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

Asim Kumar Chattopadhyay
Co. Secy
CP 880

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.

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

2. Witness:
(BHARAT KUMAR MEHTA)
PAN : ANFPM 3848L.

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

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

	PHILIPS LIGHTING INDIA LIMITED
Date of the AGM/EGM	26-09-2018
Total number of shareholders on record date	36829
No. of shareholders present in the meeting either in person or through proxy:	
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	55290242	0	0.0000	00	0	0.0000	0.0000
	Poll		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	13392	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2213608	193	0.0087	193	0	100.0000	0.0000
	Poll		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	55290934	0	100.0000	0.0000

Asim Kumar Chattopadhyay Co. Secy CP 880

Philips Lighting India Limited

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend for the financial year ended 31st March, 2018.							
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	55290242	0	0.0000	00	0	0.0000	0.0000
	Poll		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	13392	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2213608	193	0.0087	193	0	100.0000	0.0000
	Poll		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	55290934	0	100.0000	0.0000

Philips Lighting India Limited

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Resolution No.	3							
Resolution required: (Ordinary/ Special)	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.							
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	55290242	0	0.0000	00	0	0.0000	0.0000
	Poll		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	13392	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2213608	193	0.0087	193	0	100.0000	0.0000
	Poll		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	55290934	0	100.0000	0.0000

Philips Lighting India Limited

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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	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	55290242	0	0.0000	00	0	0.0000	0.0000
	Poll		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	13392	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2213608	193	0.0087	193	0	100.0000	0.0000
	Poll		499	0.0225	498	1	99.7995	0.2004
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		692	0.0812	691	1	99.8555	0.1445
	Total	57517242	55290934	96.1293	55290933	1	100.0000	0.0000

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Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Sumit Padmakar Joshi (DIN-07018906) as Vice-Chairman, Managing Director & Chief Executive Officer 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	55290242	0	0.0000	00	0	0.0000	0.0000
	Poll		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	13392	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2213608	193	0.0087	193	0	100.0000	0.0000
	Poll		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	96.1298	55290934	0	100.0000	0.0000

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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	55290242	0	0.0000	00	0	0.0000	0.0000
	Poll		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	13392	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2213608	193	0.0087	193	0	100.0000	0.0000
	Poll		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	55290934	0	100.0000	0.0000

Philips Lighting India Limited

Asim Kumar Chattopadhyay
Co. Secy
CP 880

Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Revision in remuneration of Mr. Sukanto Aich (DIN- 02175058).							
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	55290242	0	0.0000	00	0	0.0000	0.0000
	Poll		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	13392	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2213608	193	0.0087	193	0	100.0000	0.0000
	Poll		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	55290934	0	100.0000	0.0000

Lighting India Limited

Asim Kumar Chattopadhyay
Co. Secy
CP 880

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	55290242	0	0.0000	00	0	0.0000	0.0000
	Poll		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	13392	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2213608	193	0.0087	193	0	100.0000	0.0000
	Poll		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	55290934	0	100.0000	0.0000

Philips Lighting India Limited

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Resolution No.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of increase of secured and unsecured borrowings limit 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	55290242	0	0.0000	00	0	0.0000	0.0000
	Poll		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	13392	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2213608	193	0.0087	193	0	100.0000	0.0000
	Poll		499	0.0225	498	1	99.7995	0.2004
	Postal Ballot (if applicable)		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

Philips Lighting India Limited

Asim Kumar Chattopadhyay Co. Secy CP 880

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	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	55290242	0	0.0000	00	0	0.0000	0.0000
	Poll		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	13392	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2213608	193	0.0087	193	0	100.0000	0.0000
	Poll		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	55290934	0	100.0000	0.0000

For Philips Lighting India Limited

Nitin Mittal
Head of Legal and Company Secretary

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

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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

Asim Kumar Chattopadhyay
Co. Secy
CP 880

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