention to propose the candidature of Ms. Rishi for the office of Director.

As per Section 150 of the Act, appointment of Directors as Independent Directors requires approval of the members at a General Meeting. Accordingly, approval of the Members of the Company is sought for appointment of Ms. Rishi as an Independent and Non-Executive Director for five years from the date of his appointment i.e. from 27th April, 2016 to 26th April, 2021. In pursuance of Section 149(13) of the Act, Ms. Rishi will not be liable for retirement by rotation.

The Board considers it desirable that the Company should avail itself of the services of Ms. Rishi as Independent Director, who fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management.

Ms. Rishi holds an Honours degree in Economics from Lady Sri Ram College, Delhi University and a management degree from Faculty of Management Studies, Delhi University with specialization in Marketing.

She is an accomplished marketing evangelist with international experience in spearheading global marketing campaigns for high-visibility consumer products. Prior to this, she was Executive Director – Brand and Human Capital, Max India Limited.

Her core competency includes Product Rebranding, New Product Development and Launch, Alignment of Global Marketing Teams Startups, Entering New International Markets, Best Practices, Organizational Structure and Strategic Planning. Her experience includes launching major beverage brand into new market and growing revenue from zero to \$750 million, while completely revolutionizing niche market throughout entire country.

Ms. Rishi is on the board of various companies which include Future Consumer Enterprises Ltd, Entertainment Network (India) Ltd., Asian Paints Ltd., Escorts Ltd., Tata Chemicals Limited, The Indian Hotels Company Limited, and Pratham Education Foundation. She has also been associated with Future Group, Pratham (Indian NGO) London, PepsiCo Inc. and its group companies. She joined the Tata Administrative Service in 1982 and from 1983-88, was part of the core start up team of Titan Watches.

Except Mr. Rishi, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

Your Directors recommend the Ordinary Resolution set forth in Item No. 9 for the approval of the Members.

ITEM NO. 10

The Board of Director in its meeting held on 27th April, 2016 appointed Mr. Murali Sivaraman as an Additional Director in Executive capacity of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013, with immediate effect. Accordingly, he was appointed as an Executive Director on the Board of Directors of the Company, liable to retire by rotation, subject to the approval of the members of the Company, with effect from 27th April, 2016 for a period of 5 years on such terms and conditions, listed below;

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1. The terms and conditions will be governed by the expatriation agreement signed on 17th February, 2015 with terms of remuneration as decided between Mr. Sivaraman and Philips Lighting (S) Pte. Limited and being fully paid and borne by Philips Lighting (S) Pte. Limited.
2. Since, there is no social security scheme in Singapore under which social security and welfare dues like Provident fund, Superannuation, Gratuity etc. may be contributed on behalf of Mr. Sivaraman, the Company will continue to make such social security contributions on behalf of him.

Pursuant to Clause 95 of the Article of Association of the Company, Mr. Sivaraman, was also appointed as the Chairman of the Board at its same meeting.

Mr. Sivaraman holds office as an Additional Director up to the conclusion of the forthcoming Annual General Meeting.

A notice has been received from a Member as required under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Sivaraman for the office of Director.

Mr. Sivaraman was earlier serving as an employee of the Philips India Limited and in line with the global policy of the group in this regard and simultaneous with his posting outside India on delegation contract to other Philips entities, the Provident Fund PF & Superannuation contribution and Gratuity provisions on behalf of Mr. Sivaraman continues to be contributed by Philips India Limited (PIL) which PIL gets reimbursed from Philips Lighting (S) Pte. Ltd. With the Demerger of the Lighting business into the Company, the said contribution on behalf of Mr. Sivaraman shall be made by the Company with effect from 1st April, 2016. However, he will continue to be in full time employment of Philips Lighting (S) Pte. Ltd. and is not involved in the day to day operations of the Company.

Further as per the provisions of section 197 of the Act read with schedule V and applicable rules, it is only the remuneration received by the Director from the Company or the holding or Subsidiary Company of such Company which needs to be disclosed to the Shareholders, Directors and the Regulatory Authority. Thus, considering the fact that Philips Singapore is not a Holding or Subsidiary Company of Philips India, remuneration received by Mr. Sivaraman from Philips Lighting (S) Pte. Ltd is not disclosed.

The appointment of Mr. Sivaraman as an Additional Director of the Company has been recommended by the Nomination and Remuneration Committee in its meeting held on 27th April, 2016.

Except Mr. Sivaraman, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10.

Your Directors recommend the Ordinary Resolution set forth in Item No. 10 for the approval of the Members.

ITEM NO. 11

The Company is required to have the audit of its cost records conducted by a cost accountant in practice under Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"). The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Ravi Sahni & Co., Cost Accountants, having FRN 100193, as the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be approved by the members of the Company.

Accordingly, consent of the members is sought for passing the Ordinary Resolution as set out at item no. 11 of the notice for approval of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs are concerned or interested in the Resolution set out at item no. 11 of the accompanying notice.

The Board recommends the Ordinary Resolution set out at item no. 11 of the notice for the approval by the Members.

ITEM NO. 12

As per Section 180 of the Companies Act, 2013 (the Act), the Board of Directors of a company cannot, except with the consent of the Company in general meeting by a special resolution, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves of the company.

At the General Meeting held on 25th January, 2016, borrowing limit upto ₹ 350/- crores (Rupees Three Hundred Fifty Crores only) was approved by the Members of the Company. But keeping in view your Company's growth and its needs for the sufficient funds, there needs to increase the said limit of borrowings in future for its operations, the consent of the Members is sought in accordance with the provisions of Section 180 of the Act to enable the Board to borrow from time to time, in one or more tranches, any secured or unsecured sum or sums of monies, whether fund based or non-fund based, as it may consider fit and expedient in the interests of the Company, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 750/- Crores (Rupees Seven Hundred Fifty Crores only).

The Special Resolution under Item No. 12 is to obtain the consent of the Members for this purpose. The proposed borrowings of the Company may, if necessary, be secured or unsecured.

The Board recommends passing of the Resolution at Item No. 12 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in anyway concerned or interested in the Resolution at Item No. 12.

By Order of the Board of Directors
For **PHILIPS LIGHTING INDIA LIMITED**

Nitin Mittal
Head of Legal & Company Secretary

Place: Gurgaon
Date: 17th October, 2016

**ROUTE MAP TO THE VENUE OF THE 1ST ANNUAL GENERAL MEETING
TO BE HELD ON 20TH DECEMBER, 2016 AT 10:00 A.M. AT
VIDYA MANDIR, 1, MOIRA STREET, KOLKATA – 700 017**



DIRECTORS' REPORT

For the financial year ended 31st March, 2016

Dear Members,

Your Company's Directors are pleased to present the 1st Annual Report of the Company, along with the Audited Annual Accounts for the financial year ended 31st March, 2016.

1. FINANCIAL PERFORMANCE:

1.1 RESULTS

Amounts in ₹ Mln*

	2015-16
Gross Income	5,804
Profit before tax (PBT) and exceptional items	676
PBT and exceptional items (%)	11.6%
Exceptional Items	(6)
Profit before tax	670
Provision for current tax	(139)
Deferred tax–Release/(Charge)	(79)
Profit after tax (PAT)	452
PAT (%)	7.8%
Transfer to General Reserve	-

*This pertains to only two months of operations i.e. February and March, 2016.

1.2 FINANCE & ACCOUNTS

Your Company has delivered positive net cash from operations through improved sales performance. The Company has not made any major borrowings in this year and has managed working capital requirements from internal cash generation.

Capital expenditure during the year was ₹ 81 million and this expense was incurred towards new plant and machinery and office equipment's etc.

As part of global restructuring exercise announced by ultimate holding company Koninklijke Philips N.V (KPNV) in September 2014, the proposal for demerger of Lighting business of Philips India Limited was approved by its Board of Directors on 27th April, 2015 and by shareholders in the Court Convened meeting of the shareholders held on 6th July, 2015 in Kolkata, India.

In pursuance of the restructuring mentioned above, a Scheme of Arrangement for Demerger ("Scheme") under Section 391 to 394 and other relevant provisions of the Companies Act, 1956 and Companies Act, 2013, amongst "Philips India Limited" (Demerged Company) and "Philips Lighting India Limited" (Resulting Company, hereinafter referred to as the company) and their respective shareholders was approved by the Hon'ble High Court of Calcutta vide order dated 7th January, 2016, received by the Company on 29th January, 2016, which was filed with the Registrar of Companies and was approved by them on 24th February, 2016.

Consequent to the demerger;

- The assets and liabilities of the Demerged Company are recorded by the resulting company at their respective book value.

Philips Lighting India Limited

- b) Share capital of the resultant Company stands credited with the aggregate face value new equity shares - 57,517,242 of ₹10/- each, being the equity shares issued by it to the members of the Demerged Company.
- c) The excess of assets of the demerged undertaking over the liabilities of the demerged undertaking (as per table given below) over the face value of shares issued (Refer Point b) is credited to capital reserves by the company.
- d) All costs, charges and expenses related to the scheme is adjusted against the Capital reserve as part of the scheme

In accordance with the Scheme, the assets and liabilities pertaining to Lighting business of Philips India Limited were transferred to and vested with the Company with effect from the appointed date i.e. 1st February 2016.

2. ANNUAL RETURN:

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure –I and is attached to this Report.

3. DIVIDEND:

During the year under review no dividend was declared since the company had only two months of operations (i.e. 1st February, 2016 to 31st March, 2016) pursuant to the demerger of lighting business from Philips India Limited to your Company and also had to incur initial set-up investment cost.

4. TRANSFER TO RESERVES:

During the year under review no amount has been transferred to General Reserve.

5. DEPOSITS:

Your Company has neither accepted nor renewed any deposits during the year under review.

6. BUSINESS PERFORMANCE:

The Lighting industry in India has undergone a number of disruptive transformations during the year. The Government of India driven 'Prakash path' program has accelerated the LEDification of the country, resulting in a rapid decline in conventional lighting for the first time in recent history. Conventional lighting still remains a large industry, however, its trajectory changed from growth to decline as the penetration of LED lighting grew, owing to reduced prices with an increase in volumes.

With LEDs, world of lighting became digital and with this we saw another transformation with the entry of Connected lighting systems for Homes as well as professional customers. We, at Philips Lighting, have been at the center of each of these transformations and can be proud of leading most of these transformations.

The LED business share of the overall lighting business increased to 38.3% from 27.5% in the previous year.

Professional Lighting Solutions witnessed growth of 4.9 % driven by strong growth in LED across segments, with continuous focus on new and differentiated product offerings. Company's LED contribution in Professional Lighting Solutions business now stands at 71.8% compared to 64% for the current period in previous financial year, with clear leadership in LED. Your Company has also diversified its portfolio mix with introduction of new offerings in 'connected lighting and system & services', which has contributed to new opportunities in big projects on Office lighting space with value propositions such as LifeCycle services and Managed services, where we provide lighting as a service as opposed to lights as products.

The Home lighting business continued the growth momentum during the financial year 2015-16 with 15.5% growth. This impressive growth was driven by strong LED penetration, continuous expansion of locally relevant portfolio, strong growth in sales of low cost downlights, supplemented by addition of 45 new brand retail stores across India and improving the efficiency of existing stores. We have established ourselves as a strong player in our recently launched category of Modular switches delivering a remarkable 79.1% growth year on year. We doubled our channel reach, expanded our city coverage and also added newer product families such as MCBs and premium switches catering to the consumer trends in the segment.

Focused marketing activities and investments in advertising and promotions have aided this growth. Your Company's advertising campaigns during the year have helped in improving its brand health with a strong LEDfication drive that we are witnessing in the Country. The conventional lamps business has witnessed slight de-growth of -11.3% that was offset by a strong growth in LED lamps and drivers by 73.3%.

Table of Performance (Unaudited) for Comparative purposes

Figures in (₹) Million

	F.Y. 2015-16	F.Y. 2014-15
Sales	33,275	34,488
Sales Growth (%)	-3.5%	6.5%
Gross Margin	12,841	12,899
GM (%)	38.6%	37.4%
EBIT	3,862	3,502
EBIT (%)	11.6%	10.2%

7. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which the financial statements relate and as on the date of this report.

8. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year under review, there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

9. DETAILS OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

Your Company does not have any Subsidiary/ Joint Venture/Associate Company hence details of financial performance of Subsidiary/ Joint Venture/Associate Company is not required to be attached to this report.

10. BUSINESS RESTRUCTURING:

During the year, the Lighting business of Philips India Limited, subsidiary of Koninklijke Philips N.V., was demerged to your Company.

This was carried out through Demerger of 'Lighting Business' from Philips India Limited into Philips Lighting India Limited pursuant to the scheme of arrangement for demerger which was duly approved by the Hon'ble Calcutta High Court by an order dated 7th January, 2016, in accordance to which the shareholders of Philips India Limited were entitled to receive, on proportionate basis, for every one fully paid-up equity share of ₹ 10/- each held by them in Philips India Limited, one fully paid up equity share of ₹ 10/- (Rupees ten) each of your Company. Accordingly, your Board of directors allotted fully paid equity shares on 15th April, 2016 to those shareholders of Philips India Limited, whose names appeared in the Register of Members as on the Record Date i.e. 8th April, 2016.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year under review, Mr. Rajiv Mathur, Mr. Harshavardhan Madhav Chitale and Mr. Bidhu Bhusan Mohanty were appointed as First Directors of the Company pursuant to section 152 of the Companies Act, 2013 and rules made thereunder read with Clause 75 of the Article of Association of the Company with effect from the incorporation date.

Further, during the year under review, your Board of Directors, in its meeting held on 31st March, 2016 appointed Mr. Harshavardhan Madhav Chitale as Managing Director of the Company and Mr. Bidhu Bhusan Mohanty as Whole-time Director of the Company subject to your approval in the ensuing general meeting. Further, pursuant to provisions of the Article of Association of the Company, Mr. Chitale was appointed Vice-Chairman of the Board. In the same meeting of the Board of Directors, Mr. Chitale was appointed as CEO (KMP) and Mr. Mohanty was appointed as CFO (KMP).

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During the current financial year, your Board, in its meeting held on 27th April, 2016, Mr. Rajiv Mathur resigned from the post of directorship with immediate effect due to the separation of lighting business from Philips India Limited. In the same meeting, the Board appointed Mr. Vinayak K. Deshpande, Mr. P. Uma Shankar and Ms. Vibha Paul Rishi as Non-executive & Independent Directors and Mr. Murali Sivaraman as Executive Director subject to your approval in the ensuing general meeting. Further, pursuant to provisions of the Article of Association of the Company, Mr. Sivaraman was appointed Chairman of the Board. In the same meeting, Mr. Nitin Mittal was appointed as Company Secretary (KMP).

12. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

Meetings of the Board were held ten (10) times during the financial year, on 29th April, 2015, 1st June, 2015, 14th July, 2015, 11th September, 2015, 5th November, 2015, 11th January, 2016, 19th January, 2016, 23rd February, 2016, 28th March, 2016 and 31st March, 2016.

13. BOARD EVALUATION:

During the year under review, being a newly incorporated Company and pursuant to section 178 of the Companies Act 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, there was no requirement of constitution of a Nomination and Remuneration Committee. Your Board has, during the current financial year in its meeting held on 27th April, 2016, duly constituted the Nomination and Remuneration Committee pursuant to the relevant provisions of the Companies Act, 2013.

Accordingly, the Board shall carry out an annual evaluation of its own performance, Board Committees and Individual Directors pursuant to the provisions of the Act during the current financial year.

14. COMMITTEES OF THE BOARD:

14.1. AUDIT COMMITTEE:

During the year under the review, being a newly incorporated Company and pursuant to section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Audit Committee was not required to be constituted since the Company was not falling under the criteria to constitute Audit Committee.

But during the current financial year, your Company has constituted the Audit Committee under the relevant provisions of the Companies Act, 2013 with effect from 27th April, 2016, comprising of the following members:

1	Mr. P. Uma Shankar	Independent Director	Chairman
2	Mr. Vinayak K Deshpande	Independent Director	Member
3	Mr. Murali Sivaraman	Executive Director	Member

The Audit Committee of the Board is responsible for monitoring and providing an effective supervision of the management's financial reporting, to ensure accurate and timely disclosures, with highest levels of transparency, recommending the appointment, re-appointment, remuneration and terms of appointment of auditors and approval of payment for any other services rendered by statutory auditors; reviewing the annual financial statements before submission to the Board for approval.

The powers of Audit Committee include investigating any activity within its terms of reference as specified by the Board and seeking information from any employee, obtain professional advice from external sources and have full access to information contained in the records of the Company, approval or any subsequent modification of any transactions of the Company with related parties; review and monitor the auditor's independence and performance and effectiveness of audit process; scrutiny of inter corporate loans and investments.

The Audit Committee also mandatorily reviews information such as internal audit reports related to internal control weakness and analysis of financial condition and results of operations.

14.2. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

During the year under the review, being a newly incorporated Company and pursuant to section 135 of the Companies Act 2013, the Corporate Social Responsibility (CSR) Committee was not required to be constituted since the Company was not falling under the criteria to constitute CSR Committee. Accordingly attachment of Annual Corporate Social Responsibility Report to the Board's report is not applicable.

But during the current financial year, your Company has constituted the CSR Committee under the relevant provisions of the Companies Act, 2013 with effect from 27th April, 2016, comprising of the following members:

1	Ms. Vibha P Rishi	Independent Director	Chairman
2	Mr. P. Uma Shankar	Independent Director	Member
3	Mr. Harshavardhan M. Chitale	Managing Director	Member

The Committee was setup to oversee the corporate social responsibility and other business related matters referred by the Board, as and when deemed necessary, for the consideration and recommendation of the Committee. The Committee adopted a Corporate Social Responsibility (CSR) policy to discharge the role of Corporate Social Responsibility Committee as envisaged under Section 135 of the Companies Act, 2013 which includes formulating and recommending to the Board the activities to be undertaken by the Company as per Schedule VII to the Companies Act, 2013 and the amount of expenditure to be incurred on the same.

14.3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

During the year under the review, being a newly incorporated Company and pursuant to section 178 of the Companies Act 2013, the Stakeholders Relationship Committee was not required to be constituted by the Company since the Company was not falling under the criteria to constitute Stakeholders Relationship Committee.

But during the current financial year, your Company has constituted the Stakeholders Relationship Committee under the relevant provisions of the Companies Act, 2013 with effect from 27th April, 2016, comprising of the following members:

1	Mr. Vinayak K. Deshpande	Independent Director	Chairman
2	Mr. Bidhu B. Mohanty	Whole-time Director	Member
3	Mr. Harshavardhan M. Chitale	Managing Director	Member
4	Mr. Murali Sivaraman	Executive Director	Member

The Stakeholders Relationship Committee oversees, inter-alia, redressal of shareholder and investor grievances related matters.

14.4. NOMINATION AND REMUNERATION COMMITTEE:

During the year under the review, being a newly incorporated Company and pursuant to section 178 of the Companies Act 2013, read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Nomination and Remuneration Committee was not required to be constituted by the Company since the Company was not falling under the criteria to the Nomination and Remuneration Committee.

But during the current financial year, your Company has constituted the Nomination and Remuneration Committee under the relevant provisions of the Companies Act, 2013 with effect from 27th April, 2016, comprising of the following members:

1	Ms. Vibha P. Rishi	Independent Director	Chairman
2	Mr. Vinayak K. Deshpande	Independent Director	Member
3	Mr. P. Uma Shankar	Independent Director	Member
4	Mr. Harshavardhan M. Chitale	Managing Director	Member
5	Mr. Murali Sivaraman	Executive Director	Member

Philips Lighting India Limited

The role includes formulation of criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board the remuneration for the directors, key managerial personnel and other employees; formulation of criteria for evaluation of Independent Directors, the Board and Committees of the Board; identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down.

14.5 BANKING AND OTHER OPERATIONS COMMITTEE:

During the current financial year, your Company has constituted the Banking and Other Operations Committee with effect from 27th April, 2016, for taking certain decisions on behalf of the Board, other than those which are specifically reserved to be approved by the Board under the Companies Act, 2013 or any other applicable law, during the intervening period between two Board Meetings on the routine matters and also the matters on which decisions were required to be made urgently. It is comprising of the following members:

1	Mr. Harshavardhan M. Chitale	Managing Director	Chairman
2	Mr. Bidhu B Mohanty	Whole-time Director	Member

The broad terms of reference of the Banking and Other Operations Committee include opening and closure of bank account(s), issuance of instructions to the Bankers, granting and cancellation of the Power of Attorney, granting authorizations to execute any document or appear or represent on behalf of the Company before any authority/court/tribunal under direct and indirect tax, civil, criminal laws and other applicable laws on the Company, granting authorization to execute documents pertaining to tenders, leave & license and other relevant agreements, approving the transfer, transmission of shares, dematerialization of shares, rematerialization of shares, issuance of duplicate share certificate(s), split, consolidation of share(s) and other matters related thereto and any other matter which the Committee deems fit and which is not reserved to be approved by the Board under the Companies Act, 2013 or any other applicable law.

15. DECLARATION BY INDEPENDENT DIRECTORS:

During the year under review the provisions of Section 149 pertaining to the appointment of Independent Directors were not applicable to your Company.

But during the current financial year, three Independent Directors were appointed with effect from 27th April, 2016. The Company has received a declaration from each of the Independent Directors under Section 149(7) of the Companies Act, 2013, that they meet the Criteria of Independence laid down in Section 149(6) of the Companies Act, 2013.

16. INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:

Your Company is committed to ensure that its operations are carried out within a well-defined internal control framework. Good governance, robust systems and processes, a vigilant Finance function and an independent Internal Audit function are the foundations of the internal control systems. Being a newly incorporated Company, during the current financial year, your Company has constituted the Audit Committee with effect from 27th April, 2016 and the Audit Committee has devised robust Internal Control System and Enterprise Risk Management for the Company.

Through our internal audit processes at all levels, both the adequacy and effectiveness of internal controls across various businesses and compliance with laid-down systems and policies are being regularly monitored. A trained internal audit team is periodically validating the major IT-enabled business applications for their integration, control and quality of functionality.

17. HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

The four core pillars of HR namely - Talent Acquisition, Learning & Talent Development, Total Rewards and Industrial & Employee relations have focused on offering innovative programs and solutions to employees.

As we marched towards becoming an independent company, your company rolled out its Employee Value Proposition highlighting what differentiates as an employer. The primary objective of this proposition is to build high brand recall amongst critical talent segments. To further our brand building initiatives, your company actively used the social and launched the Life @ Philips Lighting page on Facebook and Life @ Lighting India account on Twitter. Your company also actively engaged with Premiere B-Schools and Technical institutions through our Leadership Programs for New

Hires – BLP/ TLP. We continued with the 3rd year of Back in the Game (BIG) program – an opportunity to provide a second chance to women on sabbatical to come back to the mainstream work. We also encouraged our internal talent to take on diverse and bigger roles in both domestic and international markets through our as all job openings are first shared internally through our “Opportunity Knocks” programme.

As we establish ourselves as a standalone company, we had the distinct opportunity to define who we are as Philips Lighting - what makes us special and differentiates us from our competitors. Your company, therefore launched the Philips Lighting purpose and value statement highlighting what differentiates us as an organization. The objective of the Philips Lighting purpose and value statement is to provide all employees with a common direction about why the organization exists, what we value, and how we work. The values as defined in the statement are:

- a) Customer First: We partner with our external customers, they are at the center of what we do
- b) Greater Together: We collaborate across teams to build on our strengths and diversity, and work towards our shared goal
- c) Game Changer: We innovate to set ourselves apart and continue to lead in the market
- d) Passion for Results: We work smarter and faster to deliver excellence

Going forward, our organizational values will underpin all our HR practices and processes.

Your company’s talent process focuses on identifying future leaders, creating structured development journeys and ensuring the right leaders are available to deliver the business agenda. This was done through Organization Talent reviews focused on building strong succession health. The process was facilitated through cross functional ‘Talent Councils’ for Innovation and Operations to drive talent movements and review capability requirements, identify gaps and recommend development interventions. An example was the “India Innovation Hackathon event” intended to foster collaboration across Lighting Innovation teams and leverage on bottom up idea pool that resulted in close to 100 participants, 54 ideas, 11 of which will be sponsored by the management team. Also, your company has been a great exporter of talent with more than 15 global movements across Sales & Marketing, Supply Chain, Business Transformation.

In addition to being a product champion, your company is evolving to become a leader in the space in providing lighting solutions covering products, systems and services across the world. Therefore, to stay ahead of our competition it is imperative that we continue to focus on building winning capabilities and strong leadership pipeline which is also the mainstay of our learning and talent management strategy. To build capability your company launched the ‘Fit for Future’ initiative to focus on building winning capabilities (both technical and behavioral) across key job families Professional Sales, Marketing, Supply chain and Innovation & Development. The intervention maximizes learning through a robust framework comprising of learning on the job (70%), learning from others (20%) and through defined training interventions (10%). A number of leader led learning initiatives were organized to ensure that the teams are adequately equipped to perform and succeed in their roles. Your company also launched the P&L Workshop for the Sales team with the aim of building stronger business acumen.

Moreover, with changing demographics and large field salesforce, to build a stronger learning culture we have socialized learning through the introduction of platforms like learning on-the-go through Harvard Manage Mentor (on mobile) and IBM Connections - global communities of practice.

In the area of Rewards, your Company focused on harmonization of employee benefit policies, with the objective of bringing PLIL and PLIC, Bangalore under the umbrella of “One Philips Lighting India”. These included the revised parental benefits policy, flexible working arrangements to enable employees to manage work life balance and the fitness reimbursement policy for promoting health and well-being. Building a culture of recognition was another focus area to engage and motivate employees. Your company launched its flagship recognition policy ‘Light-Up’ executed through an online platform. The policy focuses on acknowledging and rewarding employees who deliver superior performance while demonstrating Philips Lighting’s values and business principles in their way of working. Your Company also launched the ‘Long Service Awards’ policy to recognize the loyalty and commitment shown by employees over the years. Salary review cycles & benefits awareness sessions continue as usual.

Our journey in digitalization of the HR function continues on track, HR workday was launched in 2013. Workday will be the single source of all employee related data and further enhance process efficiency and cost optimization

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in HR. Phase 2 of this implementation includes Performance Measurement (PPM) evaluation and goal settings, compensation and leave management in Workday (launched in 2015) and intend to implement Annual Compensation Review process in 2016.

Your company's manufacturing facilities enjoy healthy and cordial Industrial Relations across both the sites, namely Mohali Light Factory (MLF) & Vadodara Light Factory (VLF), and significant productivity improvements were achieved through the assimilation of Lean Philosophy at both the sites. This was brought about through the incorporation of continuous improvement behavior at shop-floor through planned interventions.

Information under Section 197 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of the Board's Report.

18. CONSERVATION OF ENERGY, FOREIGN EXCHANGE OUTGO AND TECHNOLOGY ABSORPTION:

Information on Conservation of Energy, Technology Absorption and Foreign Exchange earnings ratio and outgo, required to be given pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is provided in Annexure II to this Report.

19. ENVIRONMENT, ENERGY, OCCUPATIONAL HEALTH & SAFETY:

The Company's Mohali Light Factory (MLF) has been actively involved in implementing Philips Eco Vision program. 100% of waste generated is being recycled. Many energy saving projects were undertaken. Safety of employees is the foremost concern at MLF and working towards providing a safe and accident free working environment is a culture here. Regular trainings and awareness sessions are carried out on Behaviour Based Safety (BBS), Machine Safety for the employees to achieve zero accidents in the factory.

The Company's Vadodara Light Factory (VLF), with its focus on the environment and safety issues, has been very well appreciated during various audits done in the year. National Safety and World Environment day are celebrated every year in the plant to spread awareness and safety culture within the factory. VLF had switched over from liquid mercury to solid mercury in Fluorescent Lamps manufacturing which resulted in drastic reduction of mercury consumption. Regular training and seminars are conducted on Behaviour Based Safety and Machine safety to motivate and inculcate behaviour change amongst its employees in pursuit of the Company's our aim of zero accidents at the site. VLF is also actively involved in implementing the Philips Eco-Vision program. During the year, substantial part of the waste generated at VLF was recycled. E-waste also was disposed through Proper and authorised TSDF-Treatment, Storage and Disposal Facilities.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The particulars of loans given, investments made, guarantees given and securities provided, if any, covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statements, which form part of the Company's Annual Report.

21. RELATED PARTY TRANSACTIONS:

Information on transactions with related parties pursuant to Section 134(3)(h) of the Act with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure III in Form –AOC-2 and the same forms part of this Report.

22. STATEMENT OF RISK MANAGEMENT:

Risk management forms an integral part of the business planning and review cycle. The Company's risk management initiatives are designed to overview the main risks known to your Company, which could hinder it in achieving its strategic and financial business objectives. The objectives are met by integrating management control into the daily operations, by ensuring compliance with legal requirements and by safeguarding the integrity of the Company's financial reporting and its related disclosures like businesses, objectives, revenues, income, assets, liquidity or capital resources. Your Company's risk management approach is embedded in the areas of corporate governance, Philips Business Control Framework and Philips General Business Principles.

23. DIRECTORS RESPONSIBILITY STATEMENT:

As required under Section 134(5) of the Companies Act, 2013, your Directors, to the best of their knowledge confirm that:-

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) The directors have prepared the annual accounts on a going concern basis;
- (v) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

24. STATUTORY AUDITORS:

In terms of provisions of Section 139 and 141 of the Companies Act, 2013 and Rules framed thereunder, the Board of your Company at its meeting held on 17th October, 2016, has appointed M/s SR Batliboi & Co LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), as Statutory Auditors of your Company, subject to the approval of the Shareholders of the Company, in place of M/s BSR & Associates, LLP, Statutory Auditors, whose term is ending in the ensuing Annual General Meeting. The Board of Directors of your Company recommend their appointment for your approval.

25. COST AUDITORS:

Pursuant to the provisions of Section 148 of the Companies Act, 2013, your Directors have approved the appointment of M/s Ravi Sahni & Co., Cost Accountants, having FRN 100193, to conduct the Cost Audit for the year ending 31st March, 2017, at a remuneration of ₹ 4,20,000/- (Rupees Four Lakhs Twenty Thousand Only) plus service tax and out of pocket expenses, subject to the approval of such remuneration by the Members of the Company at its Annual General Meeting.

26. SECRETARIAL AUDITORS' QUALIFICATION:

The Secretarial Audit was carried out by M/s PI & Associates, Company Secretaries for the financial year ended on 31st March, 2016. The Report given by the Secretarial Auditors is annexed as Annexure IV and forms integral part of this Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report. During the year under review, the Secretarial Auditors had not reported any matter under section 204(3) of the Act read with section 134(3)(f) of the Act and under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) of the Act.

27. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS:

There is no qualification, reservation or adverse remarks or disclaimers made by the Auditors in their reports.

28. PREVENTION, PROHIBITION AND REDRESSAL AGAINST HARASSMENT OF WOMEN EMPLOYMENT:

In order to ensure a safe working environment for all women employees, your Company has a Prevention, Prohibition and Redressal against Sexual Harassment of Women Employees at Workplace Policy in place, adhering with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and its Rules. Consequently, the Company has set up a Core Complaints Redressal Committee at the Corporate Office in Gurgaon

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and Site Complaint Redressal Committees in all branch offices and factories consisting of 2-4 members, along with an external member appointed from an NGO, with experience in the field of sexual harassment at workplace.

The procedure followed by the Committee is as follows - If any incident of sexual harassment occurs, a written complaint is to be filed by the complainant with the respective Core/Internal Complaint Redressal Committee or with the Employer within 30 days from the date of incident, along with its supporting documents and details of the witnesses and evidences. The same will be reported to the Country Compliance Officer. A copy of the same is forwarded to the respondent within 7 days. The respondent is required to file his reply, along with supporting documents and details of witnesses in the next 10 days.

The Committee attempts to reconcile the written request of the victim or proceed with the inquiry, which is to be completed within 90 days. The inquiry report is issued within 10 days from completion of the inquiry and forwarded to the India Management Team. If the India Management Team is satisfied with the findings of the Committee, appropriate action is taken on the lines of issuing a warning or stern warning or even termination of service, within 60 days from the date of receipt of the inquiry report. Necessary face to face trainings and online courses are provided to all employees.

During the year under review no case of any sexual harassment complaint received and there is no pending case.

ACKNOWLEDGMENT:

Your Directors place on record their deep appreciation of the assistance and guidance provided by the Central Government and the Governments of the States of India, its suppliers, technology providers and all other stakeholders. Your Directors also appreciate the contribution made by the employees of your Company at all levels.

Your Directors thank the financial institutions and banks associated with your Company for their support as well. Your Directors also thank the Company's dealers and its customers for their unstinted commitment and valuable inputs.

Your Directors acknowledge the support received from you as shareholders of the Company.

For and on behalf of the Board of Directors of
PHILIPS LIGHTING INDIA LIMITED

Place: Gurgaon
Date: 17th October, 2016

HARSHAVARDHAN M. CHITALE
Managing Director & CEO
(DIN: 00040221)

BIDHU B. MOHANTY
Whole-time Director & CFO
(DIN: 07017960)

ANNEXURE -I

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March, 2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U74900WB2015PLC206100
2.	Registration Date	22/04/2015
3.	Name of the Company	PHILIPS LIGHTING INDIA LIMITED
4.	Category/Sub-category of the Company	Public Company / Subsidiary of Foreign Company limited by shares
5.	Address of the Registered office & contact details	7, Chandra Madhab Road, Kolkata, West Bengal, 700020
6.	Whether listed company	NO
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Sharepro Services (India) Pvt. Ltd. 13 AB Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri (E), Mumbai- 400072 Tel.: +9-22-67720300 Please Note with effect from 1st July, 2016 Karvy Computershare Private Limited is appointed as new Registrar & Transfer Agent of the Company. Address: "Karvy Selenium" Tower-B, Plot no.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032. Toll Free number: 18 00 3454 001 Telephone number: +91 040-67162222, Fax number:+91 040-23420814, Email: einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Lighting	2740	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Ass.	% Share held	Applicable section
1.	Koninklijke Philips N.V. (KPNV)* High Tech Compus 5, 5656 AE Eindhoven, the Netherlands	N.A.	Holding	96.13	2(46)

*Note: Koninklijke Philips N.V. has transferred all equity shares to Philips Lighting Holding B.V. on 27th April, 2016.

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year* [As on 22-April-2015]#				No. of Shares held at the end of the year** [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	50,000	50,000	100	-	-	-	-	(100)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	-	50,000	50,000	100	-	-	-	-	-
(2) Foreign									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	55,290,242	55,290,242	96.13	96.13
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	55,290,242	55,290,242	96.13	-
Total shareholding of Promoter (A)=(A)(1)+ (A)(2)	-	50,000	50,000	100	-	55,290,242	55,290,242	96.13	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	3,058	3,058	0.01	0.01
b) Banks / FI	-	-	-	-	8,623	2,346	10,969	0.02	0.02
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year* [As on 22-April-2015]#				No. of Shares held at the end of the year** [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	8,623	5,404	14,027	0.02	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	36,648	12,351	48,999	0.09	0.09
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-					
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	-	-	-	-	718,920	1,239,890	1,958,810	3.41	3.41
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	-	-	-	-	144,077	-	144,077	0.25	0.25
c) Others (specify)- Trust + NPBC	-	-	-	-	17,731	-	17,731	0.03	0.03
Foreign Nationals	-	-	-	-	-	-	-	-	-
NRI (REP)	-	-	-	-	15,672	11,884	27,556	0.05	0.05
NRI (NON-REP)	-	-	-	-	15,700	100	15,800	0.03	0.03
Sub-total (B)(2):-					948,748	1,264,225	2,212,973	3.85	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	957,371	1,269,629	2,227,000	3.87	-

Philips Lighting India Limited

Category of Shareholders	No. of Shares held at the beginning of the year* [As on 22-April-2015]#				No. of Shares held at the end of the year** [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	50,000	50,000	100	957,371	56,559,871	57,517,242	100	-

Notes:

*The Company was wholly-owned Subsidiary of Philips India Limited through other six nominee shareholders holding one share each at the time of Incorporation but pursuant to the scheme of demerger duly approved by the Hon'ble High Court of Calcutta by an order dated 7th January, 2016, the shares held by Philips India Limited got cancelled.

**In accordance to the scheme, the shareholders of Philips India Limited were entitled to receive, on proportionate basis, for every one fully paid-up equity share of ₹ 10/- each held by them in Philips India Limited, one fully paid up equity share of ₹ 10/- (Rupees ten) each of your Company. Accordingly, fully paid equity shares allotted to the shareholders of Philips India Limited.

ii) SHAREHOLDING OF PROMOTERS

SN	Shareholder's Name	Shareholding at the beginning of the year#			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Philips India* Limited	50,000	50,000	-	-	-	-	(100)
2	Koninklijke Philips N.V.**	-	-	-	55,290,182	96.13	-	96.13
3	Philips Radio B.V.**	-	-	-	60	0.00	-	0.00
	Total	50,000	100	-	55,290,242	96.13	-	-

Notes:

*The Company was wholly-owned Subsidiary of Philips India Limited through other six nominee shareholders holding one share each at the time of Incorporation.

**Pursuant to the scheme of demerger, fully paid-up equity shares allotted to the promoters of Philips India Limited and Shares held by Philips India Limited in the Company got cancelled.

iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

SN	Particulars	Shareholding at the beginning of the year#		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	50,000	100		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	There is change in Promoters Shareholding between 22.04.2015 to 31.03.2016. 55,290,242 equity shares allotted to Koninklijke Philips N.V. and Philips Radio B.V. consequent to scheme of demerger duly approved by Hon'ble High Court of Calcutta vide its order dt. 7th January, 2016 and accordingly 50,000 equity shares held by Philips India Limited got cancelled.			
	At the end of the year	55,290,242	96.13		

iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS: (Other than Directors, Promoters and Holders of GDRs and ADRs):

S.N.	For Each of the Top 10 Shareholders *	Shareholding at the beginning of the year#		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	PAYAL BHANSHALI				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	54,700	0.10	54,700	0.10
2	VALLABH ROOPCHAND BHANSHALI				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	27,350	0.05	27,350	0.05
3	SURESH GUPTA				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	13,600	0.02	13,600	0.02

Philips Lighting India Limited

S.N.	For Each of the Top 10 Shareholders *	Shareholding at the beginning of the year#		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	PUNIT KUMAR				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	12,000	0.02	12,000	0.02
5	AJAY KUMAR				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	10,836	0.02	10,836	0.02
6	AMISH NARENDRA SHAH				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	10,276	0.02	10,276	0.02
7	HINA KIRTI DOSHI				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	10,000	0.02	10,000	0.02
8	HITESH SHANTILAL MEHTA				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	10,000	0.02	10,000	0.02
9	SUSHILA NAYYAR				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	9,300	0.02	9,300	0.02

S.N.	For Each of the Top 10 Shareholders *	Shareholding at the beginning of the year#		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
10	EMERALD SECURITIES PRIVATE LTD				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	7,482	0.01	7,482	0.01

Note:

*Pursuant to the scheme of demerger, fully paid-up equity shares allotted to the shareholders of Philips India Limited and Shares held by Philips India Limited in the Company got cancelled.

v) **SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: NOT APPLICABLE**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year#		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	-	-

Philips Lighting India Limited

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount in ₹ Million)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year#				
i) Principal Amount	74.01*	-	-	74.01*
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	74.01	-	-	74.01
Change in Indebtedness during the financial year				
* Addition	5.20	133.82	-	139.02
* Reduction	5.47	133.82	-	139.29
Net Change	(0.27)	-	-	(0.27)
Indebtedness at the end of the financial year				
i) Principal Amount	73.74	-	-	73.74
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	73.74	-	-	73.74

Note:-

*Principal amount represents amount payable on account of Finance lease obligation (Car lease) acquired as part of the Scheme of the arrangement for Demerger effective from 1st February, 2016.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

(Amount in ₹ Million)

SN.	Particulars of Remuneration	Name of MD /WTD/ Manager		Total Amount
		Mr. Harshavardhan M. Chitale (MD)	Mr. Bidhu B. Mohanty (WTD)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4.98	1.40	6.38
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.04	0.06	0.10
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	0.60	-	0.60
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	5.62	1.46	7.08
	Ceiling as per the Act			76.55

B. Remuneration to other directors: Not Applicable

SN.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors	-	-
	Fee for attending board committee meetings	-	-
	Commission	-	-
	Others, please specify	-	-
	Total (1)	-	-
2	Other Non-Executive Directors	-	-
	Fee for attending board committee meetings	-	-
	Commission	-	-
	Others, please specify	-	-
	Total (2)	-	-
	Total (B)=(1+2)	-	-
	Total Managerial Remuneration	-	-
	Overall Ceiling as per the Act	-	-

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

SN	Particulars of Remuneration	Key Managerial Personnel	Total
		Mr. Harshavardhan M. Chitale as Chief Executive Officer	
1	Gross salary	Information disclosed in Point A above.	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	- as % of profit		
	others, specify...		
5	Others, please specify		
	Total		

Notes:-

- i. Mr. Bidhu Bhusan Mohanty is appointed as CFO (KMP) w.e.f. 1st April, 2016.
- ii. Mr. Nitin Mittal is appointed as Company Secretary (KMP) w.e.f. 27th April, 2016.

Philips Lighting India Limited

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offenses during the year ended 31st March, 2016.

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Note:

The Company being incorporated on 22nd April, 2015, thus first financial year begins from the date of its incorporation.

For and on behalf of the Board of Directors of
PHILIPS LIGHTING INDIA LIMITED

Place: Gurgaon
Date: 17th October, 2016

HARSHAVARDHAN M. CHITALE
Managing Director & CEO
(DIN: 00040221)

BIDHU B. MOHANTY
Whole-time Director & CFO
(DIN: 07017960)

Annexure - II

Information in accordance with Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of the Board's Report for the year ended 31st March 2016.

A. ENERGY CONSERVATION

The following measures were implemented during the Financial Year ending on 31st March, 2016:

1. Steps taken or impact on conservation of energy:

- a) Reduction of molten glass to save energy.
- b) Fix bed sintering is done in the TL production line to improve energy efficiency.
- c) Reduction in electricity consumption by optimization of VTL pumping oven and PSCS shrink tunnel.
- d) Reduction in glass draw is done to conserve energy.
- e) Cooling tower optimization to save energy consumed by compressors.
- f) Relocation of VTL common cooling tower to optimize energy consumed by stop one recirculating pump.
- g) To save electricity consumption, transitioned from electric heating to Natural Gas fired.
- h) Replacement of conventional lights with LED at administration building, VTL & GLS.
- i) Reduction of compressed air consumption by 10% at VTL.
- j) Using electronic ballast instead of electric ballast to save electricity.
- k) Testing fewer lamps which leads to sample size reduction in GLS life testing rack.
- l) Optimization in suspension room motors usage.
- m) Shafts & sprockets substituted with Guide to save heat loss on CFL sintering machines.
- n) Installation of T5 Pumping and CFL Pumping oven insulation which has been redesigned to reduce heat loss.
- o) Reduction in energy consumption by improving optical parts of Laser cutting machines.
- p) 2.5 Ton chiller in place of 5 Ton for laser cutting machines.

2. Steps taken by the Company for utilizing alternate sources of energy:

Since the last few years, the Company, at its Vadodara Light Factory, has been availing some of its energy through wind power which is being generated from windmill installed at Rajkot by third party, who is a wind energy vendor. The average consumption is upto 500k units from the same.

3. The Capital Investment on energy conservation on equipment's:

The Company has invested ₹ 10.1 million during this year on Capex for energy saving equipment's.

B. RESEARCH & DEVELOPMENT (R & D)

Your Company continues to derive the sustainable benefits from the strong foundation and Long tradition of Research and development. During the year the Company continued to focus on the development of its products to preserve and strengthen its competitive position in various lighting related products. Your Company believes that process development and import substitution are of paramount importance and put all its efforts to establish the same. The Company's R & D laboratories have been instrumental in providing the Company with a sustainable competitive advantage through application of Science and Technology.

1. Specific areas in which R & D has been carried out:

LED luminaires, solar powered LED luminaires, configurable luminaires, DC power packs for multiple application areas like street area, sports, Garden, office, retail outlets and Industry..

Philips Lighting India Limited

2. Benefits derived as a result of above efforts:

Energy efficient and environment friendly lighting solution with better design and superior to competition. Significant growth in LED market with enhanced affordability (lower cost) and reliability (enhanced useful life) imparted to the new products.

3. Future plan of action:

Continue to engage in design & development of new generation Energy efficient and environment friendly lighting solution.

4. Expenditure incurred on R&D:

(Amounts in ₹ Mn)

Particulars	2015-16
A Capital Expenditure	1.51
B Net Revenue Expenditure	43.34
TOTAL	44.85

C. **TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION**

i) Efforts made towards technology absorption, adoption and innovation.

Imbibing a strong capability in connected lighting/system & services, adding features related to customer interface and connectivity.

ii) Benefits derived as a result of above efforts.

Improvement in product quality, cost reduction, product development and import substitution.

D. **FOREIGN EXCHANGE EARNINGS & OUTGO**

During the year total inflow in foreign exchange was ₹ 360.90 Million and total outflows in foreign exchange was ₹ 259.33 Million.

Annexure - III

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2016, which were not on an arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis:

Name(s) of the related party & Nature of Relationship	Nature of contracts/ arrangements/ transactions:	Duration of the contracts / arrangements/ transactions:	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board:	Amount Paid as Advances, if Any	Value of Transactions during the Year Ended 31st March, 2016 (₹ Million)
Philips Electronics Hong Kong Limited Fellow Subsidiary Company	Purchase of Goods	Yearly	Based on Transfer Pricing Guidelines	Not Applicable since the contract was entered in the ordinary course of business and on arm's length basis	Not Applicable	165.88
Philips Lighting B.V. Fellow Subsidiary Company	Purchase of Goods	Yearly	Based on Transfer Pricing Guidelines	Not Applicable since the contract was entered in the ordinary course of business and on arm's length basis	Not Applicable	102.76
Philips Lighting Holding B.V. Fellow Subsidiary Company	Purchase of Services	Yearly	Based on Transfer Pricing Guidelines	Not Applicable since the contract was entered in the ordinary course of business and on arm's length basis	Not Applicable	186.29
Philips India Limited Fellow Subsidiary Company	Reimbursements Paid	Yearly	Based on Transfer Pricing Guidelines	Not Applicable since the contract was entered in the ordinary course of business and on arm's length basis	Not Applicable	509.21

Philips Lighting India Limited

Name(s) of the related party & Nature of Relationship	Nature of contracts/ arrangements/ transactions:	Duration of the contracts / arrangements/ transactions:	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board:	Amount Paid as Advances, if Any	Value of Transactions during the Year Ended 31st March, 2016 (₹ Million)
Philips Electronics Hong Kong Limited Fellow Subsidiary Company	Reimbursements Received	Yearly	Based on Transfer Pricing Guidelines	Not Applicable since the contract was entered in the ordinary course of business and on arm's length basis	Not Applicable	139.44
Philips Lighting B.V. Fellow Subsidiary Company	Export of Services	Yearly	Based on Transfer Pricing Guidelines	Not Applicable since the contract was entered in the ordinary course of business and on arm's length basis	Not Applicable	124.64
Philips India Limited Fellow Subsidiary Company	Inter Corporate Deposits Received	Yearly	Based on Transfer Pricing Guidelines	Not Applicable since the contract was entered in the ordinary course of business and on arm's length basis	Not Applicable	133.80
Philips India Limited Fellow Subsidiary Company	Inter Corporate Deposits Paid	Yearly	Based on Transfer Pricing Guidelines	Not Applicable since the contract was entered in the ordinary course of business and on arm's length basis	Not Applicable	133.80

Please note that transactions with related parties of value ₹ 100 Million or more have been taken into account while preparing this form. The complete list of related party transactions forms part of Notes to the financial statements, forming part of this Annual Report.

For and on behalf of the Board of Directors of
PHILIPS LIGHTING INDIA LIMITED

HARSHAVARDHAN M. CHITALE
Managing Director & CEO
(DIN: 00040221)

BIDHU B. MOHANTY
Whole-time Director & CFO
(DIN: 07017960)

Place: Gurgaon
Date: 17th October, 2016

Annexure IV

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

PHILIPS LIGHTING INDIA LIMITED

(U74900WB2015PLC206100)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Philips Lighting India Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016, the Company has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent based on the management representation letter/ confirmation, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016, according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **(not applicable)**
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **(not applicable)**
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(not applicable)**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(not applicable)**
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(not applicable)**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Guidelines, 2014; **(not applicable)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(not applicable)**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(not applicable)**
- vi. We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances under other following applicable Act, Laws & Regulations to the Company:-

Philips Lighting India Limited

- Central Excise Act 1944;
- Central Sales Tax Act, 1956 & Local Sales Tax Acts;
- The Customs Act, 1962;
- The Industries (Development & Regulation) Act, 1951;
- The Water (Prevention and Control of Pollution) Act, 1974;
- The Air (Prevention and Control of Pollution) Act, 1981;
- The Environment (Protection) Act, 1986;
- Employees State Insurance Act, 1948;
- The Entry Tax Act, 1976;
- The Professional Tax Act;
- The Legal Metrology Act, 2009;
- The Shops and Establishment Act, 1953;
- The Factories Act, 1948 / Applicable Rules;
- The Industrial Disputes Act, 1947;
- The Minimum Wages Act, 1948 / Applicable Rules;
- The Contract Labour (Regulation & Abolition) Act, 1970 / Applicable Rules;
- The Industrial Employment (Standing Orders) Act, 1946 / Applicable Rules;
- The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959 / Applicable Rules;
- The Payment of Wages Act, 1936 / Applicable Rules;
- The Payment of Bonus Act, 1965 / Applicable Rules;
- The Payment of Gratuity Act, 1972 / Applicable Rules;
- The Equal Remuneration Act, 1976 / Applicable Rules;
- Employees Provident Fund and Miscellaneous Provisions Act, 1952;
- Provisions of Employee State Insurance Act, 1948;
- Workmen's Compensation Act, 1923;
- Indian Contract Act, 1872;
- The Electronic Waste Act, 2003;
- Income Tax Act 1961;
- Finance Act 1994;
- Prevention of Money Laundering Act 2002;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- And other applicable Acts and Rules.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and
- (ii) The Listing Agreements entered into by the Company with the Stock Exchange(s), if applicable; **(not applicable)**

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven (7) days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

The Hon'ble Calcutta High Court vide its Order dated January 07, 2016 had sanctioned the Scheme of Arrangement pursuant to Section 391 to Section 394 of Companies Act 1956, thereby hiving off the lighting business division of M/s Philips India Limited to the Company.

**For PI & Associates,
Company Secretaries
Partner**

**(Nitesh Latwal)
ACS No.: 32109
C P No.: 16276**

Date: September 30th, 2016
Place: New Delhi

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

Philips Lighting India Limited

“Annexure A”

To,

The Members,

PHILIPS LIGHTING INDIA LIMITED

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For PI & Associates,
Company Secretaries
Partner**

Date: September 30th, 2016

Place: New Delhi

**(Nitesh Latwal)
ACS No.: 32109
C P No.: 16276**

Independent Auditor's Report

To the Members of **Philips Lighting India Limited**

1. Report on the Financial Statements

We have audited the accompanying financial statements of **Philips Lighting India Limited** ('the Company'), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information (or 'the financial statements').

2. Management's Responsibility for the Financial's Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the Preparation of these financials statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016, and its profit and its cash flows for the period ended on that date.

5. Report on Other Legal and Regulatory Requirements

- (i) As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure A, a Statement of the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (ii) As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

Philips Lighting India Limited

- (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 31 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For B S R & Co. LLP

Chartered Accountants

ICAI Firm Registration No.: 101248W/W-100022

Vikram Advani

Partner

Membership No: 091765

Place: Gurgaon

Date: 18 August 2016

Annexure A referred to in paragraph 5 (i) of the Independent Auditor's Report to the Members of Philips Lighting India Limited on the financial statements for the period ended 31 March 2016

- (i) (a) According to the information and explanation given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As informed to us, the Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years, except for certain assets which are verified on the basis of third party confirmations. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. However, no physical verification has been carried out during the current period.
- (c) Pursuant to the Scheme of Arrangement for Demerger under Sections 391 to 394 of the Companies Act, 1956 and 2013 amongst Philips India Limited ("Demerged Company") and Philips Lighting India Ltd. ("Resulting Company"), all the immovable properties pertaining to Lighting business of the Demerged Company which included the Land at Mohali & Vadodara were transferred to and vested in the name of Resulting Company. As informed to us, the Company is in the process of getting the respective title deeds transferred in its name. (Also refer to note 34)
- (ii) (a) The inventories except goods-in-transit, have been physically verified by the management during the period. In our opinion, the frequency of such verification is reasonable. For stocks lying with third parties at the period end, written confirmations have been obtained. As informed to us, discrepancies noticed on verification between physical stocks and book records were not material and have been properly dealt within the books of accounts.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Thus, paragraph 3(iii) (a) and (b) of the Order is not applicable.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the provisions of section 185 and 186 of the Act have been complied with.
- (v) The Company has not accepted any deposits from the public during the period.
- (vi) We have broadly reviewed the records maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under sub-section 1 of Section 148 of the Act in respect of Electric Lamps and Fluorescent Tubes and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, duty of customs, duty of excise, cess and other material statutory dues have been regularly deposited during the period by the Company with the appropriate authorities, though there has been slight delay in a few cases.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, duty of customs, duty of excise, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of duty of customs, Income tax, Sales tax, Service tax which have not been deposited on account of any dispute. The dues of duty of excise as disclosed in Appendix 1 have not been deposited by the Company on account of disputes.
- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to its financial institutions during the period. Further, the Company did not have any outstanding debentures or dues to any bankers or government during the period.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the period. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

Philips Lighting India Limited

- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For B S R & Co. LLP

Chartered Accountants

ICAI Firm Registration No.: 101248W/W-100022

Vikram Advani

Partner

Membership No: 091765

Place: Gurgaon

Date: 18 August 2016

Appendix 1 to annexure to the auditor's report

(in ₹ Mln.)

Name of the statute / period to which the amount relates	Nature of dues	Forum where dispute is pending				
		Appellate authority upto Commissioner (Appeals)	Tribunal	Honourable High court	Amount Paid under protest	Net Total
Central Excise Act, 1944						
Less than 3 years	Excise duty including interest and Penalty where applicable	98.79				98.79
3 to 7 years	Excise duty including interest and Penalty where applicable	245.79	217.04			462.83
Above 7 years	Excise duty including interest and Penalty where applicable		16.45	2.53		18.98

Note: The above includes cases transferred from Philips India Limited pursuant to Scheme of Arrangement for Demerger.

Philips Lighting India Limited

Annexure - B to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Philips Lighting India Limited** ("the Company") as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the period ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting, issued by the Institute of Chartered Accountants of India.

For B S R & Co. LLP

Chartered Accountants

ICAI Firm Registration No.: 101248W/W-100022

Place: Gurgaon

Date: 18 August 2016

Vikram Advani

Partner

Membership No: 091765

Philips Lighting India Limited

Balance Sheet as at 31 March 2016

Amounts in ₹ Mln

		As at 31 March 2016	
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	575	
Reserves and surplus	3	2,561	
			3,136
Non-current liabilities			
Long-term borrowings	4	42	
Long-term provisions	5	452	
Other Long term Liabilities	7	122	
			616
Current liabilities			
Trade payables	6		
Dues to Micro, Small and Medium Enterprises		38	
Dues to Others		4,657	
Other current liabilities	7	1,364	
Short-term provisions	5	776	
			6,835
			10,587
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	8	1,850	
Capital work-in-progress		90	
Deferred tax assets (net)	9	354	
Long-term loans and advances	10	390	
Other non-current assets	11	146	
			2,830
Current assets			
Inventories	12	2,855	
Trade receivables	13	4,540	
Cash and cash equivalents	14	12	
Short-term loans and advances	10	350	
			7,757
			10,587
Significant accounting policies	1		

The notes referred to above 1-37 form an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of the board

For B S R & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 101248W /
W-100022

Managing Director & CEO

Harshavardhan Madhav Chitale

(DIN: 00040221)

Whole Time Director & CFO

Bidhu Bhusan Mohanty

(DIN: 07017960)

Vikram Advani

Partner

Membership No.: 091765

Head of Legal and Company Secretary

Nitin Mittal

(FCS- 7044)

Place: Gurgaon

Date: 18th August 2016

Place: Gurgaon

Date: 18th August 2016

Statement of Profit and Loss for the period ended 31 March 2016

Amounts in ₹ Mln

For the period ended 31 March 2016

Income			
Revenue from operations (gross)	15	5,795	
Less: Excise duty recovered		(109)	
Revenue from operations (net)		5,686	
Other income	16	9	
Total revenue			5,695
Expenses			
Cost of raw materials consumed	17	402	
Purchases of stock-in-trade	18	3,446	
Changes in inventories of work-in-progress, finished goods and stock-in-trade	19	(487)	
Employee benefits expense	20	565	
Finance costs	21	4	
Depreciation expense	22	67	
Other expenses	23	1,022	
Total expenses			5,019
Profit / (loss) before exceptional items and tax			676
Exceptional items	27		6
Profit / (loss) before tax			670
Tax expense			
Current tax: MAT for the year		(149)	
MAT credit entitlement		10	
Deferred tax - release / (charge)		(79)	
			(218)
Profit / (loss) for the period			452
Basic and diluted earnings per equity share of ₹ 10 each (in ₹)	33		45.64
Significant accounting policies	1		

The notes referred to above 1-37 form an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of the board

For **B S R & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 101248W /
W-100022

Managing Director & CEO

Harshavardhan Madhav Chitale

(DIN: 00040221)

Whole Time Director & CFO

Bidhu Bhusan Mohanty

(DIN: 07017960)

Vikram Advani

Partner

Membership No.: 091765

Head of Legal and Company Secretary

Nitin Mittal

(FCS- 7044)

Place: Gurgaon

Date: 18th August 2016

Place: Gurgaon

Date: 18th August 2016

Philips Lighting India Limited

Cash Flow Statement for the period ended 31 March 2016

Amounts in ₹ Mln
For the period ended
31 March 2016

A Cash flow from Operating Activities	
Profit Before Tax	670
Exceptional items	6
Net profit before tax and exceptional items	676
Adjustments	
Depreciation	67
Provision for doubtful trade receivables and loans and advances	26
Finance costs	4
<u>Operating profit before working capital changes</u>	773
Changes in working capital	
Trade and other receivables	(876)
Inventories	(352)
Current liabilities and provisions	768
Cash generated from operations	313
Income tax paid (net of refunds)	(167)
Net cash generated from operating activities	146
B Cash flow from Investing activities	
Purchase of fixed assets	(133)
Proceeds from sale of fixed assets(Including Advances)	2
Net cash used in investing activities	(131)
C Cash flow from Financing activities	
Interest paid	(4)
Net cash used in financing activities	(4)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	11
Cash and cash equivalents (transferred as per the scheme of arrangement for demerger)	1
Cash and cash equivalents at the end of the period	12

As per our report of even date attached

For and on behalf of the board

For **B S R & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 101248W /
W-100022

Vikram Advani

Partner

Membership No.: 091765

Place: Gurgaon

Date: 18th August 2016

Managing Director & CEO

Whole Time Director & CFO

Head of Legal and Company Secretary

Place: Gurgaon

Date: 18th August 2016

Harshavardhan Madhav Chitale

(DIN: 00040221)

Bidhu Bhusan Mohanty

(DIN: 07017960)

Nitin Mittal

(FCS- 7044)

Background

Philips Lighting India Limited (“the Company”) was incorporated as a public limited company on 22 April 2015 with its registered office at Kolkata, India. The Company is engaged in manufacturing, trading and distribution of all kinds of lighting and allied products and lighting system solution.

The Company has started its operations from 01 February 2016.

The financial statements are prepared for the period from 22 April 2015 to 31 March 2016 (“Period”).

STATEMENT OF ACCOUNTING POLICIES (Note 1)

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements are prepared under the historical cost convention, on accrual basis and presented in accordance with Indian Generally Accepted Accounting Principles (‘Indian GAAP’). Indian GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (‘Act’) read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting pronouncements of the Institute of Chartered Accountants of India.

All assets and liabilities have been classified as “current or non-current” as per Company’s normal operating cycle and other criteria set out in “Schedule III to the Companies Act, 2013 (‘Act’)” based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

2. REVENUE RECOGNITION

Sales are recorded net of trade discounts, rebates, sales tax but include excise duty.

Sales of goods / equipments are recognised on transfer of risks and rewards of ownership in the goods to the customers / completion of installation.

Income from annual maintenance service contracts is recognised on a straight-line basis over the period of contracts and income from other service contracts is recognised on completion of the service rendered.

Revenue from software development services is billed to clients on cost plus basis as per the terms of the specific contracts. Cost and earnings in excess of billings are classified as unbilled revenue.

Interest income is recorded on a time proportion basis taking into account the amounts invested and the rate of interest.

3. FIXED ASSETS AND DEPRECIATION

Fixed assets are valued at cost. Depreciation is provided on the original cost on a straight line method as per the useful lives of the assets as estimated by the management which are equal to the useful lives prescribed under Schedule II of the Companies Act, 2013.

Assets costing less than ₹5,000 are fully depreciated in the year of purchase.

4. LEASES

Operating lease payments are recognised as an expense in the Statement of Profit and Loss on straight line basis over the period of the lease.

Assets acquired under finance lease are capitalised at the lower of their fair value and the present value of the minimum lease payments at the inception of lease. Assets obtained on finance lease are depreciated over the lease period.

5. IMPAIRMENT OF ASSETS

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount (higher of net realizable value and value in use) of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than the carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

Philips Lighting India Limited

6. INVENTORIES

Inventories are valued at cost or net realisable value whichever is lower. Cost, is determined on the basis of the weighted average method and includes all costs incurred in bringing the inventories to their present location and condition. Finished goods and work-in-progress include appropriate proportion of costs of conversion. Obsolete, defective and unserviceable stocks are duly provided for.

7. RESEARCH AND DEVELOPMENT

Revenue expenditure is charged to the Statement of Profit and Loss in the year in which it is incurred and expenditure of a capital nature is capitalized as fixed assets.

8. FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are recorded in the books of the Company at standard exchange rates fixed every month on the basis of a review of the actual exchange rates. The difference between the actual rate of settlement and the standard rate is charged or credited to the Statement of Profit and Loss.

In respect of monetary assets and monetary liabilities, the overall net loss or gain, if any, on conversion at the exchange rates prevailing on the date of the Balance Sheet is charged to revenue.

The premium or discount arising at the inception of forward exchange contracts, which are not intended for trading or speculation purposes, are amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the Statement of Profit and Loss in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contracts is recognised as income or as expense for the period.

Forward contracts which are not covered by Accounting Standard (AS) 11 are measured using "Mark to Market" principle with resulting net losses thereon being recorded in the Statement of Profit and Loss.

9. REPLACEMENT GUARANTEE

The Company periodically assesses and provides for the estimated liability on guarantees given on sale of its products based on past performance of such products.

10. RETIREMENT BENEFITS

Liability for defined benefit plan is provided on the basis of actuarial valuation carried out by an independent Actuary at year end using the Projected Unit Credit Method. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss. Company's contributions to defined contribution plans are charged to the Statement of Profit and Loss as incurred. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yield on government securities of a maturity period equivalent to the weighted average maturity profile of the related obligations at the Balance Sheet date. Termination benefits are recognised as and when incurred.

The Company covers a part of the liability towards employees' gratuity by way of contributing to a registered trust. Liability with respect to the Gratuity plan, determined on basis of actuarial valuation as described above, and any differential between the fund amount as per the trust and the liabilities as per actuarial valuation is recognised as an asset or liability.

Annual contributions are made to the employee's gratuity fund, established with the LIC based on an actuarial valuation carried out by the LIC as at 31 March each year. The fair value of plan assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on net basis. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

11. BORROWING COST

Borrowing costs that are directly attributable to acquisition or construction of qualifying assets are capitalized. A qualifying asset is one that necessarily takes a substantial period of time to get ready for intended use. All other borrowing costs are recognised as an expense in the year in which they are incurred.

12. PROVISIONS AND CONTINGENCIES

A provision is recognised when:

- The Company has a present obligation as a result of a past event;
- It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- A reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

13. TAXATION

Income-tax expense comprises current tax and deferred tax charge or release. Current tax is determined as the amount of tax payable in respect of taxable income for the period. The deferred tax charge or credit is recognised using current tax rates. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is virtual certainty of realization of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realization in future. Such assets are reviewed as at each Balance Sheet date to reassess realization.

Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

As per our report of even date attached

For and on behalf of the board

For **B S R & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 101248W /
W-100022

Vikram Advani

Partner

Membership No.: 091765

Place: Gurgaon

Date: 18th August 2016

Managing Director & CEO

Whole Time Director & CFO

Head of Legal and Company Secretary

Place: Gurgaon

Date: 18th August 2016

Harshavardhan Madhav Chitale

(DIN: 00040221)

Bidhu Bhusan Mohanty

(DIN: 07017960)

Nitin Mittal

(FCS- 7044)

Philips Lighting India Limited

Notes to the Financial Statements for the period ended 31 March 2016

Amounts in ₹ Mln

		As at 31 March 2016	
		No. of Shares	Amount
2	Share capital		
	Authorised		
	Equity shares of ₹10 each	58,000,000	580
			580
	Issued, subscribed and paid-up		
	Equity shares of ₹10 each, fully paid up	57,517,242	575
			575
	2.1. Reconciliation of the number of equity shares outstanding		
	Issue of shares pursuant to scheme of arrangement for Demerger during the period (refer note 34)	57,517,242	575
	At the end of the reporting period	57,517,242	575
	2.2. Rights, preferences and restrictions attached to the equity shares		
	The Company has one class of equity shares. Accordingly all the equity shares rank equally with regard to voting rights, dividends and shares in the Company's residual assets.		
	2.3. Details of equity shares held by the holding and the ultimate holding Company		
	Holding Company		
	Koninklijke Philips NV	55,290,182	553
	2.4. Details of shareholders holding more than 5% shares of the Company		% holding
	Koninklijke Philips NV	55,290,182	96.13%
	2.5. Aggregate number of equity shares bought back during a period of five years immediately preceding the reporting date	-	

Note: Subsequent to the period end, all the equity shares held by Koninklijke Philips NV have been transferred to Philips lighting Holding BV on 27 April 2016.

Notes to the Financial Statements for the period ended 31 March 2016

Amounts in ₹ Mln

As at 31 March 2016

3 Reserves and surplus	
Capital Reserve	
Pursuant to the scheme of arrangement for demerger (refer note 34)	2,190
Less:- Resultant company's share of demerger expenses	(81)
At the end of the period	2,109
Surplus/Deficit in the Statement of Profit and Loss	
Profit for the period	452
	2,561
4 Long-term borrowings	
Long term maturities of finance lease obligations (secured)	42
	42

Additional disclosure relating to long-term borrowings

The finance lease obligations are secured by underlying assets (leased vehicles) [refer note 8]. The legal title of the vehicles vests with the lessors and the lease term varies between 3-5 years, the total minimum lease liability for assets obtained on finance lease is ₹ 89 which includes interest of ₹ 15. The maturity profile of finance lease obligations is as follows:

Minimum lease payments

Payable within 1 year	40
Payable between 1-5 years	49

Present value

Payable within 1 year	32
Payable between 1-5 years	42

5 Provisions

Provision for employee benefits

	Long-term As at 31 March 2016	Short-term As at 31 March 2016
Gratuity (refer note 30)	288	26
Compensated absences (refer note 30)	164	17

Others

Replacement guarantee (refer note 5.1)	-	307
Legal and regulatory (refer note 5.1)	-	363
Miscellaneous risks (refer note 5.1)	-	53
Retention and Performance pay (refer note 5.1)	-	10
	452	776

Additional disclosure relating to provisions:

5.1. Movement in provisions:

	Class of provisions				
	Replacement guarantee	Legal and regulatory	Personnel related	Miscellaneous risks	Total
Transfer as per scheme of arrangement for Demerger	307	365	11	72	755
Add: Accruals	101	-	-	18	119
Less: Utilisation	(101)	-	-	(36)	(137)
Less: Write back	-	(2)	(1)	(1)	(4)
Closing balance	307	363	10	53	733

Philips Lighting India Limited

Notes to the Financial Statements for the period ended 31 March 2016

5.2. Nature of provisions:

(a) Replacement guarantee

The Company provides for the estimated liability on guarantees given on sale of its products based on past performance of such products. The provision represents the expected cost of replacement and free of charge services and it is expected that the expenditure will be incurred over the guarantee period which usually ranges from 6 months to 24 months.

(b) Legal and regulatory

The Company has made provision for taxes and duties relating to cases that are pending assessments before Adjudicating Authorities where possible outflow of resources may arise in future which would depend on the ultimate outcome on conclusion of the cases.

(c) Personnel related

The Company has made provisions in respect of amounts payable to certain employees based on their retention and performance, which are payable over a three year and one year period respectively.

(d) Miscellaneous risks

The Company has created provisions following the accounting concept of conservatism towards possible outflow of resources in respect of other claims against the Company.

		Amounts in ₹ Mln As at 31 March 2016
6	Trade payables	
	Dues to Micro, Small and Medium Enterprises	38
	Dues to Others	4,657
		4,695

Additional disclosure as per Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with their customers the Entrepreneurs Memorandum Number as allocated after filing of the said Memorandum. Accordingly, the disclosures below in respect of the amounts payable to such enterprises as at the year end has been made based on information received and available with the Company.

-	Principal amount due to micro and small enterprises	38
-	Interest due on the above amount	-
-	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-
-	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-
-	The amount of interest accrued and remaining unpaid at the end of each accounting year	-
-	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-

7 Other liabilities

	Long Term	Short Term
Current maturities of finance lease obligations (refer note 4)	-	32
Income received in advance	118	28
Book Overdraft	-	259
Other payables:		
Payables for purchase of fixed assets (other than micro and small enterprises)	-	14
Due to Fellow Subsidiaries	-	509
Advance received from customers	-	150
Employee related payables	4	281
Statutory dues	-	91
	122	1,364

Notes to the Financial Statements for the period ended 31 March 2016

8. Tangible fixed assets

Amounts in ₹ Mn

Particulars	Gross block at cost			Accumulated depreciation			Net block		
	Transfer as per Scheme of Arrangement for Demerger (1)	Additions (2)	Disposals and adjustments (3)	As at 31 March 2016 (1+2-3) (4)	Transfer as per Scheme of Arrangement for Demerger (5)	Depreciation for the period (6)	On disposals and adjustments (7)	As at 31 March 2016 (5+6+7) (8)	As at 31 March 2016 (4-8) (9)
Land									
Freehold*	42	-	-	42	-	-	-	-	42
Buildings	837	-	-	837	366	5	-	371	466
Plant and equipment									
Owned	5,318	63	-	5,381	4,208	52	-	4,260	1,121
Furniture and fixtures	167	-	-	167	103	2	-	105	62
Vehicles									
Held under finance lease	128	6	(4)	130	49	5	(2)	52	78
Office equipment	81	1	-	82	49	1	-	50	32
Others									
Leasehold Improvements	109	-	-	109	58	2	-	60	49
Total	6,682	70	(4)	6,748	4,833	67	(2)	4,898	1,850

*Land measuring 107,711 and 331,927 square meters situated at Vadodara and Mohali respectively have been transferred to and vested in the name of the Company pursuant to the Scheme of Arrangement for Demerger (refer note 34).

Philips Lighting India Limited

Notes to the Financial Statements for the period ended 31 March 2016

Amounts in ₹ Mln

As at 31 March 2016

9 Deferred tax assets (net)

Deferred tax assets

Employee benefits	305
Doubtful trade receivables and loans and advances	41
Other timing differences	103

Deferred tax liabilities

Difference between book and tax depreciation	95
--	----

10 Loans and advances

(Unsecured, unless otherwise stated)

Capital advances (considered good)	10	-
------------------------------------	----	---

Security deposits

Considered good	163	23
Considered doubtful	-	17
Less: Provision for doubtful deposits	-	(17)

Other loans and advances

Advance to suppliers	-	174
CENVAT credit receivable	-	17
Minimum Alternative Tax receivable	10	-
VAT credit receivable	-	10
Deposits against legal cases	207	-
Special additional duty receivables and drawback claims	-	33
Balances with customs and port trust	-	4
Prepaid expenses	-	61
Advances to employees	-	10
Advance income tax (net of provision for tax ₹ 149 mln)	-	18

Notes to the Financial Statements for the period ended 31 March 2016

Amounts in ₹ Mln

As at 31 March 2016

11 Other non-current assets	
Long term trade receivables	
Unsecured, considered good	146
	146
12 Inventories	
(At lower of cost and net realisable value)	
Raw materials	348
[including goods-in-transit - ₹30]	
Finished goods	274
Stock-in-trade (goods purchased for resale)	2,134
[including goods-in-transit - ₹34]	
Stores and spares	99
	2,855
13 Trade receivables	
Receivables outstanding for a period exceeding six months from the date they are due for payment	
Unsecured, considered good	248
Unsecured, considered doubtful	102
	350
Less: Provision for doubtful receivables	(102)
	248
Other receivables	
Unsecured, considered good	4,292
	4,292
	4,540
14 Cash and cash equivalents	
Cash on hand	1
Balances with banks	
On current accounts	11
	12

Philips Lighting India Limited

Notes to the Financial Statements for the period ended 31 March 2016

		Amounts in ₹ Mln
		Period ended 31 March 2016
15	Revenue from operations	
	Sale of products (gross)	5,635
	Sale of services	150
	Other operating revenues	10
	Revenue from operations (gross)	5,795
	Breakup of revenue from sale of products	
	Lamps	2,749
	Fittings	2,401
	Accessories for fittings	26
	Electronic HF ballasts	305
	Modular switches	127
	Filaments	18
	Glass shells	9
		5,635
	Breakup of revenue from sale of services	
	Software development	125
	Other services	25
		150
	Breakup of other operating revenues	
	Export incentives	1
	Scrap sales	4
	Miscellaneous	5
		10
16	Other income	
	Net gain on foreign currency transaction and translation	9
		9
17	Cost of raw materials consumed	
	Inventory of raw materials (Transfer as per Scheme of Arrangement for Demerger)	337
	Add: Purchases	383
	Less: Inventory of raw materials at the end of the period	318
		402
	Cost of raw materials consumed	
	Caps	89
	Lamps consumables	313
		402
	Breakup of inventory of raw materials at the end of the period	
	Caps	44
	Lamp consumables	274
		318
18	Breakup of purchases of stock-in-trade (goods purchased for resale):	
	Lamps	1,290
	Fittings	1,822
	Accessories for fittings	55
	Electronic HF ballasts	216
	Modular switches	63
		3,446

Notes to the Financial Statements for the period ended 31 March 2016

Amounts in ₹ Mln

19 Changes in inventories of finished goods, stock-in-trade and work-in-progress:

	Period ended 31 March 2016		
	Transfer as per Scheme of Arrangement for Demerger	Closing inventory	(Increase)/ decrease in inventory
Finished goods			
Lamps	226	274	(48)
	226	274	(48)
Stock-in-trade (goods purchased for resale)			
Lamps	531	693	(162)
Fittings	644	873	(229)
Accessories for fittings	222	235	(13)
Electronic HF ballasts	173	206	(33)
Modular switches	91	93	(2)
	1,661	2,100	(439)
Total	1,887	2,374	(487)

20 Employee benefits expense

	Period ended 31 March 2016
Salaries, wages and bonus	510
Contribution to provident and other funds	19
Expense on Long term incentive plan	4
Staff welfare expenses	32
	565

21 Finance costs

Interest expense	4
	4

22 Depreciation expense

Depreciation of tangible fixed assets	67
	67

Philips Lighting India Limited

Notes to the Financial Statements for the period ended 31 March 2016

	Amounts in ₹ Mln
	Period ended 31 March 2016
23 Other expenses	
Excise duty	11
Power and fuel	80
Packing, freight and transport	69
Rent	71
Repairs to buildings	7
Repairs to plant & machinery	22
Repairs to others	5
Insurance	15
Rates and taxes	15
Travelling and conveyance	74
Legal and professional	10
Publicity	124
IT and Communication	63
Provision for doubtful trade receivables and loans and advances	26
Replacement guarantee	101
Management support services	186
Miscellaneous	143
	1,022

- (a) Excise duty recovered through sales is disclosed as a reduction from sales and the excise duty not recovered from sales is disclosed as expense above.
- (b) Legal and professional includes payments to auditors as given below: As Auditor - statutory audit fees ₹ 1.85, tax audit fees ₹ 0.40; and reimbursement of expenses ₹ 0.20.
- (c) Miscellaneous include - (i) handling charges - ₹ 11 (ii) commission - ₹ 6

Notes to the Financial Statements for the period ended 31 March 2016

24 Related party transactions

(a) Names of companies where control exists:

(i) Holding and Ultimate holding company

Koninklijke Philips N.V. (KPNV)

(b) Other related parties with whom transactions have taken place during the period:

(i) Fellow Subsidiary Companies

Chicago Magnet Wire Corp.
Dynalite Intelligent Light Pty. Limited
Genlyte Thomas Group LLC
Ilti Luce S.r.l.
Luceplan S.p.A
Lumileds LLC
Lumileds India Private Limited
Philips (China) Investment Company, Ltd.
Philips Belgium
Philips Egypt (Limited Liability Company)
Philips Electrical Industries of Pakistan Limited
Philips Electronics (Thailand) Ltd.
Philips Electronics Hong Kong Limited
Philips Electronics Ltd.
Philips Electronics Nederland B.V.
Philips Electronics North America Corporation
Philips Electronics Singapore Pte Ltd
Philips Electronique Maroc
Philips France
Philips India Ltd.
Philips Innovative Applications
Philips International B.V.
Philips Lighting B.V.
Philips Lighting Holding B.V.
Philips Lighting Bielsko Sp.z.o.o.
Philips Lighting Eurasia LLC
Philips Lighting Industry (China) Co., Ltd.
Philips Lighting Luminaires (Shanghai) Co., Ltd.
Philips Lighting Poland S.A.
Philips Luminaires (Chengdu) Co., Ltd.
Philips Mexicana, S.A. de C.V.
Philips New Zealand Limited
Philips Peruana S.A.
Philips Solid-State Lighting Solutions, Inc.
Philips South Africa (Proprietary) Limited
Philips Technologie GmbH
Philips Uruguay S.A.
PITS
PT. Philips Indonesia
Türk Philips Ticaret Anonim Sirketi

(ii) Key Management Personnel

(1) Executive Directors:

- (i) Mr. Harshavardhan Madhav Chitale (Managing Director and Chief Executive Officer w.e.f 31 March 2016)
- (ii) Mr. Bidhu Bhusan Mohanty (Whole time Director and Chief Financial Officer)

Philips Lighting India Limited

Notes to the Financial Statements for the period ended 31 March 2016

Amounts in ₹ Mln

(c) Nature of transactions

	Period ended 31 March 2016		
	Holding Company	Fellow Subsidiary Companies	Key Managerial Personnel
PURCHASES			
Goods	-	396	-
Services	-	189	-
Reimbursements	-	564	-
Others	4	-	-
SALES			
Goods	-	211	-
Services	-	150	-
Reimbursement	-	32	-
Others	-	-	-
MANAGERIAL REMUNERATION			
Mr. Bidhu Bhusan Mohanty	-	-	1
Mr. Harshavardhan Madhav Chitale	-	-	6
FINANCE			
Inter corporate deposits taken	-	134	-
Inter corporate deposits repaid	-	134	-
OUTSTANDINGS			
Payable	-	1,323	-
Receivable	-	497	-

Relationship / Name of the related party	Description of the nature of transaction	Value of the transactions
	Period ended 31 March 2016*	
(i) Fellow subsidiary Companies:		
Chicago Magnet Wire Corp.	Purchase of goods	60
Philips Electronics Hong Kong Limited	Purchase of goods	166
Philips Lighting B.V.	Purchase of goods	103
Philips Lighting Holding B.V.	Purchase of services	186
Philips India Limited	Reimbursements paid	509
Chicago Magnet Wire Corp.	Reimbursements received	23
Philips Electronics Nederland B.V.	Reimbursements received	7
Philips Electronics Hong Kong Limited	Sale of goods	139
Philips Lighting B.V.	Sale of goods	42
Philips Electronics Hong Kong Limited	Payable	296
Philips India Limited	Payable	509
Philips Lighting B.V.	Payable	184
Philips Lighting Holding B.V.	Payable	140
Philips Egypt (Limited Liability Company)	Receivable	116
Philips Electronics Hong Kong Limited	Receivable	111
Philips Electronique Maroc	Receivable	49
Philips Lighting B.V.	Receivable	157
Philips India Limited	Inter corporate deposits taken	134
Philips India Limited	Inter corporate deposits repaid	134

*Philips Lighting India Limited transactions with parties which comprise more than 10% of aggregate value of transactions.

Notes to the Financial Statements for the period ended 31 March 2016

Amounts in ₹ Mln

25 Consumption of raw materials and spares	Period ended 31 March 2016	
	% of total consumption	₹
Raw materials:		
Imported	27.6	111
Indigenous	72.4	291
Spares:		
Imported	14.0	3
Indigenous	86.0	19
26 Earnings and expenditure in foreign currency		
Earnings		
Exports on F.O.B. basis		211
Service revenue		150
Expenditure		
Management support services		186
IT and Communication		48
Employee related		5
Travel		6
Others		14
Value of imports on C.I.F. basis		
Traded goods		564
Raw materials		107
Spares		4
Capital goods		3

27 Exceptional items include:

- (a) Restructuring costs incurred for Corporate employees:
- Compensation for Employees' Voluntary Separation ₹ 6.

28 Foreign exchange currency exposures not covered by Forward Contracts

Details	USD Exposure As at 31 March 2016		EUR Exposure As at 31 March 2016		GBP Exposure As at 31 March 2016		SGD Exposure As at 31 March 2016	
	INR	FC (in 000s)	INR	FC (in 000s)	INR	FC (in 000s)	INR	FC (in 000s)
Receivables	315	4,749	156	2,067	1	10	-	-
Payables	599	9,041	287	3,804	-	-	2	36

Details	AUD Exposure As at 31 March 2016		CAD Exposure As at 31 March 2016	
	INR	FC (in 000s)	INR	FC (in 000s)
Payables	9	177	1	10

Philips Lighting India Limited

Notes to the Financial Statements for the period ended 31 March 2016

29 Employees' Share-based Payments:

Amounts in ₹ Mln

Certain employees of the company are eligible for stock options granted by the Holding Company ("KPNV"). In conformity with the guidance note on "Accounting for Employee Share-based Payments" issued by The Institute of Chartered Accountants of India (ICAI) in respect of the grants made on or after 1 April 2005, the following disclosures are made:

(a) Method adopted for valuation

Stock compensation expenses under the "Fair Value Method" are determined based on the "Fair Value of the Options" and amortised over the vesting period. The "Fair Value of the Options" is determined using "Black-Scholes" option pricing model.

(b) Nature and extent of Employee Share-based Payment Plans:

As from 2003 onwards, the Holding Company (KPNV) issued restricted share rights that vest in equal annual installments over a three-year period. Restricted shares are KPNV's shares that the grantee will receive in three successive years, provided the grantee is still with the Company on the respective delivery dates. If the grantee still holds the shares after three years from the delivery date, Philips will grant 20% additional (premium) shares, provided the grantee is still with Philips. As from 2002, the Holding Company granted fixed stock options that expire after 10 years. Generally, the options vest after 3 years; however, a limited number of options granted to certain employees of acquired businesses contain accelerated vesting. In prior years, fixed and variable (performance) options were issued with terms of ten years, vesting one to three years after grant.

In 2013, a new Plan has been introduced which consists of performance shares only. The performance is measured over a three-year performance period. The performance shares vest three years after the grant date. The number of performance shares that will vest is dependent on achieving performance conditions, which are equally weighted, and provided that the grantee is still employed with the Company.

(c) Number and weighted average grant-date fair value of Stock Options (EUR)

Grant Date	Weighted average grant-date fair value of the share (in Euros)	Transfer as per scheme of arrangement for demerger	Grants	Cancellation	Transfer in / (out)	Exercise	Outstanding as at 31 March 2016	Exercisable
April 18, 2006	26.28	855	-	-	-	-	855	855
April 16, 2007	30.96	1,332	-	-	-	-	1,332	1,332
April 19, 2010	24.90	1,080	-	-	-	-	1,080	1,080
April 18, 2011	20.90	1,800	-	-	-	-	1,800	1,800
July 18, 2011	17.20	750	-	-	-	-	750	750
April 23, 2012	14.82	5,175	-	-	-	-	5,175	5,175
		10,992	-	-	-	-	10,992	10,992

(d) Number and weighted average grant date fair value of Restricted Shares (EUR)

Grant Date	Weighted average grant-date fair value of the share (in Euro)	Transfer as per scheme of arrangement for demerger	Grants	Cancellation	Transfer in / (out)	Exercised	Outstanding as at 31 March 2016	Exercisable
October 24, 2014	20.43	708	-	-	-	-	708	708
February 2, 2015	23.89	2,013	-	-	-	-	2,013	2,013
May 5, 2015	25.19	1,168	-	-	-	-	1,168	1,168
July 31, 2015	25.32	5,594	-	-	-	-	5,594	5,594
		9,483	-	-	-	-	9,483	9,483

Restricted shares exclude 20% additional (premium) shares that may be received if shares awarded under the restricted share rights plan are not sold for a three-year period.

Notes to the Financial Statements for the period ended 31 March 2016

Amounts in ₹ Mn

(e) Method and assumptions for arriving at the Fair Value of Restricted Shares

The fair value of restricted shares is equal to the Fair Value of the stock at grant date net of the present value of dividends which will not be received up to the vesting date. The expected dividend used is the dividend of the preceding year.

(f) Number and weighted average grant date fair value of Performance Shares (EUR)

Grant Date	Weighted average grant date fair value (in Euro)	Transfer as per scheme of arrangement for demerger	Grants	Cancellation	Transfer in / (out)	Exercised	Outstanding as at 31 March 2016	Exercisable
May 3, 2013	23.45	5,688	-	-	-	-	5,688	5,688
April 28, 2014	22.92	14,339	-	-	-	-	14,339	14,339
July 25, 2014	22.80	956	-	-	-	-	956	956
October 24, 2014	20.43	708	-	-	-	-	708	708
May 5, 2015	25.19	19,266	-	-	-	-	19,266	19,266
		40,957	-	-	-	-	40,957	40,957

(g) Method and assumptions for arriving at the Fair Value of Performance Shares

The fair value of the performance shares is measured based on Monte-Carlo simulation and the following weighted average assumptions:

1.	Risk free interest rate	0.11%
2.	Expected dividend yield	4.00%
3.	Expected share price volatility	25%

(h) The closing liability for the options, restricted and performance shares lies in the books of Philips India Limited as mutually agreed as per the scheme of arrangement for demerger. Expense recognised on account of "Employee Share-Based Payment" for the period ended 31 March'16 and corresponding liability is ₹ 4

30 Disclosure relating to Defined Benefit Plans / Long Term Compensated Absences - As per Actuarial Valuation as on 31 March 2016 and recognised in the financial statements in respect of Retirement Benefits:

Particulars	Gratuity		Compensated absences	Provident Fund
	Period ended 31 March 2016		Period ended 31 March 2016	Period ended 31 March 2016
	Funded	Unfunded		
A. Present value of obligations as at beginning of the period				
(1) Current service cost	2	6	7	9
(2) Interest cost	2	3	2	12
(3) Benefits settled	(1)	(2)	-	-
(4) Settlements	-	-	(4)	-
(5) Actuarial (gain) / loss	4	(6)	4	63
(6) Actuarial (gain) / loss due to Interest rate guarantee	-	-	-	-
(7) Employees' contribution	-	-	-	13
(8) Acquisition/Business Combination/Divestiture	130	255	173	781
(9) Change in reserves	6	-	-	-
(10) Transfer in	-	-	-	-
Present value of obligations as at end of the period	143	256	181	878

Philips Lighting India Limited

Notes to the Financial Statements for the period ended 31 March 2016

Amounts in ₹ Mn

Particulars	Gratuity		Compensated absences	Provident Fund
	Period ended 31 March 2016		Period ended 31 March 2016	Period ended 31 March 2016
	Funded	Unfunded		
B. Change in Plan Assets				
Plan assets as at beginning of the period	-	-	-	-
(1) Expected return on plan assets	1	-	-	34
(2) Contributions	1	2	-	-
(3) Benefits settled	(1)	(2)	-	-
(4) Employer and Employee contribution	-	-	-	21
(5) Transfer in	-	-	-	-
(6) Benefit payments	-	-	-	-
(7) Asset gain / (loss)	(1)	-	-	-
(8) Settlements	-	-	-	-
(9) Acquisition/Business Combination/Divestiture	84	-	-	827
Plan assets as at end of the period	84	-	-	882
Surplus				4
The above surplus of ₹ 4 has not been recognised in the financial statements in accordance with Paragraph 59 of Accounting Standard (AS15), Employee Benefits, since the surplus is not available to the Company either in form of refunds or as reduction of future contributions.				
C. Actual return on plan assets	1	-	-	-
D. Reconciliation of present value of the obligation and the fair value of the plan assets:				
(1) Present value of obligations at end of the period	(143)	(256)	(181)	-
(2) Fair value of Plan assets	84	-	-	-
Liability recognised in Balance Sheet	(59)	(256)	(181)	-
E. Components of Employer Expense:				
(1) Current service cost	2	6	7	-
(2) Interest cost	2	3	2	-
(3) Past Service cost	5	-	-	-
(4) Expected return on plan assets(estimated)	(1)	-	-	-
(5) Actuarial (gain) / loss	5	(6)	4	-
Total expense recognised in Statement of Profit and Loss	13	3	13	-
The gratuity and compensated absences expenses have been recognised in "Employee benefits expenses" under note 20 to the Financial Statements.				

Notes to the Financial Statements for the period ended 31 March 2016

Amounts in ₹ Mn

Particulars	Gratuity		Compensated absences	Provident Fund
	Period ended 31 March 2016			
	Funded	Unfunded	Period ended 31 March 2016	Period ended 31 March 2016
F. Assumptions				
(1) Discount factor	7.55%		7.55%	
(2) Estimated rate of return on plan assets	9.00%			
(3) Mortality	IALM (2006-08) Ultimate			
(4) Salary Increase	Management and PIC - 11%, MLF factory - 11%, VLF factory - 11%"			
(5) Retirement age	Management and PIC - 60 years, Others - 58 years"			

G. Experience Adjustments	Gratuity (Funded)
Description	Period ended 31 March 2016
Defined Benefit Obligations	143
Plan Assets	84
Surplus/(Deficit)	(59)
Experience adjustments on Plan assets/liabilities (gain) / loss	1

Description	Gratuity (Unfunded)
	Period ended 31 March 2016
Defined Benefit Obligations	256
Plan Assets	-
Surplus/(Deficit)	(256)
Experience adjustments on Plan assets/liabilities (gain) / loss	(12)

Description	Provident Fund
	Period ended 31 March 2016
Defined Benefit Obligations	878
Plan Assets	882
Surplus/(Deficit)	4
Experience adjustments on Plan assets/liabilities (gain) / loss	-

Notes:

- Plan assets comprise of contribution to Group Gratuity Schemes of Life Insurance Corporation of India in case of gratuity and investments under Philips Lighting India Limited Employees' Provident Fund Plan in case of Provident Fund.
- Actuarial (gain) / loss is due to change in actuarial assumptions as stated above.

Philips Lighting India Limited

Notes to the Financial Statements for the period ended 31 March 2016

3. The company provides retirement benefits in the form of Provident Fund, Gratuity, Compensated absences, Superannuation and other benefits. Provident fund contributions made to "Government Administered Provident Fund" are treated as defined contribution plan since the Company has no further obligations beyond its monthly contributions. Provident Fund contributions made to "Trust" administered by the Company are treated as Defined Benefit Plan. As per actuarial valuation, the trust has surplus fund to cover shortfall, if any, on account of guaranteed interest benefit obligation.
4. The actuarial valuation in respect of gratuity and compensated absences has been done as at end 31 March 2016. In case of Mohali Light factory the gratuity liabilities are provided as per the actuarial valuation and are funded through Group Gratuity Schemes of Life Insurance Corporation of India (LIC) to the extent requested by LIC.

31 Contingent liabilities and commitments (to the extent not provided for)

(a) Contingent liabilities

- (i) In respect of disputed excise demands - ₹ 301
- (ii) In respect of suppliers' / customers' demands and certain tenancy / sales tax disputes for which the liability is not ascertainable.

The Company does not expect any reimbursements in respect of the above contingent liabilities. It is not practicable to estimate the timing of cash outflows, if any, in respect of (i) and (ii) above pending resolution of the legal proceedings.

(b) Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for - ₹ 14.

32 Segment reporting

The Company is primarily engaged in manufacturing, trading and distribution of all kinds of lighting and allied products and lighting system solution including related research and development activities. The entire operations are governed by the similar set of risk and returns and, hence, the same has been considered as representing a single primary segment. The Company operates within India and does not have operations in economic environments with different risks and returns; hence, it is considered operating in single geographical segment. Since the Company's business activity falls within a single business and geographical segment, there are no additional disclosures to be provided under Accounting Standard-17 'Segment Reporting'.

33 Earnings per share

Calculation of earnings per share	Period ended 31 March 2016
Number of shares at the beginning of the period	-
Total number of equity shares outstanding at the end of the period	57,517,242
Weighted average number of equity shares outstanding during the period	9,906,300
Profit after tax attributable to equity share holders	452
Basic and diluted earnings per share (in ₹)	45.64

34 Scheme of arrangement for demerger

As part of global restructuring exercise announced by ultimate holding company Koninklijke Philips N.V (KPNV) in September 2014, the proposal for demerger of Lighting business of Philips India Limited was approved by its Board of Directors on 27 April 2015 and by shareholders in the Court Convened meeting of the shareholders held on 06 July 2015 in Kolkata, India.

In pursuance of the restructuring mentioned above, a Scheme of Arrangement for Demerger ("Scheme") under Section 391 to 394 and other relevant provisions of the Companies Act, 1956 and Companies Act, 2013, amongst "Philips India Limited" (Demerged Company) and "Philips Lighting India Limited" (Resulting Company, hereinafter referred to as the company) and their respective shareholders was approved by the Hon'ble High Court of Calcutta vide order dated 07 January 2016, received by the Company on 29 January 2016, which was filed with the Registrar of Companies and was approved by them on 24 February 2016.

Notes to the Financial Statements for the period ended 31 March 2016

Consequent to the demerger;

- The assets and liabilities of the Demerged Company are recorded by the resulting company at their respective book value.
- Share capital of the resultant Company stands credited with the aggregate face value new equity shares - 57,517,242 of ₹10/- each - , being the equity shares issued by it to the members of the Demerged Company.
- The excess of assets of the demerged undertaking over the liabilities of the demerged undertaking (as per table given below) over the face value of shares issued (Refer Point b) is credited to capital reserves by the company.
- All costs, charges and expenses related to the scheme is adjusted against the Capital reserve as part of the scheme.

In accordance with the Scheme, the assets and liabilities pertaining to Lighting business of Philips India Limited were transferred to and vested with the Company with effect from the appointed date i.e. 01 February 2016.

The carrying amounts of the assets and liabilities transferred to the resulting company are as follows:	As at 1 Feb 2016
Total assets	9,396
Total liabilities	6,631
Net assets acquired	2,765
Less: Resultant's company share of demerger expenses	(81)
Less: Face value of shares issued	(575)
Capital Reserve arising as per the scheme	2,109

35 In-house Research and Development

The Company has obtained approval of its in-house research and development facility ('R&D facility') located at Sector 57, Noida, UP from Ministry of Science and Technology, Department of Scientific and Industrial Research ('DSIR'). The said facility has also been approved under Section 35 (2AB) of the Income-tax Act 1961 by DSIR. The objective of in-house scientific research undertaken by the Company is to improve people's life through meaningful innovations. As per the DSIR approval (which is effective from FY 2015-16), the company is entitled to claim deduction of both capital and revenue expenditure incurred on in-house research & development in the said facility. During the financial year 2015-16, the Company has incurred following expenditure on in-house research and development in the said R&D facility:

Particulars	Period ended 31 March 2016
Research and development expenditure	
- Capital expenditure	2
- Revenue expenditure	43
Total	45

36 All amounts are in ₹ Million, figures in this financial statements below ₹ 1 million are shown as blank.

37 The Company was incorporated on 22 April 2015 and this being the first year of operations, there are no previous period figures.

As per our report of even date attached

For and on behalf of the board

For B S R & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 101248W /
W-100022

Managing Director & CEO

Harshavardhan Madhav Chitale
(DIN: 00040221)

Whole Time Director & CFO

Bidhu Bhusan Mohanty
(DIN: 07017960)

Vikram Advani
Partner
Membership No.: 091765

Head of Legal and Company Secretary

Nitin Mittal
(FCS- 7044)

Place: Gurgaon
Date: 18th August 2016

Place: Gurgaon
Date: 18th August 2016

Registered Office

Philips Lighting India Limited
7, Chandra Madhab Road, Kolkata – 700020
Tel: +91-33-4402 4000, Fax: +91-33-24867839

Corporate Office

Philips Lighting India Limited
9th Floor, DLF – 9B, DLF Cyber City,
DLF Phase – 3, Gurgaon 122002
Tel: +91-124-460 6000, Fax: +91-124-460 6666

Northern Region

Philips Lighting India Limited
9th Floor, DLF – 9B, DLF Cyber City,
DLF Phase – 3, Gurgaon 122002
Tel: +91-124-460 6000, Fax: +91-124-460 6666

Eastern Region

Philips Lighting India Limited
7, Chandra Madhab Road, Kolkata – 700020
Tel: +91-33-4402 4000, Fax: +91-33-24867839

Western Region

Philips Lighting India Limited
Kanakia Boomerang, Chandivali Farm Road, Chandivali,
Andheri (East) Part 5th Floor, B2 - Wing, Boomerang,
Mumbai – 400072
Tel.: +91-022-6691200

Southern Region

Philips Lighting India Ltd
3rd Floor, Western Block, Sunny Side,
Municipal Door No. 8/17, Shafee Mohammed Road,
Rutland Gate, Chennai – 600 006
Tel: +91-044-66501000 Fax: +91-044-66501075

Other Centers & Offices:**Noida:**

Philips Lighting India Limited
C-46/47, Sector-57, Noida- 201301, UP

Pune:

Philips Lighting India Limited
CTS No. 4/2 B, 6 Ramabai Ambedkar Rd,
Tadiwala Rd, Heritage House, 3/F Portion of B Block,
A Wing- Pune

Bangalore:

Philips Lighting India Limited
Philips Innovation Campus Manyata Tech Park,
Nagavara, Bangalore - 560045

