

DR. ASIM KUMAR CHATTOPADHYAY

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

"MATRI ASHIS"

10, Kumar Para Lane,
Ganges Side, ALAMBAZAR
Kolkata-700035.

(Near Alambazar Govt. Quarters)

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SCRUTINIZER'S REPORT

Report to the Chairman of the Board of Directors of Philips Lighting India Limited (CIN: U74900WB2015PLC206100), a company incorporated under The Indian Companies Act, 1913 and having its Registered Office at Mangalam Business Center Block – B, 6th Floor, 22, Camac Street, Kolkata-700 016. (hereinafter referred to as "the Company") on the Remote E-Voting as well as Ballot Voting at AGM Venue conducted by the Company to Pass the items on the Agenda as contained in the Notice dated 29th June, 2018 .

1. In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(ix) of the (Companies Management & Administration) Rules, 2014, I have been appointed as Scrutinizer by the Company at their Meeting of the Board of Directors held on 29th June, 2018 to the Remote E-Voting process and Ballot Voting at AGM Venue for passing the items on the Agenda as contained in the Notice dated 29th June 2018.
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz. , National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 19th September, 2018 , the Cut-off date for the purpose of E-Voting , the company completed duly dispatch of the Notice of E-Voting.
3. In terms of the aforesaid Notice, Remote E-Voting was opened for four days from 22nd September, 2018 (9:00 a.m.) and ends on 25th September, 2018 (5:00 p.m.) and the Members were given Option to cast their votes electronically for exercising their voting rights by Assenting or Dissenting the concerned Ordinary / & Special Resolutions in the Notice of the 3rd Annual General Meeting of the company on the E-Voting platform provided by Karvy Computershare Private Limited.
4. As required in the Rules, I unblocked the Remote E-Voting on the platform provided **Karvy Computershare Private Limited** by on 26th September, 2018 after the completion of the AGM (12.30p.m.) in the presence of Two Witnesses as signed below

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5. Based on the results made available to me, 1 Member has cast votes on the E-Voting platform and 29 Members by ballot in the AGM, I submit herewith **Annexure I** as prescribed by SEBI.

Tarak Nath Chakrabarty
1. Witness: **TARAK NATH CHAKRABARTY**
PAN NO - AOSPC 7468C
Date - 28/09/2018

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

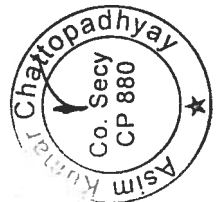
2. Witness:

CBharat Kumar Mehta
CBHARAT KUMAR MEHTA
PAN : ANFPM 3848L

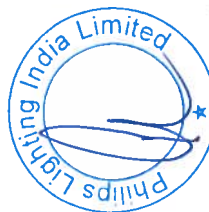
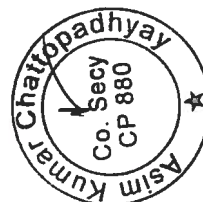
DR. ASIM KUMAR CHATTOPADHYAY
Practising Company Secretary
FCS 2303 CP 880
Place: Kolkata
Dated : 26th September, 2018

Date of the AGM/EGM	PHILIPS LIGHTING INDIA LIMITED
Total number of shareholders on record date	26-09-2018
No. of shareholders present in the meeting either in person or through proxy:	36829
Promoters and Promoter Group:	1
Public:	316
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

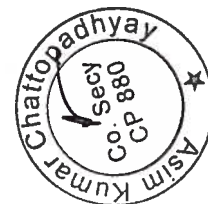
Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2018, including the audited Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	NO									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting									
	Poll	55290242	55290242	100.0000	55290242	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000		0	0.0000	0.0000		
	Total		55290242	100	55290242	0	100.0000	0.0000		
Public- Institutions	E-Voting	13392								
	Poll									
	Postal Ballot (if applicable)									
	Total									
Public- Non Institutions	E-Voting									
	Poll	2213608	193	0.0087	193	0	100.0000	0.0000		
	Postal Ballot (if applicable)		499	0.0225	499	0	100.0000	0.0000		
	Total									
	Total	57517242	692	0.0312	692	0	100.0000	0.0000		
	Total	57517242	55290934	96.1293	55290934	0	100.0000	0.0000		



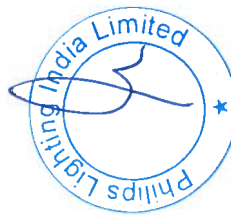
Resolution No.	2	ORDINARY - To declare dividend for the financial year ended 31st March, 2018.									
Resolution required: (Ordinary/ Special)											
Whether promoter/ promoter group are interested in the agenda/resolution?	NO										
Category		No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group											
	E-Voting		0	0.0000	00	0	0.0000	0.0000			
	Poll	55290242	55290242	100.0000	55290242	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
	Total		55290242	100	55290242	0	100.0000	0.0000			
Public- Institutions											
	E-Voting		0	0.0000	00	0	0.0000	0.0000			
	Poll	13392	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)										
	Total		0	0.0000	00	0	0.0000	0.0000			
	E-Voting		0	0.0000	0	0	0.0000	0.0000			
	Poll		193	0.0087	193	0	100.0000	0.0000			
	Postal Ballot (if applicable)		499	0.0225	499	0	100.0000	0.0000			
	Total		0	0.0000	00	0	0.0000	0.0000			
Public- Non Institutions											
	E-Voting		0	0.0000	00	0	0.0000	0.0000			
	Poll	2213608	499	0.0225	499	0	100.0000	0.0000			
	Postal Ballot (if applicable)										
	Total		692	0.0312	692	0	100.0000	0.0000			
	Total	57517242	55290334	96.1293	55290334	0	100.0000	0.0000			



Resolution No.	3	ORDINARY - To appoint a Director in place of Mr. Sukanto Aich (DIN: 02175058), who retires by rotation and being eligible offers himself for re-appointment.									
Resolution required: (Ordinary/ Special)		NO									
Whether promoter/ promoter group are interested in the agenda/resolution?		NO									
Category		No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	Mode of Voting										
	E-Voting										
	Poll	55290242	55290242	100.0000	55290242	0	100.0000	0.0000			
	Postal Ballot (if applicable)										
Public- Institutions	Total		55290242	100	55290242	0	100.0000	0.0000			
	E-Voting		0	0.0000	00	0	0.0000	0.0000			
	Poll	13392	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)										
Public- Non Institutions	Total		0	0.0000	00	0	0.0000	0.0000			
	E-Voting		193	0.0087	193	0	100.0000	0.0000			
	Poll	2213608	499	0.0225	499	0	100.0000	0.0000			
	Postal Ballot (if applicable)										
Total			692	0.0012	692	0	100.0000	0.0000			
Total		57517242	55290934	96.1293	55290934	0	100.0000	0.0000			



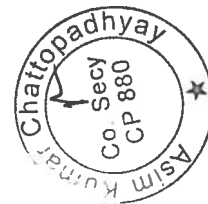
Resolution No.	4						
Resolution required: (Ordinary/ Special)	SPECIAL - Change in name of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?	NO						
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Mode of Voting						
	E-Voting		0	0.0000	00	0	0.0000
	Poll	55290242	55290242	100.0000	55290242	0	100.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000
	Total		55290242	100	55290242	0	100.0000
Public- Institutions	E-Voting		0	0.0000	00	0	0.0000
	Poll	13392	0	0.0000	00	0	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000
	Total		0	0.0000	00	0	0.0000
Public- Non Institutions	E-Voting		193	0.0087	193	0	0.0000
	Poll	2213608	499	0.0225	498	1	99.7995
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000
	Total		692	0.0312	691	1	99.8555
	Total	57517242	55290934	96.1293	55290933	1	100.0000



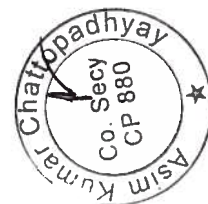
Resolution No.	5	SPECIAL - Appointment of Mr. Sumit Padmakar Joshi (DIN-07018906) as Vice-Chairman, Managing Director & Chief Executive Officer of the Company.									
Resolution required: (Ordinary/ Special)											
Whether promoter/ promoter group are interested in the agenda/resolution?	NG										
Category		No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	Mode of Voting										
	E-Voting		0	0.0000	00	0	0.0000	0.0000			
	Poll	55290242	55290242	100.0000	55290242	0	100.0000	0.0000			
	Postal Ballot (if applicable)	55290242									
Public- Institutions	Total		55290242	100	55290242	0	100.0000	0.0000			
	E-Voting		0	0.0000	00	0	0.0000	0.0000			
	Poll	13392	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
Public- Non Institutions	Total		0	0	0	0	0.0000	0.0000			
	E-Voting		193	0.0087	193	0	100.0000	0.0000			
	Poll	2213608	499	0.0225	499	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
Total	Total		692	0.0312	692	0	100.0000	0.0000			
	Total	57517242	55290934	96.1298	55290934	0	100.0000	0.0000			



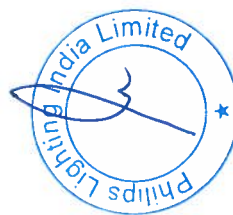
Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY - Revision in remuneration of Mr. Rothin Bhattacharyya (DIN-01934922).									
Whether promoter/ promoter group are interested in the agenda/resolution?	NO									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		0	0.0000	00	0	0.0000	0.0000		
	Poll	55290242	55290242	100.0000	55290242	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	Total		55290242	100	55290242	0	100.0000	0.0000		
	E-Voting		0	0.0000	00	0	0.0000	0.0000		
	Poll	13392	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		0	0	0	0	0.0000	0.0000		
	E-Voting		193	0.0087	193	0	100.0000	0.0000		
Public- Non Institutions	Poll	2213608	499	0.0225	499	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		692	0.0312	692	0	100.0000	0.0000		
Total	Total	57517242	55290934	96.1293	55290934	0	100.0000	0.0000		



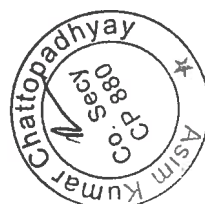
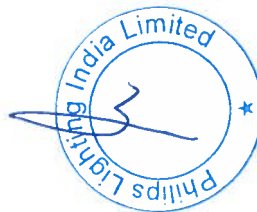
Resolution No.	7	ORDINARY - Revision in remuneration of Mr. Sukanto Aich (DIN- 02175058).						
Resolution required: (Ordinary/ Special)								
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	Mode of Voting							
	E-Voting		0	0.0000	00	0	0.0000	
	Poll	55290242	55290242	100.0000	55290242	0	100.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	
	Total		55290242	100	55290242	0	100.0000	
Public- Institutions	E-Voting		0	0.0000	00	0	0.0000	
	Poll	13392	0	0.0000	00	0	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	
	Total		0	0.0000	00	0	0.0000	
Public- Non Institutions	E-Voting		193	0.0087	193	0	0.0000	
	Poll	2213608	499	0.0225	499	0	100.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	
	Total		692	0.0312	692	0	100.0000	
	Total	57517242	55290934	96.1293	55260934	0	100.0000	



Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - Commission to the Non-Executive Independent Directors of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	NO									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		0	0.0000	00	0	0.0000	0.0000		
	Poll	55290242	55290242	100.0000	55290242	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		55290242	100	55290242	0	100.0000	0.0000		
Public- Institutions	E-Voting		0	0.0000	00	0	0.0000	0.0000		
	Poll	13392	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting		193	0.0087	193	0	100.0000	0.0000		
	Poll	2213608	499	0.0225	499	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		692	0.0312	692	0	100.0000	0.0000		
	Total	57517242	55290934	96.1293	55280934	0	100.0000	0.0000		



Resolution No.	9	SPECIAL - Approval of increase of secured and unsecured borrowings limit of the Company.						
Resolution required: (Ordinary/ Special)								
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category		No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Mode of Voting							
	E-Voting		0	0.0000	00	0	0.0000	0.0000
	Poll	55290242	55290242	100.0000	55290242	0	100.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		55290242	100	55290242	0	100.0000	0.0000
	E-Voting		0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	13392						
Public- Institutions			0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
	E-Voting		193	0.0087	193	0	100.0000	0.0000
	Poll		499	0.0225	498	1	99.7995	0.2004
	Postal Ballot (if applicable)	2213608						
Public- Non Institutions			0	0.0000	00	0	0.0000	0.0000
	Total		692	0.0312	691	1	99.8555	0.1445
	Total	57517242	55290934	96.1293	55290933	1	100.0000	0.0000



Resolution No.		10						
Resolution required: (Ordinary/ Special)		ORDINARY - Approval of Remuneration of Cost Auditors.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category		No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Mode of Voting		0	0.0000	00	0	0.0000	0.0000
	E-Voting		55290242	100.0000	55290242	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)	55290242	0	0.0000	00	0	0.0000	0.0000
	Total		55290242	100	55290242	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	00	0	0.0000	0.0000
	Poll	13392	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll		193	0.0087	193	0	100.0000	0.0000
	Postal Ballot (if applicable)	2213608	499	0.0225	499	0	100.0000	0.0000
	Total		0	0.0000	00	0	0.0000	0.0000
	Total		692	0.0312	692	0	100.0000	0.0000
	Total	57517242	55290984	96.1293	55290984	0	100.0000	0.0000

For Philips Lighting India Limited

Nitin Mittal
Head of Legal and Company Secretary

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

FORM NO. MGT-13**Report of Scrutinizer**

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

The Chairman
PHILIPS LIGHTING INDIA LIMITED
Regd. Office : Mangalam Business Center
Block – B, 6th Floor, 22, Camac Street,
Kolkata-700 016.

Re: 3rd Annual General Meeting of the **Equity Shareholders of** PHILIPS LIGHTING INDIA LIMITED on 26th September 2018.

Sir,

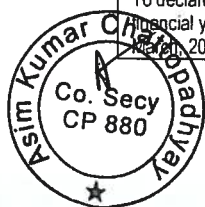
I, Dr. Asim Kumar Chattopadhyay, Practising Company Secretary has been appointed as Scrutinizers for the purpose of the Remote E- Voting as well as Ballot Voting in the AGM Venue for the below mentioned Resolutions at the meeting of the Equity Shareholders of PHILIPS LIGHTING INDIA LIMITED on 26th September 2018. My Report is given below:

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

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

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

Resolutions	Number of members present and voting (in person or by proxy)	Number of valid votes cast by them	No of valid votes cast in favour of the Resolution	% of valid votes cast in favour of the Resolution	No of valid votes cast against the Resolution	% of valid votes cast against the Resolution	Number of invalid votes
Resolution required: (Ordinary) No. 1 To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2018, including the audited Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon	29	55290741	55290741	100	0	0	1
Resolution required: (Ordinary) No.2 To declare dividend for the financial year ended 31st March 2018	29	55290741	55290741	100	0	0	1



Resolution required: (Ordinary) No.3 To appoint a Director in place of Mr. Sukanto Aich (DIN: 02175058), who retires by rotation and being eligible offers himself for re-appointment	29	55290741	55290741	100	0	0	1
SPECIAL BUSINESS: Resolution required: (Special) No.4 To change in name of the Company	29	55290741	55290740	99.99	1	0.01	1
Resolution required: (Special) No. 5 To appoint Mr. Sumit Padmakar Joshi (DIN-07018906) as Vice-Chairman, Managing Director & Chief Executive Officer of the Company	29	55290741	55290741	100	0	0	1
Resolution required: (Ordinary) No. 6 To revise remuneration of Mr. Rothin Bhattacharyya (DIN-01934922) as Whole - time - Director	29	55290741	55290741	100	0	0	1
Resolution required: (Ordinary) No. 7 To revise remuneration of Mr. Sukanto Aich (DIN-02175058) as Whole - time - Director	29	55290741	55290741	100	0	0	1
Resolution required: (Ordinary) No. 8 Commission to the Non-Executive Independent Directors of the Company	29	55290741	55290741	100	0	0	1
Resolution required: (Special) No. 9 Approval of increase of secured and unsecured borrowings limit of the Company	29	55290741	55290740	99.99	1	0.01	1
Resolution required: (Ordinary) No. 10 Approval of Remuneration of Cost Auditors	29	55290741	55290741	100	0	0	1



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

Thanking you,

Yours faithfully,



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

Dr. Asim Kumar Chattopadhyay
Practising Company Secretary
FCS - 2303, CP - 880
Place: Kolkata
Dated : 26th September 2018