Signify Innovations India Limited

Annual Report 2019 - 20

We are Signify

Our purpose is to unlock the extraordinary potential of light for brighter lives and a better world.

Signify is the world leader in lighting. We provide our customers with high-quality, energy-efficient lighting products, systems and services. By turning light sources into data collection points, we can connect more devices, places and people through light, contributing to a safer, more productive and smarter world.

Our values

Our values provide our people with a common understanding of what matters to us and how we work

Customer first

We partner with our external customers, they are at the centre of what we do.

Greater together

We collaborate across teams to build on our strengths and diversity, and work towards our shared goal.

Game changer

We innovate to set ourselves apart and continue to lead in the market.

Passion for results

We work smarter and faster to deliver excellence.

Always act with integrity

Chairman's Message

Dear Stakeholder,

2019-20 was year of economic uncertainty due to general elections, economic slowdown, global volatility and the onset of COVID-19. Key indicators like Consumer Confidence Index and Gross Domestic Capital Formation also remained weak during most part of the year. Against this backdrop we adapted quickly, made the required adjustments, and strengthened our industry leadership while defining new possibilities for lighting through our technology.

Our strategy in action

We remain committed to our strategic priorities and continued to transform the industry with our innovations. Even though demand for conventional lighting products saw a de-growth, we strengthened our market leadership in this segment, supplying to an increasing number of lighting brands. Our new LED product innovations continued to redefine the market landscape and enabled us to maintain our leadership market share in an increasingly competitive category. In another significant and strategic move, we also launched our second brand for consumer lighting 'EcoLink' with a vision to illuminate more spaces and penetrate deeper into the lower part of the market pyramid, which is highly fragmented and unorganized.

We also had the opportunity of working on many prestigious projects in the year such as the Motera stadium in Ahmedabad, the world's largest cricket stadium. I am sure when the situation improves, and the nation goes back to watching its most popular sport, they will have a perfect view and an unforgettable experience at Motera, lit up with the Philips ArenaVision system. We also worked with government agencies to illuminate the iconic Indian Parliament House, Qutub Minar in the capital city, New Delhi and the Howrah Bridge, in Kolkata.

We continued to work ever harder on our simplification journey, taking out unproductive costs and working with suppliers and vendors to reduce overheads, negotiate better for raw materials and improve payment terms. This has kept our operational profitability in line with expectations, giving us more room to maneuver any further headwinds.

Our commitment to give back

As a responsible company, we aim to use our expertise and knowledge of lighting to give back to the communities in which we operate. We positively impacted 271,000+ lives in the year through our CSR programs spread across the breadth of our nation. We strived to help communities grow by increasing access to light and raising awareness about the societal value created by increasing energy efficiency. In the year we remained focused on schools, playgrounds and villages and also helped youth develop skills to improve their employability.

I believe, how we continue to innovate and deliver strategic value, will define the speed at which we will overcome the current challenges. Crisis and how we deal with it, is always the defining moment in the journey of any brand, company or industry and the disruption brought about by the uncertainties today, is definitely the biggest crisis the world has ever seen. Interestingly, a crisis is also the time when we see transformative rewards. Looking ahead with optimism, I am certain that together we will bounce back sooner, stronger and more resilient.

On behalf of the Board of Directors and the Leadership team, I want to express my gratitude and appreciation for the continued trust, confidence, and support of our shareholders.

Warm Regards,

Mahesh Iyer

Chairman

Financial Highlights

Total Income	Profit Before Tax	Earnings per share
₹ 2,919 Cr.	₹ 276 Cr.	₹ 31.59

Board of Directors

Mr. Mahesh Iyer

Chairman of the Board, Chairman of Audit Committee, Member of Nomination and Remuneration Committee, Stakeholder's Relationship Committee

Mr. Sumit Joshi

Vice Chairman, Managing Director and CEO, Member of Nomination and Remuneration Committee, Stakeholder's Relationship Committee, Banking & other Operations, CSR Committee

Mr. Vinayak Deshpande

Independent and Non-executive Director, Chairman of Stakeholder's Relationship Committee, Member of Audit, Nomination and Remuneration Committee

Ms. Vibha Paul Rishi

Independent and Non-executive Director, Chairperson of Nomination & Remuneration, CSR Committee, Member of Audit Committee

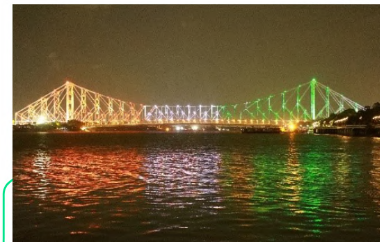
Mr. Sukanto Aich

Whole-time Director & Head-Systems & Services, Member of Banking and other Operations Committee, CSR Committee

2019 - A Spectacular Performance

The company was named industry leader in Dow Jones Sustainability Index for the third year in a row.

India operations achieved carbon neutrality, becoming one in the few set of organizations in India, to be 100% carbon neutral.



We had the honor to illuminate the iconic 76-year-old, Howrah Bridge in Kolkata city with our Color Kinetics façade lighting solutions.

India's historical monument Qutub Minar, sparkled with our Color Kinetics LED lighting, highlighting its architectural features in a cost effective and energy efficient manner.

We illuminated the Indian Parliament house in 2019, with dynamic lighting system controlled,monitored, and managed using Interact Landmark connected lighting software.

We provided, cricket fans in India with a perfect view on the nation's favorite sport as it illuminates the Sardar Patel Stadium (commonly known as Motera Stadium), in Ahmedabad in association with Larsen & Toubro.

We accelerated Connected for Home proposition with the launch of Philips Smart WiFi LED bulbs, which work on the WiZ technology platform.

ECOLINK

We launched our second consumer brand for lighting, EcoLink with a vision to illuminate spaces through technologically advanced & competitively priced lighting solutions

Lighting up the new India

The focus of the CSR programs of Signify Innovations India Ltd, has been to unlock the extraordinary potential of light for brighter lives and a better world, by providing underprivileged sections of the society access to clean & renewable solar lighting and enhancing the employability of rural youth through skill development programs.

Skill development training to enhance the employability of underprivileged youth

Ujjwal Jeevan – a skill development program to train youth as electricians and solar technicians to enhance their employability. The program was conducted together with our training partners in 2 formats – a 100 hours module and a 16 hours module. 2,600 youths were trained under this program.

Rural Development Project of Lighting up villages with solar street lighting & portable solar lamps

Har Gaon Roshan program aimed to promote rural development by providing solar energy-based lighting facilities in rural villages to enhance the safety of women and children after sunset and extend the working day of the village & enabling economic activities after sunset. A total of 95 villages across Jharkhand & Assam, benefitted from this program.

Promotion of quality education in rural schools through infrastructural upgrade using Solar based and Energy efficient lighting

Jagmag Pathshala, to promote education by providing a better learning environment for school students in rural areas, through better illuminated classrooms powered by solar microgrids and LED lighting. This year 65 schools across Jharkhand, Meghalaya, West Bengal, Haryana & Maharashtra were illuminated.

Promotion of Sports through lighting infrastructural upgrade in playgrounds

Khel Jyoti, to promote rural sports by illuminating playgrounds in rural areas by providing better lighting facilities to nurture young sports talent and enable children to play after dark. This year 24 playgrounds were illuminated across Haryana, Karnataka & Ladakh

Disaster relief & rehabilitation support

37,000 households that were affected by Cyclone Fani and flood, were provided with basic lighting support for rehabilitation. This was carried out with the support of Rural Development Organization (RDO Trust) & Evangelical Social Action Forum (ESAF).

SIGNIFY INNOVATIONS INDIA LIMITED

CONTENTS

Annual General Meeting on Monday, 14th September, 2020 at 10.00 a.m. through Video Conference (VC) / Other Audio Visual Means (OAVM)

For detailed procedure for joining the meeting through VC/OAVM and other relevant information, please refer to the AGM Notice that forms part of the Annual Report.

signify
the meaning of light

CORPORATE INFORMATION

Board of Directors

Chairman & Non-Executive Director
Mahesh Srinivasan Iyer

Vice- Chairman, Managing Director & CEO
Sumit Padmakar Joshi

Whole-Time Director
Sukanto Aich

Independent & Non-Executive Directors
Vibha Paul Rishi
Vinayak K. Deshpande

Head of Legal & Company Secretary
Nitin Mittal

Committees of Board

Audit Committee
Mr. Mahesh Srinivasan Iyer – Chairman
Ms. Vibha Paul Rishi - Member
Mr. Vinayak K. Deshpande - Member

Nomination and Remuneration Committee
Ms. Vibha Paul Rishi - Chairperson
Mr. Mahesh Srinivasan Iyer – Member
Mr. Sumit Padmakar Joshi - Member
Mr. Vinayak K. Deshpande - Member

Corporate Social Responsibility Committee
Ms. Vibha P. Rishi - Chairperson
Mr. Sukanto Aich - Member
Mr. Sumit Padmakar Joshi - Member

Stakeholders Relationship Committee
Mr. Vinayak K. Deshpande - Chairman
Mr. Mahesh Srinivasan Iyer – Member
Mr. Sumit Padmakar Joshi - Member

Banking and Other Operations Committee
Mr. Sumit Padmakar Joshi - Chairman
Mr. Sukanto Aich - Member

Management Team

Managing Director & Chief Executive Officer
Sumit Padmakar Joshi

Whole-time Director & Head – System & Services
Sukanto Aich

Chief Financial Officer
Dibyendu Raychaudhury

Head of Legal (India, Pacific and System & Services- Growth Markets) & Company Secretary
Nitin Mittal

Head - Human Resources
Anusha Suryanarayan

Business Lead - Division Digital Products
Arun C Kumar

Head- Consumer Sales
Vinay Jha

Head – Professional Sales
Vikas Malhotra

Head- OEM & Switches Sales
Girish Chawla

Head- Supply Chain (India and Growth Markets)
Tankeswar Baishya

Business Lead - Division Digital Solutions
Munish Pehshin

Head - Smart Homes
Shankaranarayanan V

Head - Customer Satisfaction
Nitin Agarwal

Head - Procurement
Atul Srivastava

Business Lead - Global Solar Business
Lalit Puri

Head - IMC & Commercial Operations
Nikhil Gupta

Head- Vadodara Plant
Nitin Harjai

Other Information

STATUTORY AUDITORS
S.R. Batliboi & Co. LLP
Chartered Accountants

SECRETARIAL AUDITORS
PI & Associates
Companies Secretaries

COST AUDITORS
Ravi Sahni & Co.
Cost Accountants

INTERNAL AUDITORS
KPMG

BANKERS
Citibank N.A.
Bank of America
State Bank of India
Yes Bank Limited
Deutsche Bank AG
Standard Chartered Bank
BNP Paribas
Rabobank AU

REGISTRAR AND SHARE TRANSFER AGENT
KFin Technologies Private Limited
Unit: Signify Innovations India limited
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:+91 040-23001153,
Email: *einward.ris@kfintech.com*
Website: *www.kfintech.com*

REGISTERED OFFICE
Mangalam Business Center, Block B, 6th Floor,
22, Camac Street, Kolkata – 700016, West Bengal
Registered Office Phone: +91 33 66297000
Corporate Office Phone: +91124 6635555
Website: *www.signify.com*

SIGNIFY INNOVATIONS INDIA LIMITED

(CIN: U74900WB2015PLC206100)
Registered Office: Mangalam Business Center, Block B, 6th Floor, 22, Camac Street, Kolkata – 700016
Phone: +91 33 66297000, Website: www.signify.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 5th Annual General Meeting of **SIGNIFY INNOVATIONS INDIA LIMITED** (formerly known as "Philips Lighting India Limited") will be held on Monday, the 14th day of September, 2020 at 10:00 am through Video Conference / Other Audio Visual Means, to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at Mangalam Business Center, Block B, 6th Floor, 22, Camac Street, Kolkata – 700016, West Bengal.

ORDINARY BUSINESS:

1. To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolution to receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2020, including the audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon:

   "RESOLVED THAT the Financial Statements of the Company for the financial year ended 31st March, 2020, including the audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon, be and are hereby received, considered and adopted.

   RESOLVED FURTHER THAT all the Directors and the Company Secretary, of the Company, be and are hereby severally authorized to do all such acts, things or deeds which may be necessary, proper or expedient to give effect to this resolution."

2. To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolution to declare dividend for the financial year ended 31st March, 2020:

   "RESOLVED THAT a dividend of ₹ 7.5/- (75%) per equity share on the paid-up equity shares of ₹ 10/- each of the Company, as recommended by the Board of Directors of the Company at its meeting held on 28th July, 2020, be and is hereby declared.

   RESOLVED FURTHER THAT all the Directors and the Company Secretary, of the Company, be and are hereby severally authorized to do all such acts, things or deeds which may be necessary, proper or expedient to give effect to this resolution."

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolution to appoint a Director in place of Mr. Sukanto Aich (DIN: 02175058), who retires by rotation and being eligible offers himself for re-appointment:

   "RESOLVED THAT Mr. Sukanto Aich (DIN: 02175058), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company."

SPECIAL BUSINESS:

4. 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. Mahesh Srinivasan Iyer (DIN: 08544593) as Chairman & 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) and on the basis of recommendation of Nomination and Remuneration Committee, Mr. Mahesh Srinivasan Iyer (DIN: 08544593), who was appointed as an Additional Director of the Company under Section 149 &

161 of the Companies Act, 2013, by the Board of Directors with effect from 10th December, 2019 and who holds office upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who is eligible for the appointment, approval of the members of the Company be and is hereby accorded to appoint Mr. Iyer as a Director of the Company.

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

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

RESOLVED FURTHER THAT any of the Directors or the Company Secretary or Key Managerial Personnel 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."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for revision in remuneration of Mr. Sumit Padmakar Joshi (DIN-07018906):

"RESOLVED THAT in partial modification of the resolution passed earlier by the Members at the Annual General Meeting of the Company held on 6th September, 2019, pursuant to the recommendation made by the Nomination and Remuneration Committee, duly approved by the Board of Directors of the Company and, the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and subject to such consents, approvals or permissions as may be necessary, including an approval from the Central Government, if required, the approval of the Members of the Company be and is hereby accorded for the revision in remuneration payable to Mr. Sumit Padmakar Joshi (DIN-07018906) as Vice-Chairman, Managing Director, & Chief Executive Officer of the Company, to take effect from 1st October, 2020, for the balance term of his appointment on the Board, on 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. Joshi.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the Company in any financial year during the term of Mr. Joshi's office as Managing Director, the remuneration and perquisites set out in the Explanatory Statement annexed hereto, be paid or granted to Mr. Joshi 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 is 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 revision in remuneration of Mr. Sukanto Aich (DIN- 02175058):

"RESOLVED THAT in partial modification of the resolution passed earlier by the Members at the Annual General Meeting of the Company held on 6th September, 2019, pursuant to the recommendation made by the Nomination and Remuneration Committee, duly approved by the Board of Directors of the Company and, the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, subject to such consents, approvals or permissions as may be necessary, including an approval from the Central Government, if required, the approval of the Members of the Company be and is hereby accorded for the revision in remuneration payable to Mr. Sukanto Aich (DIN- 02175058), Whole-time Director, to take effect from 1st October, 2020, for the balance term of his appointment on the Board, on 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. Aich.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the Company in any financial year during the term of Mr. Aich's office as Whole-time Director, the remuneration and perquisites set out in the Explanatory Statement annexed hereto, be paid or granted to Mr. Aich 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 is 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 Commission to the Non-Executive Independent Directors of the Company:

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable sections of the Companies Act, 2013 (hereinafter known as 'the Act') (including any statutory modification or re-enactment thereof), duly recommended by the Board of Directors of the Company on the basis of recommendation of the Nomination and Remuneration of the Company, the approval of the Members of the Company be and is hereby accorded to pay and distribute an amount of ₹ 27,00,000/- (Rupees Twenty Seven Lakhs only), which is within the limits of one percent. as computed in the manner laid down in section 198 of the Act, as annual commission amongst the Non-Executive Independent Directors for the financial year 2019-20, in the manner as detailed in the Explanatory Statement attached hereto.

RESOLVED FURTHER THAT all Directors and the Company Secretary, of the Company, be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the above resolution."

8. 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 ₹ 3,50,000/- (Rupees Three Lakh Fifty Thousand Only) plus applicable tax and out of pocket expenses payable to M/s Kailash Sankhlecha & Associates, Cost Accountants, having FRN-100221, who are appointed by the Board of Directors as Cost Auditors of the Company, as recommended by the Audit Committee, to conduct cost audit relating to cost records of the Company for the year ending 31st March, 2021.

RESOLVED FURTHER THAT all Directors and the Company Secretary, of the Company, be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be necessary to give effect to the aforesaid resolution."

By Order of the Board of Directors
For **SIGNIFY INNOVATIONS INDIA LIMITED**

Place : Gurugram
Date : 28th July, 2020

Nitin Mittal
Head of Legal & Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 4, 5. 6, 7 to 8 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

2. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other applicable circulars, if any, has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with, the said circulars, the 5th AGM of the Company shall be conducted through VC / OAVM. KFin Technologies Private Limited ('KFintech') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 11 below and is also available on the website of the Company at www.signify.com.

3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the certified Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at harvinder.kumar@signify.com.

5. The Share Transfer Books and the Register of Members of the Company will remain closed from 8th September, 2020 (9:00 am) to 14th September, 2020 (5:00 pm) (both days inclusive).

6. Subject to provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared, at the meeting, will be paid within 30 days from the date of declaration, to those members whose names appear on the Company's Register of Members as on cut-off date i.e. 7th September, 2020. In respect of demat shares, the dividend will be payable on the basis of beneficial ownership as per the details furnished by the Depositories for this purpose.

7. Members are requested to contact the Registrar and Share Transfer Agent, M/s KFin Technologies Pvt. Ltd. for all matters connected with Company's shares at

   KFin Technologies Pvt. Ltd,
   (Formerly "Karvy Fintech Pvt. Ltd..")
   Selenium, Tower-B, Plot no.31-32, Gachibowli,
   Financial District, Nanakramguda, Hyderabad-500 032.
   Toll Free no. 18 00 3454 001, Tel. +91 - 40 6716 2222/ 6716 1631
   Fax: +91 - 40 2342 0814
   Email id: einward.ris@kfintech.com

   KFin Technologies Pvt. Ltd,
   (Formerly "Karvy Fintech Pvt. Ltd.")
   Apeejay House, Block "C", 3rd Floor,
   15, Park Street, Kolkata 700 016, West Bengal,
   Tel. +91 033 66285900

8. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH-13).

9. **ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:**

   I. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s).

   II. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at harvinder.kumar@signify.com or to KFintech at einward.ris@kfintech.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member.

   III. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants with whom they maintain their demat accounts.

   IV. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at www.signify.com, and on the website of Fintech at https://emeetings.kfintech.com

10. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

I. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at harvinder.kumar@signify.com. Questions / queries received by the Company till 5.00 p.m. on Saturday, 12th September, 2020 shall only be considered and responded during the AGM.

II. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to https://emeetings.kfintech.com and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open from 9th September, 2020 (9:00 a.m.) to 12th September, 2020 (5.00 p.m.). Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

III. The Company reserves the right to restrict the number of questions and number of speakers,

11. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

The Company will provide VC / OAVM facility to its Members for participating at the AGM. Members will be able to attend the AGM through VC / OAVM or view the live webcast at https://emeetings.kfintech.com by using their remote e-voting login credentials.

I. Members are requested to follow the procedure given below:

a) Launch internet browser (chrome/firefox/safari) by typing the URL: https://emeetings.kfintech.com

b) Enter the login credentials (i.e., User ID and password for e-voting).

c) After logging in, click on "Video Conference" option

d) Then click on camera icon appearing against AGM event of "Signify Innovations India Limited" to attend the Meeting.

II. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the remote e-voting instructions.

III. Members are encouraged to join the AGM through laptops with Google Chrome for better experience.

Further, Members will be required to allow camera, if any, and are requested to use internet with a good speed to avoid any disturbance during the meeting.

Please note that participants connecting from mobile devices or tablets or through laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

IV. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM. In case any Institutional Members, facing issues for participating in AGM can write to harvinder.kumar@signify.com.

V. Members who would like to express their views or ask questions during the AGM may register themselves, are requested to follow the procedure given in Note No. 10(II) above for 'Speaker Registration'.

VI. Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.

However, the participation of large shareholders i.e. members holding 2% or more, promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.

VII. Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.

VIII. Members who need assistance before or during the AGM, can contact KFintech on toll free number 1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

IX. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

12. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

Remote E-voting

Members may cast their votes remotely, using an electronic voting system ('remote e-voting'). The remote e-voting period commences at 10.00 a.m. on 10th September, 2020 and ends at 5.00 p.m. on 13th September, 2020. The remote e-voting module will be disabled by KFintech for voting thereafter.

E-voting at the AGM

The facility for voting through electronic voting system will also be made available at the AGM ('Insta Poll') and members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM through Insta Poll.

Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the AGM.

Members may click on the "Thumb sign" on the left hand corner of the video screen to take them to the "Insta Poll" page. Members may click on the "Insta Poll" icon to reach the resolution page and vote on the resolutions.

The manner of e-voting by members is provided in the instructions given below:

I) Information and instructions relating to e-voting are as under:

i. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

ii. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".

iii. 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, i.e., 7th September, 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.

iv. Any person who becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain the User ID and password from KFintech in the manner as mentioned below:

(a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS:

MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXXX1234567890

(b) If e-mail address of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

(c) Member may call on KFintech's toll-free number 1800-345-4001

(d) Member may send an e-mail request to https://evoting.karvy.com or enward.ris@kfintech.com.

(e) If the member is already registered with KFintech's e-voting platform, then he can use his existing password for logging in.

v. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

II) Information and instructions for remote e-voting:

A. In case a member receives an e-mail from the Company / KFintech [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

a. Launch internet browser by typing the URL: https://evoting.karvy.com

b. Enter the login credentials **(User ID and password given in the e-mail).** Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for logging in. If required, please visit https://evoting.karvy.com or contact toll-free number 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.

c. After entering these details appropriately, click on "LOGIN".

d. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

e. You need to login again with the new credentials.

f. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for "Signify Innovations India Limited".

g. On the voting page, the number of shares (which represents the number of votes held by you as on the cut-off date) will appear.

h. On the voting page, enter the number of shares as on the cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose to "ABSTAIN" and vote will not be counted under either head.

i. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

j. Voting has to be done for each item of the Notice separately.

k. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".

l. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.

m. Once you confirm, you will not be allowed to modify your vote.

n. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

o. Corporate / Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: asimsecy@gmail.com or to the Company at harvinder.kumar@signify.com. It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVENT NO."

(B) In case of a member whose e-mail address is not registered / updated with the Company / KFintech / Depository Participant(s), please follow the following steps to generate your login credentials:

a Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to follow the procedure given in the Note No. 9(II) above to register/update their email addresses.

b Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register / update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.

c After due verification, the Company / KFintech will forward your login credentials to your registered email address.

d Follow the instructions at II.(A). (a) to (n) to cast your vote.

13. In case of any query pertaining to e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFintech's website for e-voting: https://evoting.karvy.com or call KFintech on 1800 345 4001 (toll free).

14. Members are requested to note the following contact details for addressing e-voting grievances or any technical support for joining and participating in the 5th AGM of the Company through VC/OAVM:
Mr. Anil Dalvi
Manager
KFin Technologies Private Limited
Selenium Tower B, Plot 31 - 32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad - 500 032
Telephone: +91 - 40 6716 2222/ 6716 1631
Fax: +91 - 40 2342 0814
E-mail: einward.ris@kfintech.com.

15. PROCEDURE FOR INSPECTION OF DOCUMENTS:

I. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on harvinder.kumar@signify.com.

II. The Statutory registers of the Company maintained as per the provisions of the Companies Act 2013 and required to be kept open for inspection during AGM, will be available for inspection during the AGM.

16. DIVIDEND RELATED INFORMATION:

I. The Members, whose names appear in the Register of Members / list of Beneficial Owners as 7th September, 2020, i.e. the date prior to the commencement of book closure, being the cut-off date will be paid the Dividend for the financial year ended 31st March, 2020, as recommended by the Board, if approved at the AGM.

II. 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). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

III. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.

IV. Members holding shares in physical form who have not registered/updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Services or any other means ("Electronic Bank Mandate"), can register/update their electronic Bank Mandate to receive dividends directly into their bank account electronically, by sending following details/ documents in addition to the documents mentioned in the Note No. 9(II) above by sending email to the Company at harvinder.kumar@signify.com or contact KFintech at einward.ris@kfintech.com:

a. Name and Branch of Bank in which dividend is to be received and Bank Account type;
b. Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
c. 11 digit IFSC Code; and
d. Self attested scanned copy of cancelled cheque bearing the name of the Members or first holder, in case shares are held jointly.

In case, the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall upon normalisation of the postal services, dispatch the dividend warrant/bankers' cheque/ demand draft to such shareholder by post.

V. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making the dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with, the provisions of the Income Tax Act, 1961.

a. For Resident Shareholders, TDS shall be made under Section 194 of the Income Tax Act, 1961 at 7.5% on the amount of Dividend declared and paid by the Company during financial year 2020-21 provided PAN is registered by the Shareholder. If PAN is not registered, TDS would be deducted @ 20% (plus applicable surcharge and cess) as per Section 206AA of the Income Tax Act, 1961.

However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by them during financial year 2020-21 does not exceed ₹ 5,000. Please note that this includes the future dividends if any which may be declared by the Board in the financial year 2020-21.

Separately, in cases where the individual shareholder provides Form 15G (applicable to individual, who is a resident in India) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

b. For Non-resident Shareholders, taxes are required to be withheld in accordance with, the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. However, as per Section 90(2) of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.
- Self declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
- Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.
- Self-declaration, certifying the following points:

  i. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2020-21;
  ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
  iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
  iv. Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and
  v. Member does not have a taxable presence or a permanent establishment in India during the financial year 2020-21.

VI. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non- Resident shareholder.

VII. Accordingly, in order to enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide these details and documents as mentioned above before Friday, 4th September, 2020.

VIII. Kindly note that the aforementioned documents are required to be submitted to the Company at harvinder.kumar@signify.com or to KFintech at einward.ris@kfintech.com on or before 4th September, 2020 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post 4th September, 2020. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

IX. We shall arrange to email the soft copy of TDS certificate to you at your registered email ID in due course, post payment of the said Dividend.

X. Members are requested to contact KFintech / Investor Service Department of the Company for encashing the unclaimed dividends standing to the credit of their account.

XI. Pursuant to Sections 124, 125 and any other relevant provisions of the Companies Act, 2013 read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the Companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority.

Pursuant to Sections 123, 124 and 125 of the Companies Act 2013, the unpaid dividend that are due for transfer to the Investor Education and Protection Fund (IEPF) are as follows:

Dividend Number	Date of Declaration	For the year ended	Tentative date for transfer to IEPF
01	14.09.2017	31.03.2017	21.10.2024
02	26.09.2018	31.03.2018	02.11.2025
03	06.09.2019	31.03.2019	13.10.2026

17. Scrutinizer for AGM through VC/OAVM:

I. 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 e-voting as well as remote e-voting process in a fair and transparent manner.

II. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of KFintech immediately after the declaration of result by the Chairman or a person authorized by him in writing.

18. GENERAL INFORMATION:

I. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

II. The voting rights shall be as per the number of equity shares held by the Member(s) as on Monday, 7th September, 2020, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.

INSTRUCTIONS AT A GLANCE:

- Cut-off date for AGM/Voting/Dividend - 7th September, 2020
- Remote e-voting period Starts on 10th September, 2020 (9:00 am) an ends on 13th September, 2020 (5:00 pm) (both days inclusive).
- For remote e-voting Log on to: https://evoting.karvy.com
- Speaker Registration from 9th September, 2020 to 12th September, 2020
- Log on to: https://emeetings.kfintech.com
- AGM date and time - 10.00 a.m. on 14th September, 2020
- For attending AGM Log on to: https://emeetings.kfintech.com
- For e-voting during AGM Go to the "Insta Poll" page after voting is announced by clicking on the thumb icon on the video screen
- User ID and Passwords Use your existing User ID and Password; OR
- User ID and Password mentioned in the email; OR
- Write to harvinder.kumar@signify.com / einward.ris@kfintech.com. (for shares held in physical form); OR
- Register / update your email addresses with the Depository Participant(s) (for share held in Demat form)
- KFintech's contact details Toll free number: 1800-345-4001

EXPLANATORY STATEMENT

Under Section 102 of the Companies Act, 2013

ITEM NO. 4

The Board of Director in its meeting held on 10th December, 2019, on the basis of recommendation of Nomination and Remuneration Committee, appointed Mr. Mahesh Srinivasan Iyer as an Additional Director of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013, with immediate effect. Pursuant to Clause 95 of the Article of Association of the Company, Mr. Sivaraman, was also appointed as the Chairman of the Board by the Board of Directors in its meeting held on 27th February, 2020.

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

A notice under section 160 of the Act from a shareholder, signifying his intention to propose the candidature of Mr. Iyer for the office of Director, is not required since his appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company.

Mr. Iyer is an accomplished business leader with over 31 years of experience. He has held the position of Market Group Leader Growth Markets with Signify (formerly known as Philips Lighting), since July 2018. Before that, he held various senior management roles in the Netherlands, Hong Kong and Shanghai from 2001 to 2018, including Business Group Leader LED. Before Signify, he worked in various senior sales & marketing positions at Procter & Gamble in India and Singapore from 1989 to 2001.

Mr. Iyer holds a postgraduate degree in Management from the Indian Institute of Management in Ahmedabad and a bachelor's degree in Electrical Engineering from the Institute of Technology, Banaras Hindu University.

Except Mr. Iyer, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Your Directors recommend the Ordinary Resolution set forth in Item No. 4 for the approval of the Members.

ITEM NO. 5

The Board of Directors of your Company appointed Mr. Sumit Padmakar Joshi (DIN-07018906) as Managing Director and Chief Executive Officer (being KMP) of the Company, in its meeting held on 14th September, 2017, 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 14th September, 2017 to 13th September, 2022, not liable to retire by rotation, duly approved by the Members at their Annual General Meeting held on 26th September, 2018.

However, the said appointment was subject to the approval of the Central Government as Mr. Sumit Padmakar Joshi was considered to be a non-resident at that time since he was not staying in India for a continuous period of twelve months immediately preceding the date of his appointment as Managing Director of the Company, in terms of Part I of Schedule V of the Companies Act, 2013. In view of the same, the Company applied along with necessary documents with the Ministry of Corporate Affairs for the approval of his appointment as the Managing Director of the Company. The approval was subsequently granted by the Ministry of Corporate Affairs.

Mr. Joshi was also appointed Vice-Chairman of the Board by the Board of Directors in its meeting held on 14th September, 2017 pursuant to article 95 of the AOA of the Company. He is also member of the Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee and Banking and Other Operations Committee, of the Board of the Company.

Mr. Joshi has been Global Vice President, Head-Marketing Excellence, Philips Lighting, the Netherlands, before joining the Company as the CEO. He joined Philips Electronics ("Demerged Company") as Head of Marketing in September 2011 and then moved to global role in Philips Lighting as Global Vice President, Head-Marketing Excellence in October, 2015.

Prior to Philips, he had successful stints with Britannia, Marico, Boots Healthcare International and Whirlpool Corporation.

Mr. Joshi, in his 21 years of work experience, managed large and small businesses & teams, established global businesses with leadership position, turnaround businesses, established new businesses in challenging existing order. Mr. Joshi also led global multimillion dollar CAPEX projects with multicultural teams. He also led Sales Teams, Product Marketing, Product Development, Brand Marketing, Marcom, PR, Channel development at market level. He also has experience of managing businesses across B2C (Mass Distribution & Branded Retail), B2B & B2G domains. He also worked extensively with Manufacturing, Consumer Design and Consumer service teams.

Mr. Joshi is a Mechanical Engineer and Post Graduate in Management from Symbiosis Institute of Business management from India.

The approval of the members is being sought with respect to revision in remuneration payable to Mr. Joshi with effect from 1st October, 2020. The matter regarding revision in the remuneration of Mr. Joshi was discussed in the Nomination and Remuneration Committee of the Board and the meeting of the Board of Directors held on 18th March, 2020 and 31st March, 2020 respectively, based on which the approval of the members is also requested for revision in the remuneration of Mr. Joshi for the balance term of his appointment on the Board. The revision in remuneration payable to Mr. Joshi is in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to hold important positions in the Company, as that of the Managing Director and CEO.

The revised remuneration payable to him, are detailed hereunder:

1. Mr. Joshi shall be entitled to receive remuneration for his services by way of Salary, Variable Performance Linked Bonus and Perquisites as mentioned hereunder:

Remuneration:

Salary	₹ 2,43,70,920/- per annum 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: ₹ 85,29,822/- 2. House Rent Allowance: ₹ 42,64,911/- 3. Flexible Benefit Plan: ₹ 1,01,42,324/- 4. Retrial Benefit: ₹ 14,33,863/- (as set out in Part B)
Variable Performance Linked Bonus	₹ 97,48,368/- payable annually at 100% of achievement of targets, as may be approved by the Board of Directors or any Committee thereof.
Perquisites	Perquisites shall be payable as set out in Part A, as applicable.

Part- A

i. Mr. Joshi 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 150,000 which is granted in a mix of restricted and performance shares. The final value may be greater than or less than the initial grant amount depending on Company performance but payable maximum upto 200%, Company's car for official duties as per his grade level 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. All other terms and conditions of Mr. Joshi, as approved earlier by the Board and further approved by the Members of the Company, shall remain unchanged.

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

The Board recommends the Ordinary Resolution set forth in Item no. 5 for approval of the members of the Company.

ITEM NO. 6

Pursuant to the provisions of Section 196, 197 & 203 of the Companies Act, 2013 (hereinafter known as "the Act") read with Schedule V of the Act and rules made thereunder, the Board of Directors, on the basis of recommendation made by the Nomination and Remuneration Committee, appointed Mr. Aich as Whole-time Director, being Key Managerial Personnel, of the Company for a period of five (5) years from 1st July, 2017 to 30th June, 2022, liable to retire by rotation, duly approved by the Members at their Annual General Meeting held on 14th September, 2017. He is also member of the Corporate Social Responsibility Committee and the Banking and Other Operations Committee of the Board of the Company.

Mr. Sukanto Aich is an accomplished Enterprise Business leader with over 26 years of experience of working with Market Leaders in the field of Information Technology, Telecom, Office Automation and Lighting. His last corporate assignment before joining Philips Lighting was as President – Enterprise Business, Tata Teleservices.

Mr. Aich's core experience and competencies include managing P&L responsibility across different business segments, Enterprise (B2B/B2G) sales management, product management, managing pre-sales consulting teams as well as managing a portfolio of equity invested medium and small portfolio companies. Across his various assignments, Mr. Aich has been responsible for Business Transformation and turnaround, creating strategic vision and plans while ensuring sustainable business processes. He has successfully groomed senior leadership talents who have gone on to manage important assignments in their respective careers.

Mr. Aich has worked with Bharti Airtel Limited, HCL Infosystems Limited, the Tata Group and Bennett, Coleman and Company Limited in various senior management assignments. He has also been associated with the Association for People with Disability (APD), Bangalore in order to lend support to the cause of disability.

Mr. Aich has done his management from IIM – Calcutta and his graduation in engineering from Jadavpur University. His continued learning has seen him successfully complete Executive Leadership Programs at INSEAD Singapore, ISB Hyderabad, IIM Ahmedabad and Bangalore.

In view of the above, revision in remuneration payable to Mr. Aich was proposed, with effect from 1st October, 2020. The matter regarding revision in the remuneration of Mr. Aich was discussed in the Nomination and Remuneration Committee of the Board and the meeting of the Board of Directors held on 18th March, 2020 and 31st March, 2020 respectively, based on which the approval of the members is requested for revision in the remuneration of Mr. Aich for the balance term of his appointment on the Board. The revision in remuneration payable to Mr. Aich Joshi is in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to hold important positions in the Company, as that of the Whole-time Director.

The revised remuneration payable to him, are detailed hereunder:

1. Mr. Aich shall be entitled to receive remuneration for his services by way of Salary, Variable Performance Linked Bonus and Perquisites as mentioned hereunder:

   Remuneration:

Salary	₹ 1,35,84,198/- 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: ₹ 47,54,469/- 2. House Rent Allowance: ₹ 23,77,235/- 3. Flexible Benefit Plan: ₹ 56,53,268/- 4. Retrial Benefit: ₹ 7,99,226/- (as set out in Part B)
Annual Incentive (Performance Linked)	₹ 40,75,259/- (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. Aich 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 65,000 (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.

2. All the above perquisites and benefits would be subject to the applicable Company policy

3. All other terms and conditions of Mr. Aich, as approved earlier by the Board and further approved by the Members of the Company, shall remain unchanged.

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

The Board recommends the Ordinary Resolution set forth in Item no. 6 for approval of the members of the Company.

ITEM NO. 7

The Board of Directors in its meeting held on 28th July, 2020, on the basis of the recommendation made by the Nomination and Remuneration Committee, has further recommended to the members of the Company to approve payment and distribution of an amount of ₹ 27,00,000/- (Rupees Twenty Seven Lakhs only) as profit related commission amongst Ms. Vibha Paul Rishi and Mr. Vinayak K. Deshpande, Non-Executive Independent Directors of the Company for the financial year ended on 31st March, 2020, pursuant to the provisions of Section 197 of the Companies Act, 2013, in the following manner:

S. No.	Names	Amount (In ₹)
1	Ms. Vibha Paul Rishi	13,50,000/-
2	Mr. Vinayak K. Deshpande	13,50,000/-
	Total	**27,00,000/-**

As per the evaluation carried out by the Nomination and Remuneration Committee for the previous financial year 2019-20, the above mentioned Independent Directors have actively participated in the Board meetings, contributing to the business strategies of the Company, improving Corporate governance in the area of financial and internal controls, advising on enterprise risk management and ultimately to the growth and profitability of the Company.

The abovementioned amount of commission is within the limits, as stipulated under section 197 of the Act, available for the payment to the Non-Executive Directors of the Company.

Accordingly, consent of the members is sought for passing the Ordinary Resolution as set out at item no. 6 of the notice for approval of the payment and distribution of the annual commission amongst the Non-Executive Independent Directors of the Company for the financial year ended 31st March, 2020.

Except for Ms. Vibha Paul Rishi and Mr. Vinayak K. Deshpande, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution set out at item no. 7 of the accompanying notice.

The Board recommends the Ordinary Resolution set out at item no. 7 of the notice for the approval by the members of the Company.

ITEM NO. 8

The Company is required to conduct the audit of its cost records 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 Kailash Sankhlecha & Associates, Cost Accountants, having FRN-100221, as the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021.

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. 8 of the notice for approval of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution set out at item no. 8 of the accompanying notice.

The Board recommends the Ordinary Resolution set out at item no. 8 of the notice for the approval by the members of the Company.

By Order of the Board of Directors
For **SIGNIFY INNOVATIONS INDIA LIMITED**

Place : Gurugram
Date : 28th July, 2020

Nitin Mittal
Head of Legal & Company Secretary

DIRECTORS' REPORT

For the financial year ended 31st March, 2020

Dear Members,

Your Company's Directors are pleased to present the 5th Annual Report of the Company, along with the Audited Annual Accounts for the financial year ended 31st March, 2020.

1. FINANCIAL PERFORMANCE:

I.I RESULTS

₹ in Millions

	2019-20	2018-19
Revenue from operations (a)	28,984	35,747
Other Income (b)	211	180
Gross Income	29,195	35,927
Profit before tax (PBT) and exceptional items	2,766	3,012
PBT and exceptional items (%)	9.5%	8.4%
Exceptional Items	(6)	(53)
Profit before tax	2,760	2,959
Provision for current tax	(522)	(935)
Deferred tax–Release/(Charge)	(421)	(49)
Profit after tax (PAT)	1,817	1,975
PAT(%)	6.3%	5.5%
Transfer to General Reserve	-	-

1.2 FINANCE & ACCOUNTS

This year your company has registered a de-growth of 19% (Previous year growth of 1.8%) due to decline in professional lighting and Government business, slow down in infrastructure spending, liquidity crunch in Indian markets due to defaults by few NBFCs, price erosions due to competitiveness in market and the impact of Covid-19 outbreak on the sales for the month of March, 2020. The impact due to Covid-19 was wide-spread and impacting lives, livelihood and totally disrupting consumer markets and supply chains. The demand of our products were also severely affected on account of lockdown; its effects experienced not only in the month of March but also in the succeeding quarter. Your Company generated an EBIT of ₹ 2,616 Million (Previous year ₹ 2,810 Million) and a net cash outflow of ₹ 2,627 Million (Previous year Net Cash inflow of ₹ 1,404 Million) mainly due to acquisition of Cooper Lighting India business and payout of dividend. The Company has not made any major fund-based borrowings in this year and has managed working capital requirements from internal cash generation.

Capital expenditure during the year was ₹ 1,219 Million (Previous Year ₹ 198 Million) and this expense was incurred towards acquisition of Cooper Lighting India business and investment in new plant and machinery and IT equipment's etc.

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:

Your Directors recommend payment of ₹ 7.5/- (75%) per share as Dividend on the fully paid equity shares for the financial year ended 31st March, 2020 and it will have a pay-out of ₹ 431.38 million. In view of the changes made under the Income-tax Act, 1961, by the Finance Act, 2020, dividend paid or distributed by the Company shall be taxable in the hands of the Shareholders. Your Company shall, accordingly, make the payment of the Dividend after deduction of tax at source.

4. TRANSFER TO RESERVES:

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

5. DEPOSITS:

During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

6. BUSINESS PERFORMANCE:

2019-20 was a challenging year for most businesses: Post the general elections, we were faced with reduced government spending, slowdown in infrastructure activities and subsequently with the onset of Covid-19. Key weeks in March'20 were disrupted by the lockdown which further adversely impacted the business situation in India. The general consumer sentiment also remained weak, during this time. Despite this weakness in the macro economic environment, we managed to achieve many admirable milestones that align with our purpose of unleashing the power of light for a brighter future.

The LED transformation continued with LED products generating 83% of our lighting business, which is stable as compared to last year, showing that we are close to peak LED conversion rates in India. With such high penetration of LED bulbs already achieved in India through prolonged efforts of the government since 2015, projects related to UJALA scheme witnessed a degrowth in 2019-20. The lighting industry also witnessed a move towards connected lighting with cheaper alternatives becoming popular running to mainstream connectivity protocols i.e. WiFi and Bluetooth.

With increasing urbanization & focus towards Home connected lighting solutions, we increased our retail presence with launch of 70 new exclusive Philips Smart light hubs in 2019-20. We also strengthened our product portfolio in non- connected category with introduction of 100+ SKUs across different ranges – outdoor, chandelier, bathroom etc. The category currently boasts of an elaborate product assortment in decorative lights for the mid premium & premium segment customers.

We are also very committed to Government's Make in India initiative, creating livelihood and economic value here and are continuously innovating to suit the needs of the market. About 92% of what we sell in India, is made in India to become self-reliant and de-risk our production from external factors. Our manufacturing unit in Vadodara now exports conventional and LED lamps to 29 countries across the world, and is also one of the most cost competitive conventional lamp manufacturing facility in the world for Signify. We have continued designing and developing most of the new products for India, in India at our R&D labs in Noida in 2019-20 such as - Philips T-beamer, Philips T-bulb Curvey to name a few.

Our Professional lighting solutions witnessed a de-growth of 28%, owing to reduced EESL tenders, limited government projects post the general elections in 2019, & economic slowdown especially in Infrastructure category; despite this, we were able to win and light up some of the most prestigious projects in the country- Motera stadium in Ahmedabad, the world's largest cricket stadium, illuminating the iconic Qutub Minar in the capital city New Delhi and the Howrah Bridge in Kolkata. The company's LED contribution in professional lighting solutions business stood at 95.8% at the end of 2019-20, reflecting the level of conversion already achieved by LED lighting products.

While conventional lighting still remains a substantial segment in India, it is steadily declining owing to the growing penetration of LED lighting. Our conventional lamps business has witnessed an expected de-growth of 22%, but we still remain the market leader and now supply to most of the other lighting players in the industry as part of our last man standing strategy for conventional products.

7. ACQUISITION OF LIGHTING BUSINESS ON A GOING CONCERN BASIS BY WAY OF A SLUMP SALE:

During the year under review, your Company acquired the lighting business undertaking, under the brand name "Cooper Lighting", from "Eaton India", along with all the related assets and liabilities, as per the terms and conditions duly approved by the Board of Directors of your Company, by way of a slump sale, for a lump sum consideration of ₹ 939 million.

8. 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.

9. 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.

10. 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.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the financial year under review, based on the recommendation of Nomination and Remuneration Committee, Mr. Mahesh Srinivasan Iyer was appointed as an Additional Director, under section 161 of the Companies Act, 2013, in the Board meeting held on 10th December, 2019, to hold office up to the date of the forthcoming Annual General Meeting. Further, the Board also recommended, in the same meeting, to the members of the Company to appoint him as Director of the Company. Mr. Iyer was also appointed as the Chairman of the Board by your Board in its meeting held on 27th February, 2020 pursuant to provisions of the Article of Association of the Company.

During year under review, Mr. P. Uma Shankar, Independent Director, and Mr. Murali Sivaraman, Chairman and Non-Executive Director, resigned from the Board, due to their pre-occupations, with effect from 26th April, 2019 and 3rd January, 2020 respectively. Your Board of Directors also recorded its appreciation of the valuable contributions made by Mr. Uma Shankar as the Independent Director and Mr. Sivaraman as the Chairman and Non-Executive Director to the Board's deliberations and proceedings during their terms on the Board.

Mr. Sukanto Aich, who was appointed as Whole-time Director (KPM) at the Second Annual General Meeting of the Company held on 14th September, 2017, retires by rotation and being eligible, offers himself for re-appointment pursuant to the Articles of Association of the Company.

Mr. Sumit Padmakar Joshi was appointed, by the Board, as the Managing Director and Chief Executive Officer (KMP) of the Company, with effect from 14th September, 2017, which was further duly approved by the Shareholders of the Company in their Third AGM of the Company held on 26th September, 2018. He also holds the office of Vice-Chairman of the Company, as approved by the Board, pursuant to provisions of the Articles of Association of the Company.

Appointment of the Independent Directors, namely, Mr. Vinayak K. Deshpande and Ms. Vibha Paul Rishi, on the Board of the Company, was approved by the Shareholder at their First Annual General Meeting, held on 20th December, 2016. All the Independent Directors have given declarations that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made thereunder and they are independent of the management.

Mr. Dibyendu Raychaudhury was appointed as Chief Financial Officer being KMP, at the Board meeting held on 21st June, 2017, with effect from 1st August, 2017 and Mr. Nitin Mittal was appointed as Company Secretary, being KMP, at the Board meeting held on 27th April, 2016 with immediate effect.

Structure of the Board of Directors:

- Mr. Mahesh Srinivasan Iyer – Chairman & Director (w.e.f. 10th December, 2019)
- Mr. Murali Sivaraman – Chairman & Director (till 3rd January, 2020)
- Mr. Sumit Padmakar Joshi – Vice-Chairman & Managing Director
- Mr. Sukanto Aich - Whole-time Director
- Mr. P. Uma Shankar - Independent Director (till 26th April, 2019)
- Ms. Vibha Paul Rishi - Independent Director
- Mr. Vinayak K. Deshpande - Independent Director

Structure of the Key Managerial Personnel:

- Mr. Sumit Padmakar Joshi - Chief Executive Officer
- Mr. Sukanto Aich - Whole-time Director
- Mr. Dibyendu Raychaudhury - Chief Financial Officer
- Mr. Nitin Mittal – Company Secretary

The Company conducted a special Board session for the Directors to keep them abreast of the latest insights into the industry and also share the future strategy from a global and a market perspective across channels and business groups. The session was very insightful and the Board reciprocated with key insights on sales, marketing and financial strategy and contemporary risks and their mitigation.

12. DECLARATION BY INDEPENDENT DIRECTORS:

Your Company has received declarations from all the Independent Directors under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 read with the Schedules and Rules issued thereunder.

13. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS AND ITS COMMITTEES:

Meetings of the Board were held six (6) times during the financial year 2019-20. For further details of the number and dates of meetings of the Board and Committees thereof held during the financial year 2019-20 indicating the number of meetings attended by each Director, please refer to the Annexure II, which forms part of this Report.

14. BOARD EVALUATION:

In terms of the Nomination and Remuneration Committee Policy of the Company, duly approved by the Board, and pursuant to the provisions of the Companies Act, 2013, the Nomination and Remuneration Committee has prepared and approved a "Policy for Evaluation of the Performance of the Board of Directors", which was further adopted by the Board, to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director to be carried out on an annual basis.

Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2019-20 on the basis of a structured questionnaire survey.

The Nomination and Remuneration Committee also prepared structured questionnaires to evaluate the performance of the Board as a whole, individual performance of each Director and self – assessment carried out by the Directors.

These evaluation forms with respect to the evaluation of the performance of the Directors were based on various aspects which, inter alia, included assessment of the level of participation, understanding of the role and responsibilities, understanding of the business and competitive environment, effectiveness of the contributions made during the Board meetings, understanding of the strategic issues and challenges for your Company etc. In assessing the overall performance of the Board, the parameters included the assessment of time devoted by the Board on the Company's long term goals and strategies, Board effectiveness, quality of discussions at the meetings of the Board, time spent and quality of discussions on key subjects like risk assessment and minimization, succession planning, discharging fiduciary and governance duties and performance of specific duties.

The questionnaires for assessing the performance of the Committees of the Board included aspects like understanding of the terms of reference by the Committee members, adequacy of the composition of the Committees, effectiveness of the discussions at the Committee meetings, performance of the Committee etc.

The Chairperson of the Nomination and Remuneration Committee plays a vital role in undertaking the evaluation of the Directors. The Nomination and Remuneration Committee discussed on the evaluation mechanism, outcome and the feedback received from the Directors. The Independent Directors at their sperate meeting also discussed the performance of the Non-Independent Directors including the Chairman of the Board.

Your Board of Directors had discussed and analyzed its own performance, Board as whole, during the year, evaluated the Independent Directors pursuant provisions of Schedule IV of the Companies Act, 2013 and also reviewed the performance evaluation reports of various committees. Thereafter, the Board finally noted the overall feedback on the performance of the Directors and the Board as a whole and its Committees.

The overall outcome of this exercise to evaluate effectiveness of the Board and its Committees was positive and members of the Board expressed their satisfaction.

15. COMMITTEES OF THE BOARD:

15.1. AUDIT COMMITTEE:

The Audit Committee was initially set up by the Board on 27th April, 2016 pursuant to section 178 of the Companies Act 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014,

During the financial year under review, Mr. P. Uma Shankar ceased to be member as well as Chairman of the Committee due to his resignation from the Board with effect from 26th April, 2019. In view of the same, the Audit Committee was reconstituted on 24th June, 2019 by inducting Ms. Vibha Paul Rishi as a new member in place of Mr. P. Uma Shankar. Further, Mr. Mural Sivaraman, member of the Committee, was designated as the Chairperson of the Committee.

During the year, due to resignation of Mr. Murali Sivaraman from the Board, he ceased to be member as well as Chairperson of the Committee and accordingly, the Audit Committee was again reconstituted by the Board by appointing Mr. Mahesh Srinivasan as a new member and he was also designated as the Chairperson of the Audit Committee with effect from 27th February, 2020.

Presently, the Committee consists of the following members:

1	Mr. Mahesh Srinivasan Iyer	Non-Executive & Non-Independent Director	Chairman
2	Ms. Vibha Paul Rishi	Independent Director	Member
3	Mr. Vinayak K. Deshpande	Independent Director	Member

Mr. Nitin Mittal acts as Secretary to the Committee.

The Audit Committee of the Board has formulated an Audit Committee Charter of the Company, which was approved by the Board. As per the Charter, the Committee 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 the 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.

The Vigil Mechanism Policy was also formulated by the Audit Committee, which details form part of this Report.

For the details of the number and dates of meetings of the Committee held during the financial year under review, indicating the number of meetings attended by each member thereof, please refer to the Annexure II, which forms part of this Report.

15.2.CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Your Company had constituted the CSR Committee pursuant to section 135 of the Companies Act 2013, with effect from 27th April, 2016. The composition of the CSR Committee is in alignment with provisions of Section 135 of the Companies Act, 2013.

During the financial year under review, Mr. P. Uma Shankar ceased to be member of the Committee due to his resignation from the Board with effect from 26th April, 2019. Presently, the Committee consists of the following members:

1	Ms. Vibha Paul Rishi	Independent Director	Chairperson
2	Mr. Sukanto Aich	Whole-time Director	Member
3	Mr. Sumit Padmakar Joshi	Managing Director	Member

Mr. Nitin Mittal acts as Secretary to the Committee.

The Committee was setup to oversee the corporate social responsibility activities for the consideration and recommendation of the Committee. The Committee adopted a Corporate Social Responsibility (CSR) Policy and its Charter 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.

The CSR Policy along with its Charter is also available on your Company's website (www.signify.com).

Your Company was engaged in Corporate Social Responsibility (CSR) initiatives in various fields, during the financial year 2019-20, the details of which are set out in Annual Corporate Social Responsibility report attached as Annexure III to the Board's report.

For the details of the number and dates of meetings of the Committee held during the financial year under review, indicating the number of meetings attended by each member thereof, please refer to the Annexure II, which forms part of this Report.

15.3.STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee was set by the Board of Directors in its meeting held on 27th April, 2016 under the provisions of section 178 of the Companies Act 2013.

During the financial year under review, Mr. Murali Sivaraman ceased to be member of the Committee due to his resignation from the Board with effect from 3rd January, 2020. Further, the Committee was reconstituted by the Board and Mr. Mahesh Srinivasan Iyer was inducted as the new member w.e.f. 27th February, 2020. Presently, the Committee consists of the following members:

1	Mr. Vinayak K. Deshpande	Independent Director	Chairman
2	Mr. Mahesh Srinivasan Iyer	Non-Executive & Non-Independent Director	Member
3	Mr. Sumit Padmakar Joshi	Managing Director	Member

Mr. Nitin Mittal acts as Secretary to the Committee.

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

For the details of the number and dates of meetings of the Committee held during the financial year 2019-20 indicating the number of meetings attended by each member thereof, please refer to the Annexure II, which forms part of this Report.

15.4.NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee was initially constituted by the Board of Directors at its meeting held on 27th April, 2016 as per section 178 of the Companies Act, 2013, read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014.

During the year under review, Mr. P. Uma Shankar resigned from the Board w.e.f. 26th April, 2019 and accordingly he ceased to be member of the Committee. Further, due to resignation of Mr. Murali Sivaraman from the Board w.e.f. 3rd January, 2020, he ceased to be member of the Committee. Further, Mr. Mahesh Srinivasan Iyer was appointed as the new member of the Committee by the Board with effect from 27th February, 2020.

Presently, the Committee comprises the following members:

1	Ms. Vibha Paul Rishi	Independent Director	Chairperson
2	Mr. Mahesh Srinivasan Iyer	Non-Executive & Non-Independent Director	Member
3	Mr. Sumit Padmakar Joshi	Managing Director	Member
4	Mr. Vinayak K. Deshpande	Independent Director	Member

Mr. Nitin Mittal acts as Secretary to the Committee.

The Nomination and Remuneration Committee has adopted a Nomination and Remuneration Committee Policy, duly approved by the Board. The role of the Committee is governed by its Charter and its composition is in compliance with the provisions of Section 178 of the Companies Act, 2013.

The broad objectives of the Committee as per the Policy are as under:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of Independent Director and the Board.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

- To assist the Board in fulfilling responsibilities.
- To implement and monitor policies and processes regarding principles of corporate governance.

The Nomination and Remuneration Policy for appointment and removal of Director, KMP and Senior Management provides that the Committee shall identify and ascertain the ethical standards of integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment. It further provides the criteria for appointment and remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013.

A Policy for remunerating Directors/ KMPs/ Senior Management Personnel was also set up, which provides the level and composition of remuneration to be paid to the Managing Director, Whole-Time Director(s), Non-Executive Director(s), KMP's, Senior Management Personnel and other employees shall be reasonable and sufficient to attract, retain and motivate directors, KMP's, Senior Management and other employees of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The Nomination and Remuneration Committee has also formulated a "Policy for Evaluation of the Performance of the Board of Directors", to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director to be carried out on an annual basis.

The Nomination and Remuneration Policy of the Company is also available on your Company's website (www.signify.com).

For the details of the number and dates of meetings of the Committee held during the financial year 2019-20 indicating the number of meetings attended by each member thereof, please refer to the Annexure II, which forms part of this Report.

15.5.BANKING AND OTHER OPERATIONS COMMITTEE:

The Banking and Other Operations Committee was constituted on 27th April, 2016, for taking certain decisions on behalf of the Board during the intervening period between two Board Meetings on routine matters including those which have been delegated by Board under the provisions of the Companies Act, 2013 and also the matters on which decisions were required to be made urgently other than those which are specifically reserved to be approved by the Board under the Companies Act, 2013 or any other applicable law.

Presently, the Committee consists of the following members:

1	Mr. Sumit Padmakar Joshi	Managing Director	Chairman
2	Mr. Sukanto Aich	Whole-time Director	Member

Mr. Nitin Mittal acts as Secretary to the Committee.

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 of execute any documents 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.

For the details of the number and dates of meetings of the Committee held during the financial year under review, indicating the number of meetings attended by each member thereof, please refer to the Annexure II, which forms part of this Report.

16. VIGIL MECHANISM:

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Vigil Mechanism/Whistle Blower Policy which is in compliance with the provisions of Section 177 of the Companies Act, 2013.

Your Company has established a proper mechanism, under the above Policy, for directors and employees to report any genuine concern. A disclosure should be made in writing or can log a complaint on Signify Ethic line, which provides an online tool and a phone line. Letters can be submitted by hand, courier, or by post, addressed or Email to the Compliance Officer. All reported violations whether actual or potential are reviewed by the Country Compliance Officer. He reports all violations to the Signify Fraud Investigation and Customer Screening (FICS) team and depending upon the severity of the allegation it may be decided to engage an investigator in investigating the complaint.

Any kind of complaint may also be submitted directly to the Chairperson of the Audit Committee of Signify Innovations India Limited at his email ID.

The Whistle Blower Policy is also available on your Company's website (www.signify.com).

17. CORPORATE SOCIAL RESPONSIBILITY (CSR):

Your Company's CSR Policy statement and annual report on the CSR activities undertaken during the financial year ended 31st March, 2020, in accordance with Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed to this report as Annexure III.

18. 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. Your Company has the Audit Committee in place and the Audit Committee devises 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.

Your Company has appointed KPMG as its Internal Auditors and their function, scope of service etc. were approved by the Board of Director based on recommendation made by the Audit committee.

19. HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

In 2019, we continued to build upon our Employee Value Proposition to provide all employees with a common guiding principle about what it means to 'Be More' at your company. Our EVP encompasses the following:

a) Be on a Mission: this value proposition caters to the need of an individual to do meaningful things, to be execution focused and have a winning spirit

b) Be What's Next: it covers growth and development. The need to be better than earlier. To create a new version of ourselves.

c) Be New: it covers the desire to innovate and bring in a change. To do something that lasts

d) Be Yourself: Increasingly, people want to work the way they live. This value proposition refers to providing flexibility, autonomy, and an embracing culture

The EVP underpins our HR practices and processes like Talent Acquisition, Learning & Talent Development, Total Rewards, and Industrial & Employee relations. In 2019-20, there has been a continued focus on rolling out innovative programs and initiatives to: –

- Build stronger emotional connect of the employees with the organization
- Ensure continued engagement & development of employees
- Develop higher advocacy among employees and external talent pool
- Bring about reverse mentoring and drive innovation
- Drive a feedback mechanism to understand the pulse of the organisation

Some of the initiatives are as following: -

Center Stage – Lunch with the CEO: Through this initiative, we wanted to build a platform that not only recognizes consistent value driven performance but also helps our employees to understand the company strategy directly from leaders. It comprises of a series of sessions conducted every quarter throughout the year, where the selected employees go through an entire day of stimulating conversations and training sessions with the business leaders, post which they go out for an informal lunch with the CEO. The positive feedback of the program and the influx of new ideas from employees have made this program highly aspirational.

Employee Feedback Tool: Employee feedback is critical to improving performance across an organization. Feedback not only helps an individual to build on the competencies required but also helps the organization to drive employee engagement through actionable insights. With that in mind, we launched an anonymous employee feedback tool in July 2019 with our key focus areas to segment employees based on the employee life cycle touchpoints. The survey conducted covers employees across various touchpoints throughout their tenure – ranging from onboarding to specific milestones during their journey with us. These survey responses provide us with actionable insights to build various innovative initiatives and provide our employees the support & opportunities.

Skill Up 101 – Quest for Excellence: it is an initiative that focuses on upskilling the employees on product knowledge, functional & behavioral competencies. The two-pronged approach in the initiative involves virtual webinars & rigorous online assessment leading to certification in specific modules.

Learning League: Learning @ Signify is an internal online portal that helps our employees to choose & learn from a wide range of sources all woven together to enhance the overall learning experience. In October 2019, we launched a three-month series of learning challenges across the organisation, which saw an active participation from employees across functions competing to win the "Learning League Champion" title. The initiative was based on monthly themes like customer focus, innovation, social selling, machine learning and concluded with an open-ended theme – learning anything under the sun. Each learning challenge helped earn points for completion for employees and an active leader board was published every week.

Discover- Mentoring Program: With the ever-changing business dynamics, it is important to build a future -ready workforce. 'Discover' is an initiative that helps us to build a highly capable, diverse, and agile workforce that is ready to take up bigger challenges, each day. The initiative primarily focuses on competency-based development via structured mentoring over a period of six months to a year.

All the above engagements coupled with our flexible and supportive culture, developmental and growth opportunities that we provide to our employees resulted in the company being adjudged as 68th Great Place to Work for® in 2019, one of the Asia's Best MNC Workplaces in 2020 and India's 30 Best Workplaces in Manufacturing – 2020, all awarded by Great Place to Work For® Institute.

Talent Acquisition

To build high brand recall amongst critical talent segments, your company actively used the social medium- the Life @ Signify India page on Facebook. Your company also actively engaged with Premiere B-Schools through Campus Sparks Internship Program and our Leadership Program for New Campus Hires- Business Leadership Program (BLP). We continuously encourage internal talent to take on diverse and bigger roles in both domestic and international markets through internal marketplace called "Opportunity Knocks". Employee Referrals continues to be the one of the top sources of hiring the right talent externally.

For our Innovation Centre at Bangalore, as part of “Campus Verve Program”, we associated with top engineering colleges to hire interns. This program acts as a breeding ground for the future full-time technical talent hires who are absorbed into the company through the internship mode.

For new members in the Signify Innovations family, we enhanced our ‘First Impressions’ program. This program enables to induct the new joiners in Lighting business environment as well as helps them transition to their new role smoothly by providing the right tools to accelerate at our organization. Subject matter experts run various sessions during the induction program followed by market visits and shadowing which enable the new joiners to start understanding the business and give their best at their professional roles.

As Digitalization forms the core of Signify’s strategy, the Talent Acquisition team partnered with a major service provider of talent acquisition software and recruitment CRM to launch a company-wide digital, end-to-end Recruitment platform on June 22, 2020. This new platform is fully integrated with our HRM system and intends to make our recruitment process and experience seamless for both candidates and hiring team.

Learning & Talent Development

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 is done through Organization Talent reviews focused on building strong succession health. The process is facilitated through cross functional ‘Talent Councils’ for Innovation and Operations to drive talent movements and review capability requirements, identify gaps and recommend development interventions. This has led to increased investment by your organization in the development of top talent and identifying people in succession for people in larger roles. An initiative to nurture the top talent of the company through a structured systematic process conducted as PACE I and PACE II programs for senior high performing employees. These programs help build their financial acumens by bringing a wider sense of the business and making them future ready for excellent career opportunities within the organization. Also, your company has been a great exporter of talent with increasing number of global movements across Human Resources, Sales & Marketing, Supply Chain, and Business Transformation.

In addition to be a product champion, your company is evolving to become a leader in the space in providing lighting solutions covering products, systems and services across different industry verticals. Therefore, to stay ahead of competition it is imperative that we continue to focus on building winning capabilities and strong leadership pipeline which is also the mainstay of 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 like Professional Sales, Marketing, Supply chain, HR 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%). Your company has also started a series of learning sessions “Skill Up 101” in order to upskill the employees on product knowledge, functional and behavioral competencies. To learn more about new technologies, webinar and panel discussions were conducted wherein global leaders talked about LiFi, Horticulture and UV Lighting as part of “Virtual Café”. The concept of Virtual Café was designed to stay connected with the organization and utilize the time effectively to upskill during COVID-19 focusing on engagement and learning. This was also extended for our channel partners and customers. Learning@Signify – an internal online portal was a fresh initiative launched this year which has become one stop learning platform for all employees with reading content and courses on all relevant topics. Employees are further encouraged to share relevant content on Learning@Signify to encourage peer to peer learning. Several leader-led learning initiatives like Customer Focused Selling, Right Value Proposition, Business Acumen and Legal & Contracting were organized to ensure that the teams are adequately equipped to perform and succeed in their roles. Open programs in the form of “Master Class” were organized with an objective to build up communication, presentation, excel and financial acumen for everyone. Furthermore, Lean Training – Basic and Advanced is being conducted regularly.

Building people manager capability continued to be a focus this year across the organization. With inputs and discussions with Senior Leaders, Focused Group discussions with people managers and team members, a six-month structured learning journey was designed virtually on Learning@Signify known as “Catalyst 2.0” – Developing Change Leaders program to build future leaders, capable of meeting tomorrow’s business challenges. The key elements of the intervention include leading, developing and inspiring the team effectively which were taught through virtual webinars, video, content, quizzes and role modelling. The program has received outstanding learner engagement score.

Moreover, the mPower app which was till now used to enhance the sales team's product knowledge has evolved to include new features to make it easier for sales people to be abreast with the current market scenarios and their personal growth in the sales environment. The tool has also been extended to Channel Partners and their Sales teams.

Total Rewards

Sustaining a culture of recognition continued to be the focus area to engage and motivate employees. Your company continued to strengthen 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 Signify's values and business principles in their ways of working. This Rewards and Recognition program is one of a kind in India amongst other Signify markets. Your Company also continued the 'Long Service Awards' policy to recognize the loyalty and commitment shown by employees over the years. We continued to strengthen our benefits offerings by covering all our employees through the newly-launched Health Check-up policy.

In 2019, Signify India partnered with InnerHour to provide psychological, emotional and wellbeing support to the employees. Innerhour is a dedicated platform for emotional, behavioral, and psychological well-being. Employee concerns are categorized in 6 major parts being:

- Sleeping Better
- Stress Control
- Mood Management
- Anger Management
- Worry Management
- Living Happiness

There are bi-weekly webinars organized by Inner Hour on key issues pertaining to mental wellness. Employees are also provided with free counselling sessions for themselves and their families via Inner Hour counsellors.

Industrial and Employee Relations

We continued to strengthen HR services model by creating a simple yet strong platform for employees to access in terms of their HR needs and queries. With the new HR Service Now portal it has become easier for employees to access their data and benefits at a one stop solution and get queries resolved in a shorter time frame. New functionalities are being developed and piloted before deployment to reduce manual interventions thereby transforming the face and functionality of HR processes across the organization in India market. The journey in digitalization of the HR function continues to be on track and HR Workday aims to be the single source of all employee related data and further enhance process efficiency and cost optimization in HR.

Our Vadodara Light Factory (VLF) achieved significant productivity improvements through the assimilation of Lean Philosophy. This was brought about through the incorporation of continuous improvement behavior at shop-floor through planned interventions and the factory enjoyed healthy and cordial Industrial Relations. We have a long history of peaceful industrial relations at Vadodara Light Factory. Both Management & Union ensures that all the decisions are taken after considering the welfare and interest of the workers.

The Long-Term Wage Settlement Agreement for Workers at Vadodara Light Factory expired on 31st May 2019 and the negotiations with the Employees Union were concluded in July 2020 and signed on 7th July 2020. The entire process was done in an amicable environment.

Information required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, forms part of the Board's Report and are available for inspection at the registered office of your Company during working hours and any Member interested in obtaining such information may write to the Company Secretary.

20. 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 IV to this Report.

21. ENVIRONMENT, ENERGY, OCCUPATIONAL HEALTH & SAFETY:

The Company's Vadodara Light Factory (VLF) has been actively involved in implementing Signify Eco Vision program. 100% of waste generated is being recycled. Many energy saving projects were undertaken. Safety of employees is the foremost concern at VLF and working towards providing a safe and accident free working environment is a culture here. We have Started monitoring of participation in the INJURY PREVENTION RATE program for people engagement. Till March, we achieved a 62% participation of people. Regular trainings and awareness sessions are carried out on Behavior 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 week, World safety week and World Environment day are celebrated every year in the plant to spread awareness and safety culture within the factory. VLF had installed Natural Day Lights for power conservation along with many energy saving programs. Also implemented many programs on waste reduction and Energy conservation to protect environment. Regular training and seminars are conducted on Safety and started new initiatives like Night duty manager, Monthly Safety Review with managers, Departmental safety committee meeting. Injury Prevention Rate (IPR), Industrial Equipment safety standard (IESS) going on and inculcate behavior 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 Signify Eco-Vision program. During the year, substantial part of the waste generated at VLF was recycled. E-waste also was disposed through Proper and authorized TSDF-Treatment, Storage and Disposal Facilities.

We are pleased to share TRC (total recordable cases) are reduced from 5 to 2 in last year, with no case of loss of work or fatality.

22. 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.

23. 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 V in Form –AOC-2 and the same forms part of this Report.

24. 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, Signify Business Control Framework, Signify Quality Management System and Signify's Integrity Code.

25. 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.

26. STATUTORY AUDITORS:

The Statutory Auditors, M/s SR Batliboi & Co LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), were appointed pursuant to the provisions of Sections 139 and 141 of the Companies Act, 2013 and the Rules made thereunder from the conclusion of the First Annual General Meeting upto the conclusion of the Sixth Annual General Meeting to be held after the First Annual General Meeting.

27. COST AUDITORS:

Pursuant to the provisions of Section 148 of the Companies Act, 2013, your Directors have approved the appointment of M/s Kailash Sankhlecha & Associates, Cost Accountants, having FRN-100221, to conduct the Cost Audit for the year ending 31st March, 2021, at a remuneration of ₹ 3,50,000/- (Rupees Three Lakh Fifty Thousand Only) plus applicable tax and out of pocket expenses, subject to the approval of such remuneration by the members of the Company at the ensuing Annual General Meeting.

28. SECRETARIAL AUDITORS' QUALIFICATION:

The Secretarial Audit was carried out by M/s PI & Associates, Company Secretaries for the financial year ended on 31st March, 2020. The Report given by the Secretarial Auditors is annexed as Annexure VI 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.

29. 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.

30. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company adhered to the provisions of applicable Secretarial Standards 1 & 2 during the financial year 2019-20.

31. 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 and Site Complaint Redressal Committees in all branch offices and factories consisting of 2-4 members, along with an external member appointed as required under the law 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, 6 copies of a written complaint is to be filed by the complainant with the respective Core/Internal Complaint Redressal Committee or with the Employer within 3 months 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 CEO, Head of Legal and Head of HR. If they are 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, following activities were conducted under Prevention, Prohibition and Redressal against Sexual Harassment of Women Employees at Workplace Policy:

- First, no Sexual harassment complaint was reported to any of the internal Complaint Redressal Committee during the financial year 2019-20;
- A workshop conducted for all members of Internal Complaint Redressal Committee.
- Awareness Posters placed in all conspicuous placed including notice board in all offices and factories.
- Awareness messages sent to all employees.
- A clause added in the employee joining kit to adhere to Company Anti-Sexual Harassment workplace.

During the financial 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 State Governments, 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
SIGNIFY INNOVATIONS INDIA LIMITED

	SUMIT PADMAKAR JOSHI	**SUKANTO AICH**
Place : Gurugram	Vice-Chairman, Managing Director & CEO	Whole-time Director
Date : 28th July, 2020	(DIN: 07018906)	(DIN: 02175058)

Annexure - I

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31st March, 2020

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U74900WB2015PLC206100
2.	Registration Date	22/04/2015
3.	Name of the Company	SIGNIFY INNOVATIONS INDIA LIMITED (Formerly known as "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	Mangalam Business Center, Block B, 6th Floor, 22, Camac Street, Kolkata – 700016, West Bengal Tel: 033-66297000, *www.signify.com*
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	KFin Technologies Private Limited (Formerly Karvy Fintech Private Limited) 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:+91 040-23001153, Email: *einward.ris@kfintech.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.	Signify Holding B.V. (Formerly Philips Lighting Holding B.V.) High Tech Campus 45, 5656 AE Eindhoven, the Netherlands	N.A.	Holding	96.13	2(46)

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 1st April, 2019]				No. of Shares held at the end of the year [As on 31st March, 2020]				% 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.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	-	-	-	-	-	-	-	-	-
(2) Foreign									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	55,290,242	55,290,242	96.13	-	55,290,242	55,290,242	96.13	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	**-**	**55,290,242**	**55,290,242**	**96.13**	**-**	**55,290,242**	**55,290,242**	**96.13**	**0.00**
Total shareholding of Promoter (A)=(A)(1)+ (A)(2)	**-**	**55,290,242**	**55,290,242**	**96.13**	**-**	**55,290,242**	**55,290,242**	**96.13**	**0.00**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	2,293	2,293	0.00	-	2,293	2,293	0.00	0.00
b) Banks / FI	2,404	8,695	11,099	0.02	2,404	8,695	11,099	0.02	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April, 2019]				No. of Shares held at the end of the year [As on 31st March, 2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	**2,404**	**10,988**	**13,392**	**0.02**	**2,404**	**10,988**	**13,392**	**0.02**	**0.00**
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	37,083	13,733	50,816	0.09	38,893	13,024	51,917	0.09	0.00
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									-
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	786,949	1,153,270	1,940,219	3.37	792696	1,124,324	1,917,020	3.33	(0.04)
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	160,395	-	160,395	0.28	178,824	-	178,824	0.31	0.03
c) Others (specify)-Trust+NBFC	15,701	-	15,701	0.03	15,959	-	15,959	0.03	0.00
Foreign Nationals	30	-	30	0.00	30	-	30	0.00	0.00
NRI (REP)	6,603	10,784	17,387	0.03	6,447	10,908	17,355	0.03	0,00
NRI (NON-REP)	28,003	1057	29,060	0.05	31,446	1,057	32,503	0.06	0,01
Sub-total (B)(2):-	**1,034,764**	**1,178,844**	**2,213,608**	**3.85**	**1,064,295**	**1,149,313**	**2,213,608**	**3.85**	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**1,037,168**	**1,189,832**	**2,227,000**	**3.87**	**1,066,699**	**1,160,301**	**2,227,000**	**3.87**	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**1,037,168**	**56,480,074**	**57,517,242**	**100.00**	**1,066,699**	**56,450,543**	**57,517,242**	**100.00**	-

ii) Shareholding Of Promoters-

SN	Shareholder's Name	Shareholding at the beginning of the year [As on 1st April, 2019]			Shareholding at the end of the year [As on 31st March, 2020]			% 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	
3	Signify Holding B.V. (Formerly Philips Lighting Holding B.V.)	55,290,242	96.13	-	55,290,242	96.13	-	-
	TOTAL	**55,290,242**	**96.13**	**-**	**55,290,242**	**96.13**	**-**	**-**

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
1	Philips Lighting Holding B.V. (Formerly Philips Lighting Holding B.V.)				
	At the beginning of the year	55,290,242	96.13	-	-
	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 no change in the shareholding pattern of the Promoter during the financial year 2018-19.			
	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	54,700	0.10	54,700	0.10
	Bought during the year	-	-	54,700	0.10
	Sold during the year	-	-	54,700	0.10
	At the end of the year	54,700	0.10	54,700	0.10

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
2	**VALLABH ROOPCHAND BHANSHALI**				
	At the beginning of the year	27,350	0.05	27,350	0.05
	Bought during the year	-	-	27,350	0.05
	Sold during the year	-	-	27,350	0.05
	At the end of the year	27,350	0.05	27,350	0.05
3	**AJAY KUMAR**				
	At the beginning of the year	22,373	0.04	22,373	0.04
	Bought during the year	629	0.00	23,002	0.04
	Sold during the year	-	-	23,002	0.04
	At the end of the year	23,002	0.03	23,002	0.04
4	**PUNIT KUMAR**				
	At the beginning of the year	16,800	0.03	16,800	0.03
	Bought during the year	200	0.00	17,000	0.03
	Sold during the year	-	-	17,000	0.03
	At the end of the year	17,000	0.03	17,000	0.03
5	**NIVEDITA MALVI**				
	At the beginning of the year	15,296	0.03	15,296	0.03
	Bought during the year	-	-	15,296	0.03
	Sold during the year	-	-	15,296	0.03
	At the end of the year	15,296	0.03	15,296	0.03
6	**SURESH GUPTA**				
	At the beginning of the year	13,600	0.02	13,600	0.02
	Bought during the year	-	-	13,600	0.02
	Sold during the year	-	-	13,600	0.02
	At the end of the year	13,600	0.02	13,600	0.02
7	**AMISH NARENDRA SHAH**				
	At the beginning of the year	10,276	0.02	10,276	0.02
	Bought during the year	-	-	10,276	0.02
	Sold during the year	-	-	10,276	0.02
	At the end of the year	10,276	0.02	10,276	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
8	**HINA KIRTI DOSHI**				
	At the beginning of the year	10,000	0.02	10,000	0.02
	Bought during the year	-	-	10,000	0.02
	Sold during the year	-	-	10,000	0.02
	At the end of the year	10,000	0.02	10,000	0.02
9	**HITESH SHANTILAL MEHTA**				
	At the beginning of the year	10,000	0.02	10,000	0.02
	Bought during the year	-	-	10,000	0.02
	Sold during the year	-	-	10,000	0.02
	At the end of the year	10,000	0.02	10,000	0.02
10	**SUSHILA NAYYAR**				
	At the beginning of the year	9,300	0.02	9,300	0.02
	Bought during the year	-	-	9,300	0.02
	Sold during the year	-	-	9,300	0.02
	At the end of the year	9,300	0.02	9,300	0.02

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	-	-	-	-

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment: NIL

(Amount in ₹ Million)

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

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
		Sumit P. Joshi (MD)	Sukanto Aich (WTD)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	31.72	16.11	47.83
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	16.23	8.17	24.40
	(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 (A)	**47.95**	**24.28**	**72.23**
	Ceiling as per the Act (10%)			348.61

B. Remuneration to other directors:

(Amount in ₹ Million)

SN.	Particulars of Remuneration	Vinayak K. Deshpande (ID)	Vibha Paul Rishi (ID)	P. Uma Shankar* (ID)	Murali Sivaraman (Director) ***	Mahesh S. Iyer (Director)**	Total Amount
1	**Independent Directors**						
	Fee for attending board committee meetings	0.55	0.58	-	-	-	1.13
	Commission	1.50	1.50	1.50	-	-	4.50
	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)	2.05	2.08	1.50			5.63
	Total Managerial Remuneration (A+B)						77.86
	Overall Ceiling as per the Act(10% as per above + 1%)						383.47

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

(Amount in ₹ Million)

SN	Particulars of Remuneration	Key Managerial Personnel				
		Sumit Padmakar Joshi (CEO)	Sukanto Aich (WTD)	Dibyendu Raychau-dhury (CFO)	Nitin Mittal (Company Secretary)	Total
1	Gross salary	Information is disclosed in "Point A" above and forms part of the same.				
	(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			9.81	7.13	16.94
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			0.45	0.04	0.49
2	Stock Option			-	-	-
3	Sweat Equity			-	-	-
4	Commission			-	-	-
	- as % of profit			-	-	-
	others, specify...			-	-	-
5	Others, please specify			-	-	-
	Total			10.26	7.17	17.43

*Mr. P. Uma Shankar resigned from the Board w.e.f. 26th April, 2019

**Mr. Mahesh S. Iyer was appointed as Additional Director w.e.f. 10th December, 2019

***Mr. Murali Sivaraman resigned from the Board w.e.f.3rd January, 2020

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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	-	-	-	-	-

For and on behalf of the Board of Directors of
SIGNIFY INNOVATIONS INDIA LIMITED

Place : Gurugram
Date : 28th July, 2020

SUMIT PADMAKAR JOSHI
Vice-Chairman, Managing Director & CEO
(DIN: 07018906)

SUKANTO AICH
Whole-time Director
(DIN: 02175058)

Annexure - II

Number and dates of Meetings of the Board and Committees held during the financial year indicating the number of Meetings attended by each Director.

Board of Directors:

During the financial year 2019-20, 6 (six) meetings of the Board of Directors were held on 24th June, 2019, 5th September, 2019, 10th December, 2019, 27th February, 2020, 18th March, 2020 and 31st March, 2020.

Name of the Directors	Attendance at the Board meetings		Attendance at last AGM
	No. of Meetings which Director was entitled to attend	No. of Meetings attended	
Mr. Murali Sivaraman***	3	3	Yes
Mr. Mahesh Srinivasan Iyer**	4	4	NA
Mr. Sumit Padmakar Joshi	6	6	Yes
Mr. Sukanto Aich	6	6	Yes
Mr. P. Uma Shankar*	NA	NA	NA
Ms. Vibha Rishi Paul	6	6	No
Mr. Vinayak K. Deshpande	6	6	Yes

Audit Committee:

During the financial year 2019-20, 4 (four) meetings of the Audit Committee were held on 24th June, 2019, 5th September, 2019, 10th December, 2019 and 18th March, 2020.

Name of members	Nature of membership	Attendance at the Audit Committee meetings	
		No. of Meetings which Director was entitled to attend	No. of Meetings attended
Mr. P. Uma Shankar*	Chairperson	NA	NA
Mr. Murali Sivaraman***	Chairperson	3	3
Mr. Mahesh Srinivasan Iyer**	Chairperson	1	1
Ms. Vibha Paul Rishi	Member	4	4
Mr. Vinayak K. Deshpande	Member	4	4

Nomination and Remuneration Committee:

During the financial year 2019-20, 5 (five) meetings of the Nomination and Remuneration Committee were held on 24th June, 2019, 5th September, 2019, 10th December, 2019, 18th March, 2020 and 31st March, 2020.

Name of members	Nature of membership	Attendance at the NRC meetings	
		No. of Meetings which Director was entitled to attend	No. of Meetings attended
Ms. Vibha Rishi Paul	Chairperson	5	5
Mr. Sumit Padmakar Joshi	Member	5	5
Mr. Mahesh Srinivasan Iyer**	Member	2	2
Mr. Murali Sivaraman***	Member	3	3
Mr. P. Uma Shankar*	Member	NA	NA
Mr. Vinayak K. Deshpande	Member	5	5

Corporate Social Responsibility Committee:

During the financial year 2019-20, 2 (two) meetings of the Corporate Social Responsibility Committee were held on 24th June, 2019 and 18th March, 2020.

Name of members	Nature of membership	Attendance at the CSR Committee meetings	
		No. of Meetings which Director was entitled to attend	No. of Meetings attended
Ms. Vibha Rishi Paul	Chairperson	2	2
Mr. P. Uma Shankar*	Member	NA	NA
Mr. Sumit Padmakar Joshi	Member	2	2
Mr. Sukanto Aich	Member	2	2

Stakeholders Relationship Committee:

During the financial year 2019-20, 1 (one) meetings of the Stakeholders Relationship Committee was held on 10th December, 2019.

Name of members	Nature of membership	Attendance at the SRC meetings	
		No. of Meetings which Director was entitled to attend	No. of Meetings attended
Mr. Vinayak K. Deshpande	Chairman	1	1
Mr. Mahesh Srinivasan Iyer**	Member	NA	NA
Mr. Murali Sivaraman***	Member	1	1
Mr. Sumit Padmakar Joshi	Member	1	1

Banking and Other Operations Committee:

During the financial year 2019-20, 21 (twenty six) meetings of the Banking and Other Operations Committee were held on 15th April, 2019, 30th April, 2019, 15th May, 2019, 31st May, 2019, 14th June, 2019, 28th June, 2019, 31st July, 2019, 14th August, 2019, 30th August, 2019, 16th September, 2019, 27th September, 2019, 15th October, 2019, 30th October, 2019, 14th November, 2019, 29th November, 2019, 16th December, 2019, 16th January, 2020, 31st January, 2020, 17th February, 2020, 26th February, 2020 and 11th March, 2020.

Name of members	Nature of membership	Attendance at the Board meetings	
		No. of Meetings which Director was entitled to attend	No. of Meetings attended
Mr. Sumit Padmakar Joshi	Chairman	21	21
Mr. Sukanto Aich	Member	21	21

*Mr. P. Uma Shankar resigned from the Board w.e.f. 26th April, 2019

**Mr. Mahesh S. Iyer was appointed as Additional Director w.e.f. 10th December, 2019

***Mr. Murali Sivaraman resigned from the Board w.e.f.3rd January, 2020

Annexure-III

ANNUAL REPORT ON CSR ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2015 read with Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. **A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:**

   The Board of Directors approved CSR Policy of the Company, pursuant to the provisions of Section 135 of the Companies Act, 2013 and the rules notified thereunder.

   The CSR Policy of the Company is accessible on your Company's website (www.signify.com).

   In terms of the mandate of the CSR Committee and being a Lighting Company, the focus of the CSR programs of the Company has been to unlock the extraordinary potential of light for creating brighter lives and a better world, by providing underprivileged sections of the society access to clean & renewable solar lighting and enhancing the employability of rural youth through skill development programs. The four key pillars of our CSR program are as follows:

   - Ujjwal Jeevan – This is a skill development program to train youth as electricians and solar technicians to enhance their employability. The program was conducted together with our training partners in 2 formats – a 100 hours module and a 16 hours module. A total of 2,600 youth was trained under this program.
   - Har Gaon Roshan (Lighting up villages) - The objective of this program is to promote rural development by providing solar energy-based lighting facilities in rural villages to enhance the safety of women and children after sunset and extend the working day of the village, thereby also enabling economic activities after sunset. A total of 95 villages benefitted from this program including 25 villages in Jharkhand that were illuminated with solar street lighting and 70 villages in Odisha, Bihar, Assam & Jharkhand that were illuminated with portable solar lamps.
   - Jagmag Pathshala (School Lighting) – The main objective of this program is to promote education by providing a better learning environment for school students in rural areas, through better illuminated classrooms powered by solar microgrids and LED lighting. This year we illuminated 65 schools, including 20 schools in remote part of Jharkhand, 9 schools in rural Meghalaya, 5 schools in Nuh(aspirational district) of Haryana & 1 school in remote hill of Darjeeling West Bengal with Solar microgrid solutions and 30 schools with LED Lighting including 10 night schools in Mumbai, Maharashtra and 20 schools in Nuh, Haryana.
   - Khel Jyoti (Lighting up playgrounds) – The objective of the program is to promote rural sports by illuminating playgrounds in rural areas by providing better lighting facilities to nurture young sports talent and enable children to play after dark. We have illuminated total 24 playgrounds this year, including 18 badminton courts in Nuh District of Haryana and 5 playgrounds in remote government schools in Ladakh with solar powered lighting. Additionally, the company has also completed the athletic track lighting project at The Inspire Institute of Sports, Bellary Karnataka which was started last year.

2. **The Composition of the CSR Committee:**

   The Committee was setup to oversee the corporate social responsibility and other business related with CSR activities as 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.

The Corporate Social Responsibility Committee presently comprises of the following members:

1	Ms. Vibha P. Rishi	Chairperson
2	Mr. Sukanto Aich	Member
3	Mr. Sumit Padmakar Joshi	Member

Mr. Nitin Mittal, Company Secretary of the Company, acts as the Secretary to the Committee.

During the financial year under the review, the Committee met two times, the details of the same are provided in Annexure-II of the Directors' Report.

3. Average net profit of the company for last three financial years:

(Amount in ₹ Million)

Financial year	**Average Net Profit Before Tax as per section 198 of the Act.**
2016-2017, 2017-2018 & 2018-19	3500.48

4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above):

2% of Average Profit calculated above in item no. 3 – ₹ 70.01 Million

5. Details of CSR spent during the financial year.

(a) Total amount to be spent for the financial year - ₹ 70.47 Million

(b) Amount unspent , if any- NIL

(c) Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	**CSR Projects or activity identified**	**Sector in which the project is covered**	**Projects or programs (1) Local Area or other (2) Specify the State and district where projects or programs was undertaken**	**Amount outlay (budget) project or programs wise (₹ in Million)**	**Amount spent on the projects or programs Sub-heads: (1) Direct Expenditure on projects or programs (2) Overheads (₹ in Million)**	**Cumulative expenditure upto the reporting period (₹ in Million)**	**Amount spent: Direct or through implementing agency**
1	Skill development training to enhance the employability of underprivileged youth	Skill Develop-ment	Ujjwal Jeevan Program PAN INDIA				100% payment was made by the company to the following implementing agencies
			2,180 youth trained as per NSDC Skill levels – Assistant Electrician and RPL	10.02	Direct expenditure – 10.02	10.02	Don Bosco Tech Society

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR Projects or activity identified	Sector in which the project is covered	Projects or programs (1) Local Area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (₹ in Million)	Amount spent on the projects or programs Sub-heads: (1) Direct Expenditure on projects or programs (2) Overheads (₹ in Million)	Cumulative expenditure upto the reporting period (₹ in Million)	Amount spent: Direct or through implementing agency
			420 youth trained as per NSDC Skill levels – Assistant Electrician and RPL	3.58	Direct expenditure – 3.58	3.58	Orion Educational Society
2	Promotion of quality education in rural schools through infrastructural upgrade using Solar based and Energy efficient lighting	Promotion of Education	Jagmag Pathshala Program				100% payment was made by the company to the following implementing agencies
		Promotion of Education	Total 30 Schools illuminated (20 schools in Jharkhand, 9 schools in Meghalaya & 1 school in West Bengal)	12.56	Direct expenditure – 12.56	12.56	The Energy and Resource Institute (TERI)
			25 Schools illuminated in Nuh district, Haryana	2.60	Direct expenditure - 2.60	2.60	SRF Foundation
			10 Night Schools illuminated in Mumbai, Maharashtra	0.24	Direct expenditure - 0.24	0.24	Masoom

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR Projects or activity identified	Sector in which the project is covered	Projects or programs (1) Local Area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (₹ in Million)	Amount spent on the projects or programs Sub-heads: (1) Direct Expenditure on projects or programs (2) Overheads (₹ in Million)	Cumulative expenditure upto the reporting period (₹ in Million)	Amount spent: Direct or through implementing agency
3	Promotion of Sports through lighting infrastructural upgrade in playgrounds	Promotion of Sports	Khel Jyoti Program				100% payment was made by the company to the following implementing agencies
			18 badminton courts illuminated in 15 Government Schools in Nuh District, Haryana	7.74	Direct expenditure – 7.74	7.74	SRF Foundation
			Lighting up of Athletic track at Inspire Institute of Sports, Bellary District, Karnataka	4.50	Direct expenditure – 4.50	4.50	JSW Foundation
			5 School playgrounds illuminated in Leh & Kargil District of Ladakh	2.65	5 School playgrounds illuminated in Leh & Kargil District of Ladakh	2.65	17000ft Foundation
4	Rural Development Project of Lighting up villages with solar street lighting & portable solar lamps	Rural Develop-ment of villages	Har Gaon Roshan Program				100% payment was made by the company to the following implementing agencies

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR Projects or activity identified	Sector in which the project is covered	Projects or programs (1) Local Area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (₹ in Million)	Amount spent on the projects or programs Sub-heads: (1) Direct Expenditure on projects or programs (2) Overheads (₹ in Million)	Cumulative expenditure upto the reporting period (₹ in Million)	Amount spent: Direct or through implementing agency
		Rural Develop-ment of villages	Total 75 villages illuminated (60 villages through Solar Street lighting & Solar Portable lamp in Dumka District of Jharkhand & 15 villages through Solar portable lamp in Sonitpur, Gohpur & Majuli Island districts of Assam) -	11.83	Direct expenditure - 11.83	11.83	Evangelical Social Action Forum (ESAF)
			Total 20 flood & fani cyclone affected villages of Bihar & Odisha illuminated through Solar Portable lamp (10 villages in Darbhanga District of Bihar & 10 villages in Puri District of Odisha)	1.26	Direct expenditure - 1.26	1.26	Rural Development Organization (RDO Trust)
5	Disaster relief & rehabilitation support	Disaster relief and rehabi-litation	25000 households affected from Cyclone Fani in Odisha and flash floods in Bihar were supported with basic lighting support for rehabilitation.	5.35	Direct expenditure – 5.35	5.35	Rural Development Organization (RDO Trust)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR Projects or activity identified	Sector in which the project is covered	Projects or programs (1) Local Area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (₹ in Million)	Amount spent on the projects or programs Sub-heads: (1) Direct Expenditure on projects or programs (2) Overheads (₹ in Million)	Cumulative expenditure upto the reporting period (₹ in Million)	Amount spent: Direct or through implementing agency
			12000 households affected from floods in Assam, Bihar & Jharkhand were supported with basic lighting support for rehabilitation.	4.94	Direct expenditure – 4.94	4.94	Evangelical Social Action Forum (ESAF)
6	Administrative Expenses incurred on the above-mentioned projects		Administrative Expenses incurred on the above-mentioned projects	3.20	3.20	3.20	100% payment was made by the company
Total				70.47	70.47	70.47	-

Details of Implementing Agencies:

Signify Innovations India Limited has partnered with various non-profit organizations to leverage upon the collective expertise, to implement its CSR programs during the said financial year

a. Don Bosco Tech Society - Don Bosco Tech Society is a registered society under the Indian Societies Registration Act, with credible track record in providing different types of formal, non-formal and short-term vocational training through its institutions spread across the country especially for youngsters who are socially and economically deprived, enabling them to learn a trade and re-enter the formal vocational school system to upgrade their skills. The partner has been imparting specialized skills and behavior to their students in order to generate formal employment or self-employment opportunities.

b. Orion Educational Society - Orion Education society is society registered under Indian Societies Registration Act, incorporated in the year 2007. Orion Education Society is pioneer in providing formal, non-formal & short-term vocational training through its institutions spread across the country especially for youngsters, who are socially and economically deprived, to learn and re-enter the formal vocational school system to upgrade their skills and also imparting specialized skills and behavior in their students in order to generate wage employment or self-employment.

c. The Energy and Resource Institute (TERI) – TERI is registered under the Societies Registration Act, incorporated in the year 1974 and is an independent, multi-dimensional organization with capabilities in research, consultancy and implementation of programs in the fields of energy, environment, climate change and sustainability.

d. SRF Foundation - SRF Foundation is a society registered under the Societies Registration Act, 1860 and is the corporate social responsibility arm of SRF Limited. The SRF foundation works towards achieving quality education and training that inspires children and youth from all sections of the society to achieve their individual aspirations and thus help in building a better society for tomorrow, through the knowledge, skills and values acquired by these children.

e. JSW Foundation - JSW Foundation, a Charitable Trust registered under the Indian Trust Act 1882, is the social development arm of the JSW Group, which works towards social development activities in the area of education, health, skill development, sports promotion and providing fair opportunities to all to achieve social inclusion and development to create a happy and socio-economically inclusive India.

f. Evangelical Social Action Forum (ESAF)- ESAF is a not-for-profit organization registered under Travancore Cochin Literal and Scientific Charitable Societies Act of 1955, engaged in transforming lives and communities of the marginalized. It is holistically engaged in a wide range of skill development, livelihoods, agriculture, education, and health support projects to empower women and youth.

g. Masoom – Masoom is a trust registered under Bombay Public Trust Act, 1950. Masoom works to enable night school students to achieve their full potential through educational support leading to better skills and job opportunities

h. 17000ft Foundation – 17000ft Foundation is a not-for-profit section 25 company incorporated in the year 2012, works within the remote villages of Ladakh to enhance the education, strengthen schools and train and employ local youth in its education programs to enable them to contribute back to their villages.

i. Rural Development Organization (RDO Trust) - RDO Trust is a society registered under Tamil Nadu Societies Act, 1860. RDO Trust is committed to serve the rural community by promoting innovative solutions and advocate for collective responsibilities in areas of Providing quality and value education for children. Strengthening capacity for women self-help groups (SHGs). Launching diversified income generation activities for rural people. Striving for healthy community.

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report:

Not Applicable

7. We hereby declare that implementation and monitoring of the CSR policy are in compliance with the CSR objectives and policy of the Company.

For **SIGNIFY INNOVATIONS INDIA LIMITED**

SUMIT PADMAKAR JOSHI
Managing Director & CEO
Member- CSR Committee
(DIN:-07018906)

VIBHA PAUL RISHI
Independent Director
Chairperson- CSR Committee
(DIN: 05180796)

Place : Gurugram
Date : 28th July, 2020

Annexure - IV

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 2020.

A. ENERGY CONSERVATION

The following measures were implemented during the Financial Year ending on 31st March, 2020:

1. **Steps taken or impact on conservation of energy**

   a) Continued with 1.3MW natural gas Power generator. Unit rate benefit in electricity was awarded.

   b) Natural Daylight installation done at VTL new hall, reduction of lighting power achieved.

   c) Reduction of compressed air consumption at VTL & Glass Plant.

   d) "No Production No Energy" program deployment with awareness; SOP to conserve nonproductive energy.

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

   Since the last few years, the Company, at its Vadodara Light Factory, had contract for availing wind power which was being generated from windmill installed at Rajkot by third party. This contract expired. Now having supply from DISCOM along with own power generator.

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

   The Company has invested ₹ 1.9 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.

I. **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

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**

   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 objective of in-house scientific research undertaken by the Company is to improve people's life through meaningful innovations. During the financial year 2019-20 and 2018-19, the Company has incurred following expenditure on in-house research and development in the said R&D facility:

(₹ in Million)

Particulars	2019-20	2018-19
A Capital Expenditure	53	9
B Net Revenue Expenditure	310	321
TOTAL	**363**	**330**

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 ₹ 2,807.71 million and total outflows in foreign exchange was ₹ 4,808.64 million.

For and on behalf of the Board of Directors of
SIGNIFY INNOVATIONS INDIA LIMITED

Place : Gurugram
Date : 28th July, 2020

SUMIT PADMAKAR JOSHI
Vice-Chairman, Managing Director & CEO
(DIN: 07018906)

SUKANTO AICH
Whole-time Director
(DIN: 02175058)

Annexure - V

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

I. 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, 2020, which were not on an arm`s length basis.

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

S. No.	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 March 31, 2020 (₹ Million)
1.	Signify Netherlands B.V. Fellow Subsidiary Company	Purchase of IT 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	488
2	Signify Netherlands B.V. Fellow Subsidiary Company	Purchase of Raw Material and Stock-in -trade	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	528
3	Signify Poland Sp. z.o.o. Fellow Subsidiary Company	Purchase of Raw Material and Stock-in -trade	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	266
4	Signify Netherlands B.V. Fellow Subsidiary Company	Sale of products	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	786
5	Signify Holding B.V. Holding Company	Sale 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	300
6	Signify Netherlands B.V. Fellow Subsidiary Company	Sale 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	1,320

S. No.	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 March 31, 2020 (₹ Million)
7	Signify Holding B.V. Holding Company	Management Support 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	132
8	Signify Netherlands B.V. Fellow Subsidiary Company	Technical Royalty	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	943
9	Signify Hong Kong Limited Fellow Subsidiary Company	Technical Royalty	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	624
10	Signify Belgium N.V. Fellow Subsidiary Company	Purchase of Raw Material and Stock-in -trade	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	205
11	Signify Singapore Pte. Ltd. Fellow Subsidiary Company	Purchase of Raw Material and Stock-in -trade	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	783
12	Signify Bangladesh Limited Fellow Subsidiary Company	Sale of products	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	103

*Please note that material 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
SIGNIFY INNOVATIONS INDIA LIMITED

Place : Gurugram
Date : 28th July, 2020

SUMIT PADMAKAR JOSHI
Vice-Chairman, Managing Director & CEO
(DIN: 07018906)

SUKANTO AICH
Whole-time Director
(DIN: 02175058)

Annexure - VI

FORM MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

[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,
SIGNIFY INNOVATIONS INDIA LIMITED
(formerly known as 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 Signify Innovations 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 our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, 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 March 31, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and as applicable to the Company, in the manner and subject to the reporting made hereinafter:

Subject to the limitations given in this report, 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 March 31, 2020, 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;

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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, **(not applicable)**

   c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (not applicable)

   d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; **(not applicable)**

   e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(not applicable)**

   f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable)**

   g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(not applicable)**

h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(not applicable)** and

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(not applicable)**

vi. We further report that with respect to the compliance of the below mentioned laws, we have relied on the representations made by the Company and its officers for system and mechanism framed by the Company for compliances under other the following Specific laws applicable as mentioned hereunder:

- The Legal Metrology Act, 2009 and
- The Competition Act, 2002

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings

(ii) The Listing Agreements entered into by the Company with the Stock Exchange(s) and The Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015; **(not applicable)**

Subject to the limitations given in this report, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc.

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 for meetings other than those held at shorter notice, 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 were carried through and there were no instances where any director expressing any dissenting views.

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 company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

I. That the Company had passed Special Resolution on September 06, 2019 in the 4th Annual General Meeting for approval of increase of secured and unsecured borrowing limit of the Company not exceeding the sum of ₹ 1,210 Crores (Rupees One Thousand Crore Two Hundred Ten Only).

For PI & Associates,
Company Secretaries

Ankit Singhi
Partner
ACS No.: 20642
C P No.: 16274
UDIN: A020642B000519206

Date : 28th July, 2020
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.

"Annexure A"

To,
The Members,
SIGNIFY INNOVATIONS INDIA LIMITED
(Formerly Known as 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.

7. It is to be noted that due to lockdown and social distancing guidelines issued by the Ministry of Home Affairs on different dates vide orders dated March 29, 2020, April 15, 2020 and May 01, 2020 for containment of spread of Covid-19, the abovementioned documents, registers, forms, etc. have not been physically verified by us especially for the last quarter, as these documents have been maintained by the Company at their offices. While we have taken all possible steps to verify the records as made available to us by the Company through electronic medium and taken confirmation from the Company, wherever required but the audit was done subject to limitation of availability of documents.

For PI & Associates,
Company Secretaries

Ankit Singhi
Partner
ACS No.: 20642
C P No.: 16274
UDIN: A020642B000519206

Date : 28th July, 2020
Place : New Delhi

INDEPENDENT AUDITOR'S REPORT

To the Members of Signify Innovations India Limited (Formerly Philips Lighting India Limited)

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of Signify Innovations India Limited (Formerly Philips Lighting India Limited) ("the Company"), which comprise the Balance sheet as at March 31, 2020, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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 March 31, 2020 its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Emphasis of Matter

We draw attention to Note 45 to the accompanying financial results which describes the management's assessment of the impact of uncertainties arising because of Covid-19 pandemic and its consequential effects on the Company's operations and results.

Our opinion is not modified in respect of this matter.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board report but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. 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 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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;
   (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 including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
   (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
   (e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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 with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
   (g) In our opinion, the managerial remuneration for the year ended March 31, 2020 has been paid by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
   (h) 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, as amended 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 Ind AS financial statements – Refer Note 40 to the Ind AS 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 S.R. Batliboi & CO. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Amit Chugh
Partner
Membership Number: 505224
UDIN: 20505224AAAAGK5310

Place of Signature: Gurugram, Haryana
Date: July 28, 2020

ANNEXURE 1 REFERRED TO IN PARAGRAPH 1 UNDER "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE

Re: Signify Innovations India Limited (Formerly Philips Lighting India Limited) ('the Company')

(i) (a) The Company's has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given by the management and on the basis of opinion received from expert, 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 Signify Innovations India Limited (Formerly Philips Lighting India Limited) ("Resulting Company"), the ownership of all the immovable properties pertaining to Lighting business of the Demerged Company which included the Land and Building at Vadodra having net block of ₹ 288.56 million (Gross block of ₹ 610.29 million) have been transferred to and vested in the name of resulting Company. However, conveyance of said immovable property in the name of Signify Innovations India Limited (Formerly Philips Lighting India Limited) is pending.

(ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification. There was no inventory lying with third parties.

(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. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, in respect of Electric Lamp and Fluorescent Tubes, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.

(vii) (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, excise duty, value added tax, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(vii) (c) According to the records of the Company, the dues of income tax, sales tax, service tax, duty of custom, excise duty, value added tax and cess on account of any dispute, are as follows:

Name of Statue	Forum Where matter is pending	Nature of matter	Financial Year to which matter relates	Amount in Million
The Central Excise Act, 1944	High Court	Excise Related Matter	1991-1997	0.93
	CESTAT	Excise Related Matter	1990-1994, 1991-1997, 1996-1998, 1996-2001, 2000-2003, 2006-2012, 2009-2014, 2014-2015	84.45
		Cenvat Related Matter	2005-2010 & 2010-2011.	3.46
	Additional Commissioner of Central Excise	Excise Related Matter	2005-2006 & 2015-2016	7.40
	Commissioner of Central Excise	Excise Related Matter	2016-2017 & 2014-2015.	15.11
		Cenvat Related Matter	2011-2014 & 2016-2017	18.1
		Search & Seizure Related	2011-2016	-
Central Sales Tax Act / Value Added Tax Act	Commissioner of Sales Tax	Sales Tax / Value added Tax (including interest)	2016-2017 & 2017-2018.	321.6
Income Tax Act, 1961*	ITAT, New Delhi	Disallowance of expenses	AY 2010-11, 2011-12, 2013-14	754.4

*Pursuant to Memorandum of Understanding (MOU) signed at the time of Demerger under Sections 391 to 394 of the Companies Act, 1956 and 2013 amongst Philips India Limited ("Demerged Company") and Signify Innovations India Limited (Formerly Philips Lighting India Limited) ("Resulting Company"), above mentioned cases will be contested by Philips India Limited and the amount of liability relating to Lighting Business, if any, upon conclusion of cases shall be payable by Signify Innovations India Limited (Formerly Philips Lighting India Limited) to Philips India Limited on the basis of agreed upon criteria mentioned under MOU (refer Note 40(a)).

(viii) The Company did not have any outstanding loans or borrowing dues in respect of a financial institution or bank or to government or dues to debenture holders during the year.

(ix) According to the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer / debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud/material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S.R. Batliboi & CO. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Amit Chugh
Partner
Membership Number: 505224
UDIN: 20505224AAAAGK5310

Place of Signature: Gurugram, Haryana
Date: July 28, 2020

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SIGNIFY INNOVATIONS INDIA LIMITED (FORMERLY PHILIPS LIGHTING INDIA LIMITED)

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 Signify Innovations India Limited (Formerly Philips Lighting India Limited) ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year 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. 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 the 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 with reference to these financial statements 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 as specified under section 143(10) of the Companies Act, 2013, to the extent 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 with reference to these financial statements 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 over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, 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 internal financial controls over financial reporting with reference to these financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements

A company's internal financial control over financial reporting with reference to these financial statements 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 with reference to these financial statements 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 with Reference to these Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, 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 with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements 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, adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at March 31, 2020 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 S.R. Batliboi & CO. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Amit Chugh
Partner
Membership Number: 505224
UDIN: 20505224AAAAGK5310

Place of Signature: Gurugram, Haryana
Date: July 28, 2020

Balance sheet as at 31 March 2020

(₹ in million)

	Notes	As at 31 March 2020	As at 31 March 2019
ASSETS			
Non-current assets			
Property, plant and equipment	3	964	1,082
Intangible on acquisition	3	939	-
Right-of-use assets	4	752	-
Capital work-in-progress		40	47
Financial assets			
(i) Trade receivable	5	-	20
(ii) Other non-current financial assets	6	99	185
Deferred tax assets (net)	7	437	812
Other non-current assets	8	76	220
Total non-current assets		**3,307**	**2,366**
Current assets			
Inventories	9	2,979	2,571
Financial assets			
(i) Trade receivables	10	2,502	4,519
(ii) Cash and cash equivalents	11	2,712	5,339
(iii) Other bank balances	12	56	31
(iv) Other current financial assets	13	108	13
Current tax assets (net)	14	319	148
Other current assets	15	1,126	1,065
Total current assets		**9,802**	**13,686**
Assets classified as held for sale	**44**	**208**	**180**
Total assets		**13,317**	**16,232**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	575	575
Other equity	17	4,423	4,825
Total equity		**4,998**	**5,400**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Leasehold Obligations	18	504	48
(ii) Other non-current financial liabilities	19	-	14
Non-current provisions	20	169	369
Other non-current liabilities	21	428	287
Total non-current liabilities		**1,101**	**718**
Current liabilities			
Financial liabilities			
(i) Trade payables	22		
(a) Total outstanding dues of micro enterprises and small enterprises		324	751
(b) Total outstanding dues of other than micro enterprises and small enterprises		4,472	6,842
(ii) Leasehold Obligations	18	297	54
(iii) Other current financial liabilities	23	281	323
Other current liabilities	24	742	1,055
Current provisions	25	1,102	1,089
Total current liabilities		**7,218**	**10,114**
Total liabilities		**8,319**	**10,832**
Total equity and liabilities		**13,317**	**16,232**

The accompanying notes are an integral part of these financial statements.
This is the balance sheet referred to in our report of even date.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

Per Amit Chugh
Partner
Membership No. 505224

Place : Gurugram
Date : 28 July, 2020

For and on behalf of Signify Innovations India Limited (Formerly Philips Ligting India Limited)

Sumit Padmakar Joshi
Vice-Chairman, Managing Director and CEO
(DIN: 07018906)

Sukanto Aich
Whole Time Director
(DIN: 02175058)

Dibyendu Raychaudhury
Chief Financial Officer
(PAN - AEFPR7095P)

Nitin Mittal
Head of Legal and Company Secretary
(Membership No. - FCS-7044)

Place : Gurugram
Date : 28 July, 2020

Statement of profit and loss for the year ended 31 March 2020

(₹ in million)

	Notes	For the year ended 31 March 2020	For the year ended 31 March 2019
Revenue			
Revenue from contract with customers	26	28,984	35,747
Other income	27	211	180
Total income		**29,195**	**35,927**
Expenses			
Cost of raw materials & components consumed	28	1,498	1,705
Purchases of stock-in-trade		16,004	20,163
Changes in inventories of finished goods and stock-in-trade	29	(444)	(61)
Employee benefits expense	30	3,461	3,392
Finance costs	31	63	23
Depreciation, amortization and impairment	32	608	278
Other expenses	33	5,239	7,415
Total expenses		**26,429**	**32,915**
Profit before exceptional items and tax		**2,766**	**3,012**
Less: Exceptional items	39	6	53
Profit before tax		**2,760**	**2,959**
Tax expense	7		
- Current tax		522	935
- Deferred tax		421	49
Total tax expense		**943**	**984**
Profit for the year (A)		**1,817**	**1,975**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement gain/(loss) of defined benefit plans	7	(132)	(11)
Income tax relating to remeasurement of defined benefit plans		33	4
Total other comprehensive income for the year (B), Net of tax		**(99)**	**(7)**
Total comprehensive income for the year (A + B)		**1,718**	**1,968**
Earnings per equity share (face value of ₹ 10 each)			
Basic (in ₹)		31.59	34.34
Diluted (in ₹)		31.59	34.34

The accompanying notes are an integral part of these financial statements.
This is the statement of profit and loss referred to in our report of even date.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

Per Amit Chugh
Partner
Membership No. 505224

Place : Gurugram
Date : 28 July, 2020

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Place : Gurugram
Date : 28 July, 2020

Statement of changes in equity for the year ended 31 March 2020

(a) Equity share capital

	As at 31 March 2020		As at 31 March 2019	
	No. of Shares	Amount (₹ in million)	No. of Shares	Amount (₹ in million)
Balance at the beginning of the year	57,517,242	575	57,517,242	575
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting year	57,517,242	575	57,517,242	575

(b) Other equity

	Reserves and surplus		Other Comphrensive Income (₹ in million)	Total (₹ in million)
	Capital Reserve (₹ in million)	Retained earnings (₹ in million)		
Balance at 31 March 2018	**2,109**	**2,077**	**58**	**4,244**
Profit for the year	-	1,975	-	1,975
Other comprehensive income	-	-	(7)	(7)
Dividends paid	-	(1,150)	-	(1,150)
Dividend distribution tax	-	(237)	-	(237)
Total comprehensive income for the year	**-**	**588**	**(7)**	**581**
Balance at 31 March 2019 (refer note 17)	**2,109**	**2,665**	**51**	**4,825**
Impact of IndAS 116 transition (refer note 2.2(a)).	-	(39)	-	(39)
Adjusted Balance at April 1, 2019 (refer note 17)	**2,109**	**2,626**	**51**	**4,786**
Profit for the year	-	1,817	-	1,817
Remeasurement loss of Defined benefit plan	-	-	(99)	(99)
Dividends paid	-	(1,726)	-	(1,726)
Dividend distribution tax	-	(355)	-	(355)
Total comprehensive income for the year	**-**	**(264)**	**(99)**	**(363)**
Balance at 31 March 2020 (refer note 17)	**2,109**	**2,362**	**(48)**	**4,423**

The accompanying notes are an integral part of these financial statements.
This is the statement of changes in equity referred to in our report of even date.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

Per Amit Chugh
Partner
Membership No. 505224

Place : Gurugram
Date : 28 July, 2020

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Nitin Mittal
Head of Legal and Company Secretary
(Membership No. - FCS-7044)

Place : Gurugram
Date : 28 July, 2020

Statement of cash flows for the year ended 31 March 2020

(₹ in million)

		For the year ended 31 March 2020	For the year ended 31 March 2019
A.	**Cash flow from operating activities**		
	Net profit before tax	2,760	2,959
	Adjustment for :		
	Depreciation, amortization and impairment	608	278
	Interest expense	63	23
	Interest income	(207)	(172)
	Unrealized forex exchange (gain)/loss	(23)	(21)
	Impairment loss on trade receivable	40	91
	Operating profit before working capital changes	**3,241**	**3,158**
	Movements in working capital :		
	(Decrease) / increase in provisions	(306)	35
	Increase in trade payables	(2,828)	815
	Increase in other liabilities	(170)	(132)
	Increase / (decrease) in other financial liabilities	(205)	(255)
	(Increase)/ decrease in inventories	(408)	(6)
	(Increase)/ decrease in trade receivables	2,072	380
	(Increase)/ decrease in other financial assets	(10)	(17)
	(Increase)/ decrease in other assets	83	117
	Cash generated from operations	**1,469**	**4,095**
	Less : Income tax paid (net of refunds)	(1,051)	(1,560)
	Net cash flows from operating activities	**418**	**2,535**
B.	**Cash flow from investment activities**		
	Purchase of property, plant and equipment	(275)	(177)
	Acquisiton of business undertakings	(939)	-
	Proceeds from sale of property, plant and equipment	-	28
	Interest income	207	174
	Net cash flow from (used in) investing activities	**(1,007)**	**25**
C.	**Cash Flow from Financing Activities**		
	Interest paid (Includes interest on lease payments for ₹ 60 Mn)	(63)	(23)
	Dividends paid to equity shareholders	(1,726)	(1,133)
	Earmaked Balance for unpaid dividend	25	-
	Payment of Lease Obligations	(274)	-
	Net cash flow (used in) financing activities	**(2,038)**	**(1,156)**
	Net increase in Cash and Cash Equivalents	**(2,627)**	**1,404**
	Cash and Cash Equivalents at the beginning of the year	5,339	3,935
	Cash and Cash Equivalents at the end of the year	**2,712**	**5,339**

(₹ in million)

		As at 31 March 2020	As at 31 March 2019
	Reconciliation of cash and cash equivalents as per the cash flow statement		
	Cash and cash equivalents as per above comprise of the following		
	Balance with banks:		
-	In current account	213	387
-	Cheques in hand	269	880
-	Deposits with original maturity of less than three months	2,230	4,072
	Cash on hand	-	-
		2,712	**5,339**

The accompanying notes are an integral part of these financial statements.
This is the statement of cash flows referred to in our report of even date.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

Per Amit Chugh
Partner
Membership No. 505224

Place : Gurugram
Date : 28 July, 2020

For and on behalf of Signify Innovations India Limited (Formerly Philips Ligting India Limited)

Sumit Padmakar Joshi
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Chief Financial Officer
(PAN - AEFPR7095P)

Nitin Mittal
Head of Legal and Company Secretary
(Membership No. - FCS-7044)

Place : Gurugram
Date : 28 July, 2020

1. Reporting Entity

Signify Innovations India limited (formerly Philips Lighting India Limited) ("the Company") was incorporated as a public limited company on 22 April 2015 with its registered office at Mangalam Business Center, Block B, 6th Floor, 22, Camac Street, Kolkata – 700016, West Bengal. The Company is domiciled in India and engaged in manufacturing, trading and distribution of all kinds of lighting and allied products and lighting system solution.

The name of the Company has been changed from Philips Lighting India Limited to Signify Innovations India Limited w.e.f. December 13, 2018.

2. Significant Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in the financial statements.

(a) Basis of preparation and measurement

The Ind AS financial statements of the Company have been prepared in accordance with Indian Accounting standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

The financial statements have been prepared on a historical cost basis except the following items, which are measured on fair value basis on each reporting date:

- Financial assets and liabilities that is measured at fair value (Refer Note 37)
- Defined benefit liability/(assets): fair value of plan assets less present value of defined benefit obligation (Refer Note 36)

The financial statements are presented in Indian Rupees ('INR') in millions and all amounts are rounded to nearest million, except number of shares, face value of share, earning/ (loss) per share or wherever otherwise indicated.

These financial statements were authorized for issue by the Board of Directors on 28 July 2020.

(b) Significant accounting judgments estimates and assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgments

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the financial statements.

Leases

The Company has taken various commercial properties on leases. Classification of leases under finance lease or operating lease requires judgment with regard to the estimated economic life and estimated cost of the asset. The Company has analyzed each lease contract on a case by case basis to classify the arrangement as an operating lease or a finance lease.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Share-based payment payments

The cost of cash-settled transactions is measured initially at fair value at the grant date using a "Black-Scholes" option pricing model, further details of which are given in Note 38. This fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The liability is remeasured to fair value at each reporting date up to, and including the settlement date, with changes in fair value recognized in employee benefits expense.

Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

Gratuity benefit

The cost of defined benefit plan and the present value obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

In determining the appropriate discount rate, management considers the interest rates of long-term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables. Future salary increases are based on expected future inflation rates for the respective countries. Further details about the assumptions used, including a sensitivity analysis, are given in Note 36.

Useful life of Property, plant and equipment

For the useful life of Property, plant and equipment's refer note no 3 on Property, plant and equipment.

Fair value measurement of financial instrument

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer Note 37.

Impairment of financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Impairment of non-Financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is the higher of an asset's or CGU'S fair value less cost of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators.

(c) Classification of Assets and Liabilities as Current and Non-Current

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and deferred tax liabilities are classified as non- current assets and liabilities.

The operating cycle is the time between the acquisition of the assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(d) Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred up to the date when the assets are ready to use. Capital work in progress includes cost of assets at sites, construction expenditure and interest on the funds deployed.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate item (major components) of property, plant and equipment. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred.

Gains or losses arising from derecognition of Property, Plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Subsequent Measurement

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

Depreciation

Depreciation on property, plant and equipment's (except dies and tools and leasehold improvement) is calculated on Straight Line Method using the rates arrived at based on the estimated useful lives given in Schedule II of the Companies Act.

Dies and tools are depreciated over the estimated useful lives of 5 years, on the basis of technical assessment made by the management.

Leasehold improvements are depreciated over the shorter of lease term and their useful life. Freehold land is not depreciated.

Management believes that the useful life as given above best represent the period over which the assets are likely to be used.

Depreciation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively.

(e) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts and embedded derivatives in the host contract.

<u>Financial Assets</u>

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

Subsequent measurement for purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortized cost

A financial asset is measured at amortized cost only if both of the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit or loss. The losses arising from impairment are recognized in the statement of profit or loss. This category generally applies to trade and other receivables.

After initial measurement, such financial assets are subsequently measured at amortized cost using the Effective Interest Rate ('EIR') method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance income in the profit or loss.

In addition, the Company may elect to classify a debt instrument, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

All other Financial Instruments are classified as measured at FVTPL.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognize the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognized) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognized in OCI is recognized in profit or loss.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortized cost e.g., deposits, trade receivables and bank balance

b) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18 (referred to as 'contractual revenue receivables')

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. The credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk of customer has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, the Company considers:

All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument

Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortized cost and contractual revenue receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities measured at amortized cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Reclassification of financial assets

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

(f) Inventories

Raw materials (including packing material), stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- **Raw materials (including packing material) and stores and spares:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on First In First Out method basis.
- **Finished goods and work in progress:** cost includes cost of direct materials and labor and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost of finished goods includes excise duty. Cost is determined on First In First Out method basis.
- **Traded goods:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on First In First Out method basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(g) Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

- **Replacement warranty:** The Company periodically assesses and provides for the estimated liability on warranty given on sale of its products based on past performance of such products.
- **Environmental restoration:** The Company periodically assess the liability for expenses to be incurred on restoration of environmental damage caused by carrying out of production activity in company manufacturing plants.
- **Extended warranty:** For certain products, customer has the option to purchase an extension of warranty. Accordingly, a provision for deferral of revenue is made at the time of sale of goods and recognition of revenue. Revenue recognition in future period occurs on straight-line basis over extended warranty contract period.

(h) Contingent liability: A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

(i) Revenue from contract with customer

The Company manufactures, trades and sells a range of lighting and allied products and lighting system solution. Revenue from sale of these products is recognized at a point in time when control of the product is transferred to customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods.

Revenue Recognition principal adopted by Company for its contracts with customers are given below:

- **Sale of goods**

  Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods.

  The Company considers, whether there are other promises in the contract those are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company considers the effect of variable consideration, warranty obligation, significant financing components, schemes (if any): -

  (i) Variable consideration

  If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Certain contracts with customers provide a right of return, trade discounts or volume rebates. Currently, the Company recognizes revenue from the sale of goods measured at the expected value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. If revenue cannot be reliably measured, the Company defers revenue recognition until the uncertainty is resolved. Such provisions give rise to variable consideration and are estimated at contract inception and updated thereafter.

(ii) Warranty obligations

The Company generally provides for warranties for general repairs that existed at the time of sale, as required by contract. These assurance-type warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets. For certain products, customer has the option to purchase an extension of warranty. Accordingly, a deferral of revenue is made at the time of sale of goods and recognition of revenue. Revenue recognition in future period occurs on straight-line basis over extended warranty contract period. Therefore, accounted for as separate performance obligations to which the Company allocates a portion of the transaction price.

(iii) Significant Financing Components

In respect of short-term advances from its customers, using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be within normal operating cycle.

In respect of long-term contracts, the transaction price for such contracts is discounted, using the rate that would be reflected in a separate financing transaction between the Company and its customers at contract inception, to take into consideration the significant financing component.

(iv) Schemes

The Company operates several sales incentive programmes wherein the customers are eligible for several benefits on achievement of underlying conditions as prescribed in the scheme programme such as credit notes, tours, gifts etc. Revenue from contract with customer is presented net of scheme.

- **Sale of services**

The Company recognizes revenue from sales of services mainly software over time, because the customer simultaneously receives and consumes the benefits provided by the Company. Revenue from services related activities is recognized as and when services are rendered and on the basis of contractual terms with the parties.

- **Contract balances**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional. A receivable represents the Company's right to an amount of consideration that is unconditional.

Trade receivables represent the Company’s right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Company performs under the contract.

- **Interest income**

Interest income is recognized using the EIR method. The EIR is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, where appropriate to the net carrying amount of the financial asset. The EIR is computed basis the expected cash flows by considering all the contractual terms of the financial instrument. The calculation includes all fees, transaction costs, and all other premiums or discounts paid or received between parties to the contract that are an integral part of the effective interest rate.

(j) Government grants and subsidies

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

(k) Employee benefits

Gratuity

The Employee's Gratuity Fund Scheme, which is defined benefit plan, is managed by employee trust maintained with Life Insurance Corporation. The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, expected rate of return on assets, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date

In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on mortality rates from Indian Assures Lives Mortality 2006-08. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. Further details about gratuity obligations are given in note 36.

Provident fund

Retirement benefit in the form of provident fund is a defined benefit plan. In respect of employees who are members of constituted and approved trusts, the Company recognises contribution payable to such trusts as an expense including any shortfall in interest between the amount of interest realised by the investment and the interest payable to members at the rate declared by the Government of India. In respect of other employees, provident funds are deposited with the Employees Provident Fund organisation and recognised as expense. The Company recognizes contribution payable to the provident fund scheme as an expenditure when an employee renders the related services.

Compensated Absences

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to statement of Profit and Loss in the period in which they occur. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Long term incentive plan

Signify Innovations India Limited group company (Signify N.V.) introduced the Long-term Incentive Plan (LTI Plan) during the financial year ended 31 March 2018. Under the Signify LTI Plan, which is equity settled, eligible employees are granted both conditional shares and performance shares. Vesting of performance shares is conditional on the achievement of performance conditions measured over a period of three years. Also, vesting is conditional to the grantee still being employed with Signify at the vesting date. In addition to shares awarded under the LTI Plan, Signify may in individual cases, such as in the hiring process of members of senior-management, also grant restricted shares.

During the vesting period, the costs of the LTI plan is calculated and accounted by the Company as an employee benefit expense with corresponding increase in payable to the holding company in accordance with the recognition and measurement principles as prescribed in Ind AS 102 Share Based Payments.

The total expense is recognized over the vesting period, which is the period over which all the specified vesting conditions are to be satisfied.

Employee stock purchase plan (ESPP)

ESPP is a company-run program in which company contributes an additional 15% on top of employee's voluntary share purchase contribution. Employees pay into the plan through payroll deductions, which are used to buy shares of the Group company (Signify N.V.), which is listed on the Euronext Amsterdam Stock Exchange. The Company uses the funds to purchase shares on behalf of the participating employees. The Company contribution is recognized as an expense in the month of contribution.

(l) Foreign currency transactions

The Company's financial statements are presented using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in INR, which is the company's functional and presentation currency, being the currency in which the Company's share capital is denominated.

Derivative

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other income/ expense.

Transactions and balances

Foreign currency transactions are recorded, on initial recognition in the functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in statement of profit or loss.

(m) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(n) Income tax

Current income tax

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside statement of profit or loss is recognized outside statement of profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

  Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside statement of profit or loss is recognized outside statement of profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the Income Tax Act, 1961, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance note on accounting for credit available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as deferred tax asset in the statement of financial position when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

(o) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses are recognized in the statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.

(p) Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available.

Results of the operating segments are reviewed regularly by the Company's Chief Executive Officer (CEO) who has been identified as the Chief Operating Decision Maker ('CODM'), to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ('CODM').

The Company is operating under only one segment i.e. Lighting Segment. Though the Company has various range of products, all of them have been considered into lighting segment based upon their final use by end consumer.

(q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term money market deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(r) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease.

Where the Company is lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use Assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

- Office / Buildings: 2 to 9 years
- Motor Vehicles: 3 to 5 years

The right-of-use assets are also subject to impairment.

Lease Liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

(s) Earnings Per Share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(t) Non -current assets held for sale

The company classifies non -current assets and (or disposal groups) as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate ale in its present condition, subject only to terms that are usual and customary for sales of such assets (or disposal group), its sale is highly probable; and it will genuinely be sold, not abandoned.

(u) Business Combination and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognized at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognizes the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized in profit or loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

(v) Exceptional item.

Items of income or expense of non-routine are presented separately when their nature and amount of such significance and is relevant to an understanding of the entity's financial performance.

2.2 Change in accounting Policies and disclosures

New and amended standards

The Company applied Ind AS 116 Leases for the first time. The nature and effect of the changes as a result of adoption of this new accounting standard is described below.

Several other amendments apply for the first time for the year ending 31 March 2020, but do not have an impact on the financial statements of the Company. The Company has not early adopted any standards, amendments that have been issued but are not yet effective/notified.

(a) Ind AS 116 Leases

Ind AS 116 supersedes Ind AS 17 Leases including its appendices (Appendix C of Ind AS 17 Determining whether an Arrangement contains a Lease, Appendix A of Ind AS 17 Operating Leases-Incentives and Appendix B of Ind AS 17 Evaluating the Substance of Transactions Involving the Legal Form of a Lease). The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognize most leases on the balance sheet.

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. Therefore, Ind AS 116 does not have an impact for leases where the Company is lessor.

The Company adopted Ind AS 116 using the modified retrospective method of adoption with the date of initial application of 1 April 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initially applying the standard recognized at the date of initial application. The Company elected to use the transition practical expedient to not reassess whether a contract is or contains a lease at 1 April 2019. Instead, the Company applied the standard only to contracts that were previously identified as leases applying Ind AS 17 and Appendix C to Ind AS 17 at the date of initial application.

Pursuant to adoption of Ind AS 116, the Company has recognized Right-of-use assets of ₹ 569 Million and Lease liabilities of ₹ 620 Million respectively on 1 April 2019 and the difference of ₹ 39 Million (net of tax ₹ 13 Million) was adjusted against retained earnings.

(b) Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment

The appendix addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of Ind AS 12 Income Taxes. It does not apply to taxes or levies outside the scope of Ind AS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Appendix specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately
- The assumptions an entity makes about the examination of tax treatments by taxation authorities
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
- How an entity considers changes in facts and circumstances

The Company applied significant judgement in identifying uncertainties over income tax treatments. Since the Company operates in a complex multinational environment, it assessed whether the Appendix had an impact on its financial statements. Upon adoption of the Appendix C to Ind AS 12, the Company considered whether it has any uncertain tax positions, particularly those relating to transfer pricing and other tax related disallowances.

The Company determined, based on its tax compliance and transfer pricing study, that it is probable that its tax treatments will be accepted by the taxation authorities. The Appendix did not have an impact on the financial statements of the Company.

(c) Amendment to Ind AS 109: Prepayment Features with Negative Compensation

Under Ind AS 109, a debt instrument can be measured at amortized cost or at fair value through other comprehensive income, provided that the contractual cash flows are 'solely payments of principal and interest on the principal amount outstanding' (the SPPI criterion) and the instrument is held within the appropriate business model for that classification. The amendments to Ind AS 109 clarify that a financial asset passes the SPPI criterion regardless of an event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract. These amendments had no impact on the financial statements of the Company.

(d) Amendment to to Ind AS 19: Plan Amendment, Curtailment or Settlement

The amendments to Ind AS 19 address the accounting when a plan amendment, curtailment or settlement occurs during a reporting period. The amendments specify that when a plan amendment, curtailment or settlement occurs during the annual reporting period, an entity is required to determine the current service cost for the remainder of the period after the plan amendment, curtailment or settlement, using the actuarial assumptions used to remeasure the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event. An entity is also required to determine the net interest for the remainder of the period after the plan amendment, curtailment or settlement using the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event, and the discount rate used to remeasure that net defined benefit liability (asset).

These amendments had no impact on the financial statements of the Company as it did not have any plan amendments, curtailments, or settlements during the period.

(e) Amendments to Ind AS 12 Income Taxes

The amendments clarify that the income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity recognises the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where it originally recognised those past transactions or events.

An entity applies the amendments for annual reporting periods beginning on or after 1 April 2019. These amendments had no impact on the financial statements of the Company.

(f) Amendments to Ind AS 23 Borrowing Costs

The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete.

The entity applies the amendments to borrowing costs incurred on or after the beginning of the annual reporting period in which the entity first applies those amendments. An entity applies those amendments for annual reporting periods beginning on or after 1 April 2019.

Since the Company doesn't have a qualifying asset under progress in current period, therefore these amendments had no impact on the financial statements of the Company.

The standards issued but not yet effective will not have any material impact on the financial statements.

3 Property, plant and equipment

(₹ in million)

Particulars	Gross block					Depreciation						Net block
	As at 31 March 2019 (₹ in million)	Additions (₹ in million)	Additions through Business Combinations (₹ in million)	Deletions (₹ in million)	As at 31 March 2020 (₹ in million)	As at 31 March 2019 (₹ in million)	Additions (₹ in million)	Additions through Business Combinations (₹ in million)	Impairment (₹ in million)	Deletions (₹ in million)	As at 31 March 2020 (₹ in million)	As at 31 March 2020 (₹ in million)
Tangible assets												
Freehold land**	4	-	-	-	4	-	-	-	-	-	-	4
Buildings	595	11	-	2	604	322	21	-	-	2	341	263
Plant and equipments	4,329	118	1	262	4,186	3,700	145	-	70	262	3,653	533
Office equipments	70	-	-	1	69	55	3	-	-	1	57	12
Furniture and fixtures	148	4	-	1	151	117	8	-	-	1	124	27
Leasehold improvements	157	7	-	-	164	113	24	-	-	-	137	27
Computers	21	116	23	1	159	9	35	17	-	0	61	98
Total	**5,324**	**256**	**24**	**267**	**5,337**	**4,316**	**236**	**17**	**70**	**266**	**4,373**	**964**
Other Intangible assets												
Intangible on acquisition***	-	-	939	-	939	-	-	-	-	-	-	939
Total	**-**	**-**	**939**	**-**	**939**	**-**	**-**	**-**	**-**	**-**	**-**	**939**

(₹ in million)

Particulars	Gross block					Depreciation						Net block
	As at 31 March 2018 (₹ in million)	Additions (₹ in million)	Additions through Business Combinations (₹ in million)	Deletions (₹ in million)	As at 31 March 2019 (₹ in million)	As at 31 March 2018 (₹ in million)	Additions (₹ in million)	Additions through Business Combinations (₹ in million)	Impairment (₹ in million)	Deletions (₹ in million)	As at 31 March 2019 (₹ in million)	As at 31 March 2019 (₹ in million)
Tangible assets												
Freehold land	4	-	-	-	4	-	-	-	-	-	-	4
Buildings	593	2	-	-	595	302	20	-	0	-	322	273
Plant and equipments	4,262	121	-	54	4,329	3,568	156	-	22	46	3,700	629
Office equipments	70	0	-	0	70	51	4	-	-	0	55	14
Furniture and fixtures	149	-	-	1	148	109	9	-	-	1	117	31
Leasehold improvements	127	30	-	-	157	90	23	-	-	-	113	44
Assets taken on finance lease												
Vehicles	126	45	-	33	138	53	39	-	-	28	64	74
Computers	21	-	-	-	21	4	5	-	-	-	9	12
Total	**5,352**	**198**	**-**	**88**	**5,462**	**4,177**	**256**	**-**	**22**	**75**	**4,380**	**1,082**

Notes to the financial statements for the year ended 31 March 2020

Notes:

"*During the current year, the Company has recognized the impairment of ₹ 70 million (as at March 31, 2019 - 22 million) mainly relating to glass plant, triggered by faster than expected technological changes in lighting environment from conventional lamps (bulb / tubelight / CFL) to LED bulbs. CFL lamps have the highest impact of cannibalization under conventional category, this mainly is on account of in-competitive price points vs LED lamps. The above factors led to idle capacity at Signify Innovations factories making it necessary to impair Conventional Lighting assets (CFL and Tubelight Lines).

CGUs identified are on the basis of a Product line (CFL lines / Tubelight lines) as that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. The Company has considered the assets directly allocable to the manufacture of conventional lighting as a single cash-generating unit. The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

The recoverable amount of the impaired asset is considered nil as there is negligible expected usage of assets due to technological changes. Considering the assets were idle and there was no production during the current year, recoverable amount of the CGU was determined based on the fair value less costs of disposal approach, a level-3 valuation technique in the fair value hierarchy, as it more accurately reflect the recoverable amount based on our view of the assumptions that would be used by a market participant.

**Land measuring 104,406 sq meter situated ar Vadodara have been transferred and vested in the name of the company pursuant to the scheme of arrangement of demerger. The Company is in process of getting the title deed for land at Vadodra factory transfer in its name.

"*** Pursuant to the decision of Eaton Corporation plc to sell its global lighting business to Signify N.V; the ultimate holding company of the Signify Innovations India Limited, the Company acquired lighting business of indirect subsidiary of Eaton Corporation plc (Eaton India Innovation Center LLP and Eaton Technologies Private Limited) during the FY 2019-20. The exercise of measurement of identifiable assets acquired, liabilities assumed and resultant goodwill has been completed. However, given the acquisition happened closed to the reporting date and measurement of identifiable assets acquired, liabilities assumed and resultant goodwill got completed near the date of finalization of accounts, the allocation of goodwill to a CGU or a group of CGU's has been left unallocated as on the reporting date.

There are no indicators of impairment of goodwill at overall level and accordingly the disclosure required by Ind AS 36 para 96 has not been given.

(₹ in million)

Assets acquired and liabilities assumed	As at 31 March 2020
Acquisition date	02/Mar/20
Assets	
Property Plant and equipment	**8**
	8
Liabilities	
Short Term Provisions	**8**
	8
Total identifiable assets net value	**0**

(₹ in million)

Assets acquired and liabilities assumed	As at 31 March 2020
Intangible on acquisition	939
Purchase Consideration transferred	**939**

From the date of acquisition, the acquied business has contributed ₹ 47 Mn in reveuue and ₹ 14 Mn in profit/before tax.

4 Right of Use Assets

Particulars	Office/ Buildings *	Vehicles**	Total
Gross block as at April 1, 2019	569	74	643
Additions	281	35	316
Additions through Business Combinations	98	-	98
Disposals and adjustments	(3)	-	(3)
Depreciation for the year	(264)	(38)	(302)
As at 31st March 2020	**681**	**71**	**752**

* Recognised due to implementation of Ind AS-116 and corresponding liability of ₹ 620 Mn in lease liabilities (Refer Note 18).

** Vehicle lease earlier recognized as item of property, plant and equipment against which finance lease obligation recognized of ₹ 102 million in previous year (refer note 18).

Notes to the financial statements for the year ended 31 March 2020

(₹ in million)

	As at 31 March 2020	As at 31 March 2019
5. Trade receivables		
Considered good - unsecured	-	20
	-	**20**
6. Other non-current financial assets		
(Unsecured considered good unless otherwise stated)		
Security deposits	99	185
	99	**185**

7. Deferred tax assets (net)/ Tax expense

A. Amounts recognized in profit or loss

(₹ in million)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Current tax expense		
Current year	522	935
	522	**935**
Deferred tax expense		
Origination and reversal of temporary differences	421	49
	421	**49**
Tax expense	**943**	**984**
B. Other comprehensive income (OCI) section		
Deferred tax related to items recognized in OCI during the year		
Remeasurement gain/(loss) of defined benefit plans	(132)	(11)
Income tax relating to remeasurement of defined benefit plans	33	4
Income tax related to items recognized in OCI during the year	33	4
Total tax expense	**910**	**980**

C. Reconciliation of effective tax rate

(₹ in million)

	For the year ended 31 March 2020		For the year ended 31 March 2019	
	Rate	Amount	Rate	Amount
Profit before tax from continuing operations		**2,760**		**2,959**
Tax using the Company's domestic tax rate	25.17%	695	34.94%	1,034
Tax effect of:				
Non-deductible expenses	0.65%	18	0.29%	9
Tax incentives	0.00%	-	-1.29%	(38)
Impact of change in rate	8.24%	227	0.00%	-
Tax on items related to OCI	-1.19%	(33)	-0.13%	(4)
Others	0.11%	3	-0.70%	(21)
	32.97%	**910**	**33.12%**	**980**

Notes to the financial statements for the year ended 31 March 2020

The Company has elected to excerise the option permitted under section 115 BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Ammendment) Act, 2019. Therefore the Company is not required to make provision under Minimum Alternate Tax (MAT) and is eligible for lower tax rate of 25.17% against 34.94% in previous year. Accordingly, the Company has recognised Provision for Income Tax for the year and re-measured its Deferred Tax asset basis the rate prescribed in the said section. Accordingly the company has charged of the cummulative tax effect on defferred tax amounting to 227 Mn to profit & loss account.

D. Movement in deferred tax balances

(₹ in million)

	As at 31 March 2020	Recognized in P&L	Recognized in OCI/ Equity
Deferred tax assets			
Property, plant and equipment & Right to Use Asset	248	(32)	156
Employee benefits	224	(275)	33
Financial assets	148	(91)	-
Other assets	6	(9)	-
Sub- total (a)	**625**	**(406)**	**189**
Deferred tax liabilities			
Property, plant and equipment & Right to Use Asset*	188	15	143
Sub- total (b)	**188**	**15**	**143**
Net deferred tax assets (a)-(b)	**437**	**(421)**	**46**

*Deferred tax impact ₹ 13 Mn on Right to use assets on account of implementation of Ind AS 116 Lease based on modified retrospective approach adjusted in Other equity.

(₹ in million)

	As at 31 March 2019	Recognized in P&L	Recognized in OCI
Deferred tax assets			
Property, plant and equipment	123	(10)	-
Employee benefits	466	(73)	4
Financial assets	239	31	-
Other assets	14	2	-
Sub- Total (a)	**842**	**(50)**	**4**
Deferred tax liabilities			
Property, plant and equipment	30	(1)	-
Sub- Total (b)	**30**	**(1)**	**-**
Net deferred tax assets (a)-(b)	**812**	**(49)**	**4**

Notes to the financial statements for the year ended 31 March 2020

(₹ in million)

	As at 31 March 2020	As at 31 March 2019
8. Other non-current assets		
(Unsecured considered good unless otherwise stated)		
Deposits against legal cases	43	183
Prepaid expenses	33	37
	76	**220**
9. Inventories		
(At lower of cost and net realizable value)		
Raw materials*	340	374
Work-in-progress	61	53
Finished goods	31	23
Stock-in-trade **	2,533	2,105
Stores and spares	14	16
	2,979	**2,571**

* Raw materials includes goods-in-transit - ₹ 34 million (as at 31 March 2019 - ₹ 25 million)

**Stock-in-trade includes goods-in-transit - ₹ 153 million (as at 31 March 2019 - ₹ 118 million)

	As at 31 March 2020	As at 31 March 2019
10. Trade receivables		
From customers		
Trade receivables considered good - unsecured	2,056	4,406
Trade receivables credit impaired	239	211
	2,295	**4,617**
Less: Impairment allowance	(239)	(211)
	2,056	**4,406**
From related parties (Refer note 34)		
Considered good	446	113
	2,502	**4,519**

Trade receivables are non-interest bearing and are normally settled between 7 to 30 days

Notes to the financial statements for the year ended 31 March 2020

(₹ in million)

	As at 31 March 2020	As at 31 March 2019
11. Cash and cash equivalents		
Balance with banks:		
- In current account	213	387
- Deposits with original maturity of less than three months	2,230	4,072
Cheques on hand	269	880
	2,712	**5,339**

* Cash balances as at 31st March 2020 is ₹ 40,713 (as at 31 March 2019 ₹ 79,891)

Cash at banks earns interest at fixed rates based on bank deposit rates. Short-term deposits are made for period varying between seven days to three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

	As at 31 March 2020	As at 31 March 2019
12. Other bank balances		
Earmarked bank balance#	56	31
	56	**31**
# Bank balance is earmarked against the unpaid dividend		
13. Other current financial assets		
Security deposits		
Considered Good	79	5
Considered doubtful	31	29
Less: Impairment of doubtful deposits	(31)	(29)
	79	5
Interest accrued but not due	7	8
Other Recoverables	22	-
	108	**13**
14. Current tax assets (net)		
Advance income tax (net of provision for tax current year - ₹ 522 million (Previous year ₹ 935 Million)	319	148
	319	**148**

Notes to the financial statements for the year ended 31 March 2020

(₹ in million)

	As at 31 March 2020	As at 31 March 2019
15. Other current assets		
(Unsecured considered good unless otherwise stated)		
Special additional duty receivables and drawback claims	14	40
Advance to suppliers	116	45
Prepaid expenses	4	79
Advances to employees	3	6
Balances with statutory/government authorities	978	891
Others	11	4
	1,126	**1,065**

(₹ in million)

	As at 31 March 2020	As at 31 March 2019
16. Share capital		
Authorized:		
58,000,000 (Previous Year 58,000,000) equity shares of ₹ 10/- each	580	580
Issued, subscribed and fully paid up:		
57,517,242 (Previous Year 57,517,242) equity shares of ₹ 10/- each	575	575
	575	**575**

a. Terms and rights attached to equity shares

The Company has one class of equity shares. Accordingly all the equity shares of face value of ₹ 10 each rank equally with regard to voting rights, dividends and shares in the Company's residual assets.

b. Reconciliation of number of shares outstanding at the beginning and end of the year :

	Number of Shares	Amount
Outstanding at the 31 March 2018	57,517,242	575
Equity Shares issued during the year in consideration for cash	-	-
Outstanding at the 31 March 2019	**57,517,242**	**575**
Equity Shares issued during the year in consideration for cash	-	-
Outstanding at the 31 March 2020	**57,517,242**	**575**

Notes to the financial statements for the year ended 31 March 2020

c. Shareholders holding more than 5% shares in the Company

	As at 31 March 2020		As at 31 March 2019	
	No. of Shares	Percentage	No. of Shares	Percentage
Signify Holding B.V.(formerly Philips Lighting Holding B.V.)	55,290,242	96.13%	55,290,242	96.13%

d. Details of equity shares held by the holding and the ultimate holding Company

	As at 31 March 2020		As at 31 March 2019	
	No. of Shares	Percentage	No. of Shares	Percentage
Holding Company				
Signify Holding B.V.(formerly Philips Lighting Holding B.V.)	55,290,242	96.13%	55,290,242	96.13%

e. Aggregate number of equity shares bought back during a period of five years immediately preceding the reporting date - Nil , (previous year - Nil).

(₹ in million)

	As at 31 March 2020	As at 31 March 2019
17. Other equity		
a. Capital reserve		
Balance at the beginning of the year	2,109	2,109
At the end of the year	**2,109**	**2,109**
b Retained earnings		
Balance at the beginning of the year	2,716	2,135
Less: Transition Impact of Ind AS 116	(39)	-
Adjusted Balance at the beginning of year	2,677	2,135
Add: Profit for the year after taxation as per statement of profit and loss	1,817	1,975
Less: Dividends paid	(1,726)	(1,150)
Less: Dividend distribution tax	(355)	(237)
Items of other comprehensive income		
Remeasurement loss of Defined benefit plan	(99)	(7)
At the end of the year	**2,314**	**2,716**
	4,423	**4,825**

Nature and purpose of other reserves/ other equity

i Capital Reserve

Capital reserves represents the excess of assets of the demerged undertaking over the liabilities of the demerged undertaking over the face value of shares issued by the Company. All costs, charges and expenses related to the scheme is adjusted against the capital reserve as part of the scheme.

Notes to the financial statements for the year ended 31 March 2020

ii Items of other comprehensive income

Remeasurements of defined benefit plans represents the following as per Ind AS 19, Employee Benefits:

(a) actuarial gains and losses

(b) the return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); and

(c) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).

	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
18. Leasehold Obligations				
Leasehold Obligations	504	48	297	54
	504	48	297	54

* The effective rate of interest ranges between 6.8% to 7.4% depending on tenure of the leases.

Carrying amounts of lease liabilities and the movements during the year:

Particulars	As at 31 March 2020
Liability as at transition date April 1, 2019*	722
Additions during the year	378
Termination/Decapitilization	(25)
Accretion of interest on lease liability	60
Lease Payments	(334)
Liability as on March 31, 2020	**801**
Current lease liability	297
Non Current lease liability	504

* Includes vehicle lease obligation amounting to ₹ 102 Mn already recognized as finance lease obligation as at March 31, 2019 against net block of ₹ 74 Mn recognized as Right of use asset (refer note 3 & note 4).

The Maturity analysis of undiscounted lease liabilities is as shown below:-

Particulars	As at 31 March 2020
Upto 1 year	349
more than 1 years to 3 Years	300
more than 3 years to 5 years	144
more than 5 years	164

The following are the amounts recognized in statement of profit & loss:

Particulars	For the year ended March 31, 2020
Depreciation expense of right-of-use assets included in property and equipment and investment properties (Note 3)	302
Interest expense on lease liabilities	60
Expenses relating to short-term leases and leases of low value items (included in administrative expenses) more than 5 years	60
Total amount recognized in statement of profit & Loss	**422**

Notes to the financial statements for the year ended 31 March 2020

(₹ in million)

	As at 31 March 2020	As at 31 March 2019
19. Other non-current financial liabilities		
(Unsecured considered good unless otherwise stated)		
Employee related payables* (Refer Note 38)	-	14
	-	**14**
* Payable to Signify Holding B.V. (Holding company)		
20. Non-current provisions		
Provision for employee benefits		
Gratuity (Refer note 36(ii))	16	256
Compensated absences (Refer note 36(iii))	117	113
Provision for decommissioning liability (Refer note 25.1)	36	-
	169	**369**
21. Other non-current liabilities		
Deferred revenue	428	287
	428	**287**
22. Current financial liabilities		
Trade payables		
Total outstanding dues of micro enterprises and small enterprises	324	751
Total outstanding dues of other than micro enterprises and small enterprises *	4,472	6,842
	4,796	**7,593**

Trade payables are non-interest bearing and are normally settled between 0 to 120 days

* Trade payables includes payable to director's amounting to ₹ 0.48 million (Previous year - ₹ Nil)

Trade payables includes acceptances due to others amounting to ₹ 1,917 million (Previous year - ₹ 3,138 million)

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 reporting date had been made based on information received and available with the Company.

Notes to the financial statements for the year ended 31 March 2020

(₹ in million)

	As at 31 March 2020	As at 31 March 2019
- Principal amount due to micro and small enterprises	324	751
- interest due on The above amount	1	5
- 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	1	5
- 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	-	1
23. Other current financial liability		
Unpaid dividend	56	31
Employee related payables	225	263
Unearned interest	-	29
	281	**323**
24. Other current liabilities		
Deferred revenue	365	528
Advance received from customers	92	90
Statutory dues	285	437
	742	**1,055**
25. Current provisions		
Provision for employee benefits (Refer note 36)		
Gratuity	2	34
Compensated absences	18	18
Provident Fund Trust Liability	151	-
Others (Refer note 25.1)		
Provision for environmental liability	109	154
Replacement guarantee	491	424
Legal and regulatory	326	455
Contingencies	5	4
	1,102	**1,089**

Notes to the financial statements for the year ended 31 March 2020

Additional disclosure relating to provisions:

25.1. Movement in provisions:

(₹ in million)

Particulars	Environmental restoration liability	Decommis-sioning liability	Replacement guarantee	Legal and regulatory	Contingencies
As at 31 March 2018	191	-	324	456	4
Add: Accruals during the year	65	-	598	14	-
Less: Utilization during the year	(102)	-	(498)	-	-
Less: Write back during the year	-	-	-	(15)	-
As at 31 March 2019	**154**	**-**	**424**	**455**	**4**
Add: Accruals during the year	38	36	525	115	0.5
Less: Utilization during the year	(83)	-	(458)	(244)	-
Less: Write back during the year	-	-	-	-	-
As at 31 March 2020	**109**	**36**	**491**	**326**	**5**

25.2. Nature of provisions:

(a) Decommissioning liability

Decommission liability is the estimated amount of dismantling and restoration cost that the company expects to incur in the future years on the dismantling of assets and restoring the site to a specified state upon the termination of lease.

(b) 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.

(c) Legal and regulatory

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

(d) Employee 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.

(e) Contingencies

The Company has created provisions in respect of certain claims against the Company in which there is probable outflow of resources.

Notes to the financial statements for the year ended 31 March 2020

(₹ in million)

	For the year ended 31 March 2020	For the year ended 31 March 2019
26. Revenue from operations		
Sale of products	27,187	34,285
Sale of services	1,670	1,342
Other operating revenues		
- Export incentives	40	38
- Scrap sales	42	62
- Miscellaneous income	45	20
	28,984	35,747

Disaggregate revenue information

The table below presents disaggregated revenues from contracts with customers by geography, offerings and contract-type for each of our business segments.

Revenue by Market		
Within India	26,176	33,190
Outside India	2,808	2,557
Total	28,984	35,747
Timing of Revenue recognition		
Goods transferred at a point in time	27,314	34,405
Services transferred over time	1,670	1,342
Total	28,984	35,747

Contract balances

The following table provides information about contract assets and contracts liabilities from contracts with customers in the current year:

Contract balances		
Contract assets		
- Trade receivables	2,502	4,539
Contract liabilities		
Deferred revenue - Current	365	528
Deferred revenue - Non Current	428	287
Advances from customers	92	90

Revenue recognised from the contract liabilities at the beginning of the year (excluding schemes) is INR 184 million (Previous year INR 235 million)

Notes to the financial statements for the year ended 31 March 2020

Performance obligations

Sale of products:

Performance obligation in respect of sale of goods is satisfied at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods.

Installation service:

The performance obligation in respect to of installation services is satisfied upon completion of installation and acceptance of customer.

Warranty obligation:

For certain products, customer has the option to purchase an extension of warranty. Accordingly, a provision for deferral of revenue is made at the time of sale of goods and recognition of revenue. Revenue recognition in future period occurs on straight-line basis over extended warranty contract period. Therefore, accounted for as separate performance obligations to which the Company allocates a portion of the transaction price.

Schemes:

The Company operates several sales incentive programmes wherein the customers are eligible for several benefits on achievement of underlying conditions as prescribed in the scheme programme such as credit notes, tours, gifts etc. Revenue from contract with customer is presented net of scheme.

Significant financing component:

In respect of long-term contracts, the transaction price for such contracts is discounted, using the rate that would be reflected in a separate financing transaction between the Company and its customers at contract inception, to take into consideration the significant financing component.

Significant judgments

Significant judgment in determining the timing of satisfaction of performance obligation

The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time.

Critical judgment in determining the transaction price

Judgement is also required to determine the transaction price for the contract. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

For this, Judgment is required in determining the probability and level of discounts that will be granted. The estimate is updated throughout the term of the contract. For products for which a right to return exists during a defined period, revenue is recognized by taking into account the historical pattern of actual returns.

Notes to the financial statements for the year ended 31 March 2020

(₹ in million)

	For the year ended 31 March 2020	For the year ended 31 March 2019
27. Other Income		
Net gain on disposal of Property, Plant & Equipment	1	0
Insurance claims	3	7
Interest income		
- Bank and other Deposits	188	153
- Financial assets at amortized cost	19	20
	211	**180**
28. Cost of materials consumed		
Inventory of raw materials	374	421
Add: Purchases	1,464	1,658
Less: Closing stock	340	374
	1,498	**1,705**
Purchases of stock-in-trade	**16,004**	**20,163**
29. Changes in inventories of finished goods, stock-in-trade and work-in-progress		
Opening inventory		
- Finished goods	23	100
- Work-in-progress	53	82
- Stock-in-trade	2,105	1,938
	2,181	**2,120**
Closing inventory		
- Finished goods	31	23
- Work-in-progress	61	53
- Stock-in-trade	2,533	2,105
	2,625	**2,181**
(Increase)/ decrease in inventory	**(444)**	**(61)**
30. Employee benefits expense		
Salaries and wages	3,060	3,030
Contribution to provident and other funds	137	117
Expense on share based incentives	94	59
Staff welfare expenses	170	186
	3,461	**3,392**

Notes to the financial statements for the year ended 31 March 2020

(₹ in million)

	For the year ended 31 March 2020	For the year ended 31 March 2019
31. Finance cost		
Interest expense	3	23
Interest expense on leasehold obligations	60	-
	63	**23**
32. Depreciation, amortization and impairment		
Depreciation on property, plant and equipment	306	278
Depreciation on right of use assets	302	-
	608	**278**
33. Other expenses		
Consumption of stores and spares	53	63
Power and fuel	345	398
Packing, freight and transport	312	451
Rent	60	349
Repairs to		
- buildings	15	25
- plant and machinery	22	80
- others	6	5
Insurance	45	50
Rates and taxes	1	-
Travelling and conveyance	292	353
Legal and professional (Refer note "a" below)	83	146
Advertisement and Publicity	347	700
Information technology and communication	820	798
Impairment loss on trade receivables	40	91
Replacement guarantee	525	598
Technical royalty	1,567	1,163
Management support services	132	1,560
Corporate Social Responsibility (CSR) expense (Refer note "b" below)	71	50
Foreign exchange loss (net)	42	45
Miscellaneous expense	461	490
	5,239	**7,415**

(a) Legal and professional includes payments to auditors as given below:

As auditor - statutory audit fees ₹ 3.80 million (previous year ₹ 3.80 million), tax audit fees ₹ 1.40 million (previous year ₹ 1.20 million).

Notes to the financial statements for the year ended 31 March 2020

(₹ in million)

	For the year ended 31 March 2020	For the year ended 31 March 2019
(b) Details of CSR expenditure:	**(₹ in million)**	**(₹ in million)**
(I) Gross amount required to be spent by the Company during the year*	71	49
(II) Amount spent during the year on:		
(i) Construction/ Acquisition of any asset	-	-
(ii) On purposes other than (i) above	71	50
	71	**50**
Amount yet to be spent	-	-

Notes to the financial statements for the year ended 31 March 2020

34 Related party transactions

(a) Names of companies where control exists:

(i) Ultimate holding company	Signify N.V.
(ii) Holding Company	Signify Holding B.V.(eariler known as Philips Lighting Holding B.V.)

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

(i) Fellow Subsidiary Companies

Signify North America Corporation (eariler known as Philips Lighting North America Corporation)

Signify Netherlands B.V.(eariler known as Philips Lighting B.V.)

Signify Luminaires (Chengdu) Co., Ltd.(eariler known as Philips Luminaires (Chengdu) Co., Ltd.)

Signify Luminaires (Shanghai) Co., Ltd.(eariler known as Philips Lighting Luminaires (Shanghai) Co., Ltd.)

Signify Hong Kong Limited(eariler known as Philips Lighting Hong Kong Ltd)

Signify Belgium N.V.(eariler known as Philips Lighitng Belgium NV)

Signify Poland Sp. z.o.o.(eariler known as Philips Lighting Poland Sp. z o.o.)

Signify Singapore Pte. Ltd.(eariler known as Philips Lighting Singapore Pte Ltd)

Signify Poland Bielsko Sp. z.o.o.(eariler known as Philips Lighting Bielsko Sp.z.o.o.)

Signify Bangladesh Limited(eariler known as Philips Lighting Bangladesh Ltd)

Signify Lanka (Private) Limited(eariler known as Philips Lighting Lanka P Ltd)

Signify Malaysia Sdn Bhd(eariler known as Philips Lighting Commercial Malaysia Sdn. Bhd)

Signify Japan GK(eariler known as Philips Lighting Japan Gk)

Signify Commercial (Thailand) Ltd.(eariler known as Philips Electronics (Thailand) Ltd)

Signify Philippines, Inc.(eariler known as Philips Electronics & Lighting, Inc)

PT. PMA Signify Commercial Indonesia (eariler known as PT. Philips Indonesia)

Signify New Zealand Limited(eariler known as Philips New Zealand Ltd)

Signify Industry (China) Co., Ltd.(eariler known as Philips Lighting Industry (China) Co., Ltd.)

Signify (China) Investment Co., Ltd.(eariler known as Philips Lighting (China) Investment Co., Ltd.)

Notes to the financial statements for the year ended 31 March 2020

Signify Manufacturing Spain, S.L.(eariler known as Philips Indal S.L.)

Signify Electronics Technology (Shanghai) Co., Ltd.(eariler known as Philips Electronics Technology (Shanghai) Co Ltd)

Signify Australia Limited(eariler known as Philips Lighting Australia Limited)

Signify Taiwan Limited(eariler known as Philips Lighting Taiwan Limited)

Signify Vietnam Limited(eariler known as Philips Electronics Vietnam Limited)

Signify Egypt LLC(eariler known as Philips Lighting Egypt Llc)

Signify Mexico S.A. de C.V.(eariler known as Philips Mexicana SA de CV)

Signify Colombiana S.A.S.(eariler known as Philips Lighting Colombiana S.A.S.)

Signify Chilena S.A.(eariler known as Philips Lighting Chilena S.A.)

Signify Caribbean, Inc.(eariler known as Philips Lighting Caribbean INC)

Signify Argentina S.A.(eariler known as Philips Lighting Argentina S.A.)

Signify Eurasia LLC(eariler known as Philips Lighting Eurasia LLC)

Signify Uruguay S.A.(formally known as Philips Lighting Uruguay S.A.)

Signify Commercial South Africa (formally known as Philips South Africa (Proprietary) Limited)

Signify France (formally known as Philips France)

Dynalite Pty Ltd

Pits N.V.

Signify Maroc SARL

Signify Aydinlatma Ticaret A.S.

Signify Iluminação Brasil Ltd.

Signify International B.V.

Signify Korea Inc.

(ii) Key Management Personnel

(1) Executive directors:

(i) Mr. Sumit Padmakar Joshi (Managing Director & Vice Chairman)

(ii) Mr. Sukanto Aich (Whole-time Director)

(iii) Mr. Dibyendu Raychoudhury (Chief Financial Officer)

(iv) Mr. Nitin Mittal (Company Secretary)

Notes to the financial statements for the year ended 31 March 2020

(2) Non- executive directors:

(i) Mr. Mahesh Srinivasan Iyer (Chairman and Director from 3rd January 2020)

(ii) Mr. Murali Sivaraman* (Chairman and Director till 2nd January 2020)

(iii) Ms. Vibha Paul Rishi (Independent Director w.e.f 27th April 2016)

(iv) Mr. Vinayak Kashinath Deshpande (Independent Director w.e.f 27th April 2016)

(v) Mr. P Uma Shankar** (Independent Director till 26th April 2019)

(c) Parties in which the Key Managerial Personnel of the Company are interested:

(i) Tata Projects Limited

(ii) Voltas Limited

(iii) Tata Teleservices Limited

* Mr. Murali Sivaraman had resigned from the Board w.e.f 3rd January 2020
** Mr. P Uma Shankar had resigned from the Board w.e.f 26th April 2019

(d) Nature of transactions happended during the year

(₹ in million)

	Year ended 31 March 2020				Year ended 31 March 2019			
Description	Holding Company	Fellow Subsidiary Companies	Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Holding Company	Fellow Subsidiary Companies	Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested
Purchase of Raw Material and Stock-in -trade	-	1,948		-	-	2,131	-	-
Technical Royalty paid	-	1,567		-	-	1,163	-	-
Management support services charge	132	-		-	1,560	-	-	-
Purchase of IT Services	-	488		0.06	-	490	-	-
Reimbursements paid	-	22		-	-	4	-	-
Expense on share based incentives	94	-		-	59	-	-	-
Purchase of Fixed assets	-	-		-	-	-	-	-
Sale of Fixed assets	-	-		-	-	0	-	-
Sale of products	-	1,185		0.08	-	1,212	-	9.00
Sale of Services	300	1,322		-	195	1,150	-	-
Reimbursement received	-	36		-	3	2	-	-

Notes to the financial statements for the year ended 31 March 2020

(₹ in million)

Description	Year ended 31 March 2020				Year ended 31 March 2019			
	Holding Company	Fellow Subsidiary Companies	Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Holding Company	Fellow Subsidiary Companies	Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested
Managerial Remuneration								
Mr. Sumit Padmakar Joshi			43	-	-	-	38	-
Mr. Dibyendu Raychaudhury			11	-	-	-	10	-
Mr. Nitin Mittal			7	-	-	-	7	-
Mr. Sukanto Aich			19	-	-	-	18	-
Mr. Rothin Bhattacharyya*			-	-	-	-	-	-
Commission to Non-executive directors								
Mr. Parthasarathi Uma Shankar	-	-	2	-	-	-	1	-
Ms. Vibha Paul Rishi	-	-	2	-	-	-	1	-
Mr. Vinayak Kashinath Deshpande	-	-	2	-	-	-	1	-
Sitting fees to Non-executive directors								
Mr. Parthasarathi Uma Shankar	-	-	-	-	-	-	0	-
Ms. Vibha Paul Rishi	-	-	1	-	-	-	0	-
Mr. Vinayak Kashinath Deshpande	-	-	1	-	-	-	0	-
Outstandings								
Payable	-	766	-	-	614	741	-	-
Receivable	39	408	-	-	-	109	-	4
Key managerial personnel compensation								
(a) short-term employee benefits	-	-	65	-	-	-	61	-
(b) post-employment benefits	-	-	-	-	-	-	-	-
(c) other long-term benefits	-	-	16	-	-	-	12	-
(d) termination benefits	-	-	-	-	-	-	-	-
Other short term benefits								
- Commission to Non executive directors	-	-	5	-	-	-	4	-
- Sitting fees to Non executive directors	-	-	1	-	-	-	1	-

The above mentioned transactions were made on normal commercial terms and conditions and at market rates.

*Mr. Rothin Bhattacharyya had resigned from the Board w.e.f. 3rd April, 2018 during the financial year 2018-19.

Notes to the financial statements for the year ended 31 March 2020

(e) Balances at the end of the year

Relationship / Name of the related party	Description of the nature of transaction	Value of the transactions*	
		Year ended 31 March 2020 (₹ in million)	Year ended 31 March 2019 (₹ in million)
(i) Holding Company			
Signify Holding B.V.(formally known as Philips Lighting Holding B.V.)	Management support services charge	132	1,560
	Reimbursement received	-	3
	Sale of Services	300	195
	Expense on share based incentives	94	59
(ii) Fellow Subsidiary Companies			
Signify Netherlands B.V.(formally known as Philips Lighting B.V.)	Purchase of Raw Material and Stock-in -trade	528	688
Signify Poland Sp. z.o.o.(formally known as Philips Lighting Poland Sp. z o.o.)	Purchase of Raw Material and Stock-in -trade	266	249
Signify Luminaires (Chengdu) Co., Ltd.(formally known as Philips Luminaires (Chengdu) Co., Ltd.)	Purchase of Raw Material and Stock-in -trade	-	306
Signify Luminaires (Shanghai) Co., Ltd. (formally known as Philips Lighting Luminaires (Shanghai) Co., Ltd.)	Purchase of Raw Material and Stock-in -trade	-	228
Signify Singapore Pte. Ltd.(eariler known as Philips Lighting Singapore Pte ltd)	Purchase of Raw Material and Stock-in -trade	783	-
Signify Belgium N.V.(eariler known as Philips Lighting Belgium NV)	Purchase of Raw Material and Stock-in -trade	205	-
Signify Netherlands B.V.(formally known as Philips Lighting B.V.)	Purchase of IT Services	488	490
Signify Netherlands B.V.(formally known as Philips Lighting B.V.)	Technical Royalty paid	943	392
Signify Hong Kong Limited(formally known as Philips Lighting Hong Kong Ltd)	Technical Royalty paid	624	771
Signify Bangladesh Limited (eariler known as Philips Bangladesh Pte Ltd).	Reimbursements paid	3	-
Signify Singapore Pte. Ltd.(eariler known as Philips Lighting Singapore Pte ltd)	Reimbursements paid	3	-
Signify Netherlands B.V.(formally known as Philips Lighting B.V.)	Reimbursements paid	15	4
Signify Netherlands B.V.(formally known as Philips Lighting B.V.)	Reimbursement received	15	2
Signify Singapore Pte. Ltd.(eariler known as Philips Lighting Singapore Pte ltd)	Reimbursement received	14	0

Notes to the financial statements for the year ended 31 March 2020

Relationship / Name of the related party	Description of the nature of transaction	Value of the transactions*	
		Year ended 31 March 2020 (₹ in million)	Year ended 31 March 2019 (₹ in million)
Signify France (eariler Known as Philips France)	Reimbursement received	4	-
Signify Hong Kong Limited(formally known as Philips Lighting Hong Kong Ltd)	Sale of products	-	491
Signify Netherlands B.V.(formally known as Philips Lighting B.V.)	Sale of products	786	418
Signify Netherlands B.V.(formally known as Philips Lighting B.V.)	Sale of Services	1,320	1,138
(ii) Parties in which the Key Managerial Personnel of the Company are interested:			
Tata Projects Limited	Sale of products	-	8
Voltas Limited	Sale of products	-	1
Tata Teleservices Limited	Purchase of IT Services	0	-

* Transactions with parties which comprises more than 10% of aggregate value of related party transactions

Outstanding balances at year/period end**	Payable / Receivable	Year ended 31 March 2020 (₹ in million)	Year ended 31 March 2019 (₹ in million)
(i) Holding Company			
Signify Holding B.V.(formally known as Philips Lighting Holding B.V.)	Payable	-	614
Signify Holding B.V.(formally known as Philips Lighting Holding B.V.)	Receivable	39	-
(ii) Fellow Subsidiary Companies			
Signify Hong Kong Limited(formally known as Philips Lighting Hong Kong Ltd)	Payable	106	-
Signify Netherlands B.V.(formally known as Philips Lighting B.V.)	Payable	437	300
Signify Singapore Pte. Ltd.(eariler known as Philips Lighting Singapore Pte ltd)	Payable	96	-
Signify Egypt LLC(formally known as Philips Lighting Egypt Llc)	Receivable	-	27
Signify Netherlands B.V.(formally known as Philips Lighting B.V.)	Receivable	292	25
Signify Bangladesh Limited (formally known as Philips Lighting Bangladesh Ltd)	Receivable	-	10
Signify Lanka (Private) Limited (formally known as Philips Lighting Lanka P Ltd)	Receivable	-	9

Notes to the financial statements for the year ended 31 March 2020

Outstanding balances at year/period end**	Payable / Receivable	Year ended 31 March 2020 (₹ in million)	Year ended 31 March 2019 (₹ in million)
(ii) Parties in which the Key Managerial Personnel of the Company are interested:			
Tata Projects Limited	Receivable	-	4
Voltas Limited	Receivable	0	0
Tata Teleservices Limited	Payable	0	-

** Balances with parties which comprises more than 10% of aggregate value of related party balances

35. Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

In accordance with Ind AS 108– Operating Segment, the operating segments used to present segment information are identified on the basis of information reviewed by the Company's management to allocate resources to the segments and assess their performance. An operating segment is a component of the Company that engages in business activities from which it earns revenues and incurs expenses, including revenues and expenses that relate to transactions with any of the Company's other components.

Results of the operating segments are reviewed regularly by the Company's Chief Executive Officer (CEO) who has been identified as the Chief Operating Decision Maker ('CODM'), to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

The Company is primarily engaged in manufacturing, trading and distribution of all kinds of lighting and allied products and lighting system solution. Given that the economic environment in which the Company operates is significantly similar and not subject to materially different risks and rewards and all of the activities whether on a stand alone basis or in aggregate do not exceed the quantitative threshold mentioned in Ind AS 108 (Operating Segments), the Company has identified and operates as a single reportable operating segment.

Entity wide disclosures

(₹ in million)

Segment Revenue	Year ended 31 March 2020	Period ended 31 March 2019
Within India	26,176	33,190
Outside India	2,808	2,557
Segment Assets		
Within India	12,871	16,123
Outside India	446	109

Information about major customers (from external customers)

During the current year and previous year, no customer constituted more than 10% of the entity's revenue.

Notes to the financial statements for the year ended 31 March 2020

36. Employee benefits

The Company contributes to the following post-employment defined benefit plans in India.

(i) Defined Contribution Plans:

The Company makes contributions towards provident fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

(₹ in million)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Contribution to Statutory Provident Fund	115	105

(ii) Defined Benefit Plan:

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

The gratuity plan of the company is both funded and non funded. For the funded Gratuity scheme, the Company makes contributions to Group Gratuity cum Life Assurance Schemes administered by the LIC of India.

Location	Funding Status
Mohali Light Factory	Funded
Vadodara Light Factory	Funded
Corporate Employees	Funded
Philips Innovation Campus	Funded

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at 31 March 2019. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognized in the Company's financial statements as at balance sheet date:

(₹ in million)

	March 31, 2020	March 31, 2019
Present value of defined benefit obligation	345	313
Fair value of plan assets	327	23
Plan assets / (liability)	**(18)**	**(290)**

Notes to the financial statements for the year ended 31 March 2020

B. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

(₹ in million)

	Gratuity					
	31 March 2020			31 March 2019		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Balance as at 1 April	313	23	290	302	23	279
Acquisition / Divestiture	17	-	17	-	-	-
Included in profit or loss						
Current service cost	42	-	42	40	-	40
Past service credit	-	-	-			-
Interest cost (income)	22	13	9	23	2	21
	64	13	51	63	2	61
Included in OCI						
Remeasurements loss (gain)	-	-	-	-	-	-
- **Actuarial loss (gain) arising from:**						
- demographic assumptions	(6)	-	(6)	-	-	-
- financial assumptions	(1)	4	(6)	10	-	10
- experience adjustment	(9)	-	(9)	1	-	1
	(17)	4	(21)	12	-	12
Other						
Contributions paid by the employer	-	288	(288)	-	1	(1)
Benefits paid	(32)	(0)	(32)	(63)	(3)	(60)
	(32)	288	(320)	(63)	(2)	(61)
Balance as at 31 March	**345**	**327**	**18**	**314**	**22**	**292**

C. Plan assets

(₹ in million)

	March 31, 2020	March 31, 2019
Funds Managed by Insurer (investment with insurer)	100%	100%

Notes to the financial statements for the year ended 31 March 2020

D. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

(₹ in million)

	March 31, 2020	March 31, 2019
Discount rate	6.65%	7.60%
Expected rate of future salary increase	8.00%	9.00%
Mortality	IALM (2012-14) Ultimate	IALM (2006-08) Ultimate
Withdrawal Rate	EATON (Cooper Business) Mgmt,PIC,VLF: CG-15%, VLF : Non- CG-2%	Mgmt,PMS,PIC-12%, VLF Fact-2%
Retirement age	EATON (Cooper business), Mgmt, PIC, VLF: CG - 60 years, VLF: Non-CG - 58 years	Management, PMS & PIC - 60 years, Others - 58 years

Assumptions regarding future mortality have been based on published statistics and mortality tables.

E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(₹ in million)

	31 March 2020		31 March 2019	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	322	372	290	340
Expected rate of future salary increase (1% movement)	371	322	339	290

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

F. The following payments are expected contributions to the defined benefit plan in future years:

(₹ in million)

	March 31, 2020	March 31, 2019
Within the next 12 months (next annual reporting period)	43	38
Between 2 and 5 years	157	122
Beyond 5 years	141	122
	342	282

(iii) Other long-term employee benefits:

During the year ended 31 March 2020, the Company has incurred an expense on compensated absences amounting to ₹ 43 million (previous year ₹ 52 million). The Company determines the expense for compensated absences basis the actuarial valuation of plan assets and the present value of the obligation, using the Projected Unit Credit Method..

Notes to the financial statements for the year ended 31 March 2020

(iv) Provident Fund

In accordance with Indian law, eligible employees of Signify Innovations India Limited are entitled to receive benefits in respect of provident fund, a defined benefit plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees salary (currently 12% of employees' salary). Employees who have joined on or after 1 April 2016 are part of EPFO set up and old employees who are on rolls on or before 31 March 2016 are part of Philips India PF Trust (erstwhile demerged company's PF trust). The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company. The liability in respect of the shortfall of interest earnings of the Fund is determined on the basis of an actuarial valuation.

The Company makes contributions in the Provident fund trust set up by Philips India Limited which is treated as a defined benefit plan. Share of Signify Innovations India Limited as on 31st March 2019 based on the total fund value of the Philips India PF Trust is 19%.

Actuarial valuation as on 31st March 2020 was carried out by Philips India Limited to measure the obligation using projected unit credit method arising due to interest rate guarantee by the Company towards Provident fund.

Contributions made by the Company to the EPFO and PF trust during the year is ₹ 66 million and ₹ 49 million respectively (Previous year ₹ 44 million and ₹ 61 million).

Change in the present value of the defined benefit obligation are as follows:

(₹ in million)

	Provident Fund	
	March 31, 2020	March 31, 2019
Balance as at 1 April	**1,430**	**1,230**
(1) Current service cost	49	71
(2) Interest cost	99	98
(3) Benefits settled	(292)	(162)
(4) Settlements	-	-
(5) Actuarial (gain) / loss	-	-
(6) Actuarial (gain) / loss due to Interest rate guarantee	36	102
(7) Employees' contribution	87	87
(8) Acquisition/Business Combination/Divestiture	-	-
(9) Change in reserves	-	-
(10) Transfer in	4	4
(11) Past service cost	-	-
Balance as at 31 March	**1,412**	**1,430**

Notes to the financial statements for the year ended 31 March 2020

Change in the fair value of plan assets are as follows:

(₹ in million)

	Provident Fund	
	March 31, 2020	March 31, 2019
Balance as at 1 April	**1,474**	**1,394**
(1) Expected return on plan assets	102	113
(4) Employer and Employee contribution	136	158
(5) Transfer in	4	4
(6) Benefit payments	(292)	(162)
(7) Asset gain / (loss)	(163)	(33)
Plan assets as at end of the year	1,261	1,474
Surplus	**(151)**	**44**

Principal actuarial assumptions used

(₹ in million)

	Provident Fund	
	March 31, 2020	March 31, 2019
Economic assumptions		
Discount rate	6.4%	7.3%
Yield on Assets based on the Market Value	7.7%	8.2%
Outstanding term of the liabilities	7.17 years	8.26 years
Interest Rate Guarantee	8.5%	8.7%
Demographic assumptions		
Mortality	IALM (2012-14) Ultimate	IALM (2006-08) Ultimate
Normal Retirement Age	**Factory - 58 years, Others - 60 years**	**Management - 60 years, Others - 58 years**

Notes to the financial statements for the year ended 31 March 2020

37. Financial instruments – Fair values and risk management

I. Fair value measurements

A. See out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

(₹ in million)

	As at 31 March 2020		As at 31 March 2019	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Non current trade receivable	-	-	20	20
Other non-current financial assets	99	99	185	185
Current Trade Receivables	2,502	2,502	4,519	4,519
Cash and Cash equivalants	2,712	2,712	5,339	5,339
Other current financial assets	164	164	44	44
	5,478	**5,478**	**10,106**	**10,106**
Financial liabilities				
Leasehold Obligations	801	801	102	102
Other non current financial liabilities	-	-	14	14
Current Trade Payables (including derivatives)	4,796	4,796	7,593	7,593
Other current financial liabilities	281	281	323	323
	5,877	**5,877**	**8,033**	**8,033**

The carrying amounts of current trade receivables,cash and cash equivalents, other current financial assets, trade payables, other current financial liabilities and other non-current financial liabilities are considered to be the same as their fair values, due to their short-term nature.

The fair values for non current trade receivables and other non-current financial assets have been calculated based on cash flows discounted using prevailing discount rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

For all other financial assets and liabilities the carrying amounts are equal to the fair values, due to their short-term nature.

The fair values of the Company's interest-bearing borrowings and other non-current assets are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at March 31, 2020 was assessed to be insignificant.

Notes to the financial statements for the year ended 31 March 2020

Description of significant unobservable inputs to valuation:

Particulars	Valuation Technique	Significant unobservable inputs	Range (weighted average)	Sensitivity of the input to fair value
Long term Trade receivable	DCF Method	Discount for counter party credit risk	March 31, 2020: 13.00% March 31, 2019: 13.00%	**March 31, 2020:** Change in discount rate by 1%: Increase in the discount rate would result in decrease in fair value by NIL and decrease in discount rate would result in increase in fair value by NIL. **March 31, 2019:** Change in discount rate by 1%: Increase in the discount rate would result in decrease in fair value by ₹ 12 million and decrease in discount rate would result in increase in fair value by ₹ 12 million
Other non-current financial assets	DCF Method	Discount for counter party credit risk	March 31, 2020: 8.00% March 31, 2019: 8.00%	**March 31, 2020:** Change in discount rate by 1%: Increase in the discount rate would result in decrease in fair value by ₹ 2 million and decrease in discount rate would result in increase in fair value by ₹ 2 million **March 31, 2019:** Change in discount rate by 1%: Increase in the discount rate would result in decrease in fair value by ₹ 1 million and decrease in discount rate would result in increase in fair value by ₹ 1 million
Borrowings	DCF Method	Incremental rate on borrowings	March 31, 2020: 11.75% March 31, 2019: 11.75%	**March 31, 2020:** Change in discount rate by 0.50%: Increase in the WACC would result in decrease in fair value by ₹ 3 million and decrease in WACC would result in increase in fair value by ₹ 3 million **March 31, 2019:** Change in discount rate by 0.50%: Increase in the WACC would result in decrease in fair value by ₹ 0.5 million and decrease in WACC would result in increase in fair value by ₹ 0.5 million

Notes to the financial statements for the year ended 31 March 2020

B. Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

(a) recognised and measured at fair value and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

Assets and liabilities which are measured at amortized cost for which fair values are disclosed

(₹ in million)

	As at 31 March 2020			
	Level 1	Level 2	Level 3	Total
Financial assets				
Non current trade receivable	-	-	-	-
Other non-current financial assets	-	-	99	99
Current Trade Receivables	-	-	2,502	2,502
Cash and Cash equivalants	2,712	-	-	2,712
Other current financial assets	-	-	164	164
Total financial assets	**2,712**	**-**	**2,766**	**5,478**
Financial liabilities				
Leasehold Obligations	-	-	801	801
Other non current financial liabilities	-	-	-	-
Current Trade Payables (including derivatives)	-	-	4,796	4,796
Other current financial liabilities	-	-	281	281
Total financial liabilities	**-**	**-**	**5,877**	**5,877**

Notes to the financial statements for the year ended 31 March 2020

	As at 31 March 2019			
	Level 1	Level 2	Level 3	Total
Financial assets				
Non current trade receivable	-	-	20	20
Other non-current financial assets	-	-	185	185
Current Trade Receivables	-	-	4,519	4,519
Cash and Cash equivalants	5,339	-	-	5,339
Other current financial assets	-	-	44	44
Total financial assets	**5,339**	**-**	**4,767**	**10,106**
Financial liabilities				
Leasehold Obligations	-	-	102	102
Other non current financial liabilities	-	-	14	14
Current Trade Payables (including derivatives)	-	-	7,593	7,593
Other current financial liabilities	-	-	323	323
Total financial liabilities	**-**	**-**	**8,033**	**8,033**

There are no transfers between level 1 and level 2 during the year.

II. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- credit risk;
- liquidity risk; and
- market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk framework for developing and monitoring the Company's risk management policies.

The Company's risk management framework is established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management framework is reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Audit Committee oversees how management monitors compliance with the Company's risk and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes periodic reviews of company processes and risks, the results of which are reported to the Audit Committee.

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

The carrying amount of financial assets represents the maximum credit exposure.

Notes to the financial statements for the year ended 31 March 2020

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

An impairment analysis is performed on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company evaluates the concentration of risk with respect to trade receivables as low, the trade receivables are located in several jurisdictions and operate in largely independent markets.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. Basis the evaluation, the management has determined that there are credit impairment loss on the trade and other receivables.

(₹ in million)

Ageing	Not due	0-30 days	30-60 days	60-90 days	90-120 days	120-180 days	More than 180 days	Total
As at March 31, 2020								
Gross carrying amount (A)	2,291	63	20	44	21	17	283	2,741
Expected credit losses (B)	22	3	2	8	6	5	192	239
Net Carrying amount (A-B)	**2,270**	**60**	**18**	**36**	**15**	**12**	**91**	**2,502**

(₹ in million)

Ageing	Not due	0-30 days	30-60 days	60-90 days	90-120 days	120-180 days	More than 180 days	Total
As at March 31, 2019								
Gross carrying amount (A)	3,857	190	239	160	119	14	171	4,750
Expected credit losses (B)	11	6	17	22	27	3	125	211
Net Carrying amount (A-B)	**3,846**	**184**	**220**	**138**	**92**	**10**	**45**	**4,539**

Movement in expected credit loss allowance of financial assets:

(₹ in million)

	As at 31 March 2020	As at 31 March 2019
Balance at the beginning of the year	211	151
Add: Provided during the year	38	60
Less: Reversal /(write off) of provision	(10)	-
Balance at the end of the year	**239**	**211**

Notes to the financial statements for the year ended 31 March 2020

iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in the operating companies of the Company in accordance with practice and limits set by the Company. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

(a) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

(₹ in million)

	As at 31 March 2020	As at 31 March 2019
Floating rate		
Expiring within one year (bank overdraft and other facilities)	9,850	8,345
Expiring beyond one year (bank loans)	-	-
	9,850	**8,345**

(b) Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and exclude the impact of netting agreements.

(₹ in million)

	Carrying Amounts 31 March 2020	Contractual cash flows			
		0–6 months	6–12 months	1–5 years	More than 5 years
Non-derivative financial liabilities					
Leasehold Obligations	801	192	156	444	164
Other non current financial liabilities	-	-		-	-
Trade payables	4,796	4,796	-	-	-
Other current financial liabilities	281	281	-	-	-
Total non-derivative liabilities	**5,877**	**5,269**	**156**	**444**	**164**

Notes to the financial statements for the year ended 31 March 2020

(₹ in million)

	Carrying Amounts 31 March 2019	Contractual cash flows			
		0–6 months	6–12 months	1–5 years	More than 5 years
Non-derivative financial liabilities					
Leasehold Obligations	59	-	-	59	-
Other non current financial liabilities	14	-		14	-
Trade payables	6,735	6,735	-	-	-
Other current financial liabilities	323	287	37	-	-
Total non-derivative liabilities	**7,132**	**7,022**	**37**	**73**	**-**

Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Company uses derivatives (forward contracts) to manage market risks. All such transactions are carried out within the guidelines set by the Risk Management Committee.

Currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, and EUR. Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Company's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows:

(₹ in million)

	As at 31 March 2020			As at 31 March 2019		
	USD	EUR	Others	USD	EUR	Others
Non derivative						
Trade receivables	116	118	212	110	8	0
Trade payables	476	290	-	824	697	6
Derivative						
Derivative forward contract	28	-	-	14	-	-
Net statement of financial position exposure	**620**	**408**	**212**	**948**	**705**	**6**

Notes to the financial statements for the year ended 31 March 2020

The following significant exchange rates have been applied

(₹ in million)

	Year end spot rates	
	31 March 2020	31 March 2019
USD 1	75.67	69.16
EUR 1	82.77	77.67

Sensitivity analysis

A reasonably possible strengthening (weakening) of the INR against all other currencies at 31 March would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

(₹ in million)

	Profit or loss	
	Strengthening	Weakening
31 March 2020		
USD (10% movement)	39	(39)
EUR (10% movement)	26	(26)
Others	0	(0)
31 March 2019		
USD (10% movement)	71	(71)
EUR (10% movement)	69	(69)
Others	1	(1)

Sensitivity analysis for fair value risk of forward contracts

(₹ in million)

	Profit or loss	
	Strengthening	Weakening
31 March 2020	3	(3)
Derivative forward contract (10% movement in USD)		
31 March 2019	1	(1)
Derivative forward contract (10% movement in USD)		

Notes to the financial statements for the year ended 31 March 2020

Capital management

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Adjusted equity comprises all components of equity.

(₹ in million)

	31 March 2020	31 March 2019
Borrowings	801	102
Net debt	801	102
Equity	4,998	5,400
Total capital	5,799	5,502
Gearing ratio	**14%**	**2%**

38. Employees' Share-based Payments:

Signify Long-term Incentive Plan

During the year 2017-18 Signify introduced the Long-term Incentive Plan (LTI Plan). Under the Signify LTI Plan, which is equity settled, eligible employees are granted both conditional shares and performance shares. Conditional shares have a three-year cliff vesting period and will vest if a grantee is still employed with Signify at the vesting date.

Vesting of performance shares is conditional on the achievement of performance conditions measured over a period of three years. The performance condition measurement is based on three measures, Relative Total Shareholder Return (TSR) (40% of the shares), Free Cash Flow (FCF) (40% of the shares) and Sustainability (20% of the shares). In addition, vesting is conditional to the grantee still being employed with Signify at the vesting date.

For the Board of Management and certain members of senior management, the LTI Plan consists of performance shares only. Shares are conditionally granted annually.

In addition to shares awarded under the Signify LTI Plan, Signify may in individual cases, such as in the hiring process of members of (senior-) management, also grant restricted shares. Restricted shares have either three-year cliff vesting period or vest gradually over the vesting period of one, two or three years.

Under the terms of the employee stock purchase plan (ESPP) established by Signify in the FY 2017-18 , employees are eligible to purchase a limited number of Signify shares at discounted prices through payroll withholdings.

Signify performance shares

TSR performance measurement is a market performance condition.

The fair value of shares granted under TSR is measured based on Monte Carlo simulation. The closing share price at grant date is adjusted for the present value of expected dividends during the vesting period, as participants are not compensated for Signify dividend payouts. Monte Carlo simulation takes into account market conditions expected to impact relative Total Shareholders' Return performance in relation to selected peers.

Assumptions used in Monte Carlo Simulation

for valuation in %

	FY 2019-20
Risk-free interest rate	(0.7%)
Expected share price volatility	30%

Notes to the financial statements for the year ended 31 March 2020

The assumptions were used for these calculations only and do not necessarily represent an indication of Signify management's expectation of future developments for other purposes. Historic volatility was measured over the same timeframe as the simulation period (weighted average 2.6 years).

The amount calculated as an expense for TSR shares is not adjusted for actual performance.

FCF and Sustainability measurements are non-market performance conditions. Fair value of shares granted under FCF and Sustainability conditions equals the closing share price on the grant date, again adjusted for the present value of expected dividends during the vesting period.

The amount calculated as an expense for FCF and Sustainability shares is adjusted for actual performance.

A summary of Signify performance shares movements as of 31 March, 2020, is presented below:

Particulars	Performance Shares	Weighted average grant-date fair value
Balance as of 1 April 2019	**31,250**	**27.79**
Granted	20,697	25.49
Vested	(15,700)	36.05
Forfeited	(1,873)	25.40
Transfer in / (out)	(1,293)	22.30
Vested	(805)	11.68
Balance as of 31 March 2020	**32,276**	**23.05**

Signify conditional shares

Fair value of conditional shares is determined by subtracting the present value of expected dividends from the closing share price on the grant date as participants are not compensated for Signify dividend payouts.

A summary of Philips Lighting conditional shares movements as of 31 March, 2020, is presented below:

Particulars	Conditional Shares	Weighted average grant-date fair value
Balance as of 1 April 2019	**15,598**	**25.09**
Granted	9,895	21.75
Vested	(7,179)	28.97
Forfeited	(517)	22.77
Transfer in / (out)	(735)	21.84
Balance as of 31 March 2020	**17,062**	**21.74**

Signify restricted shares

The fair value of restricted shares is equal to the share price on the grant date, as participants are compensated for Signify dividend payouts during the vesting period.

Notes to the financial statements for the year ended 31 March 2020

A summary of Signify Restricted shares movements as of 31 March, 2020, is presented below:

Particulars	Restricted shares	Weighted average grant-date fair value
Balance as of 1 April 2019	**1,997**	**31.35**
Granted	-	-
Vested	(1,997)	31.35
Forfeited	-	-
Transfer in / (out)	-	-
Balance as of 31 March 2020	**-**	**-**

Particulars	Weighted average grant - date fair value
	25-Oct-17
Restricted Shares	31.35

Expense recognized on account of "Employee Share-Based Payment" for the period ended 31 March'2020 is ₹ 94 million (Previous year ₹ 59 million) and corresponding liability is ₹ Nil (Previous year ₹ 14 million)

39. Exceptional items:

Declining demand at our Conventional lighting industrial units has led to reduction in demand of workforce which necessiated to offer a voluntary retirement scheme for Workman at our Industrial Units at Mohali and Vadodara. During the current year, a charge of ₹ 6 million (previous year - ₹ 53 million) is recognized in the Statement of Profit and Loss against the Scheme under the head exceptional items.

40. Contingent liabilities, claims, guarantees and commitments (to the extent not provided for)

(a) Contingent liabilities

(i) In respect of disputed excise demands - ₹ 361 million (As at 31 March 2019 - ₹ 349 million)

(ii) The Contingent Liability on account of Income Tax cases relating to erstwhile Lighting Business of Philips India Limited (PIL) is estimated at ₹ 754 million (Previous year – ₹ 461 million) out of Common estimated Income Tax Liability of lighting business and other businesses of Philips India Limited in various years. As per the MOU (Memorandum of Understanding) dated 31 March 2016 signed between Philips India Limited and Signify Innovations India Limited (formally known as Philips Lighting India Limited) at the time of demerger of lighting business, the Income Tax cases upto the effective date of demerger shall be contested by Philips India Limited and the amount of liability, if any, upon conclusion of case relating to lighting business shall be payable by Signify Innovations India Limited (formally known as Philips Lighting India Limited) to Philips India Limited on the basis of respective segment turnover (agreed as part of MOU) of relevant years.

(iii) In respect of suppliers' / customers' demands and certain tenancy / sales tax disputes for which the liability is not ascertainable.

(iv) As per Memorandum of Understanding (MOU) signed at the time of Demerger under Sections 391 to 394 of the Companies Act, 1956 and 2013 amongst Philips India Limited (“Demerged Company” or “Philips India”) and the Company wherein it was agreed that all current or potential litigations in relation to Sales Tax/VAT and Service Tax matters pertaining to earlier years shall be contested by Philips India and based upon the outcome of such matters, the Company will be liable to pay Philips India all such liabilities once decided against the Company post conclusion of appellate proceedings, if any.

Notes to the financial statements for the year ended 31 March 2020

Philips India Limited has intimated the Company about potential liabilities amounting to ₹ 1,480 million in respect of such litigations pertaining to Sales Tax/VAT, service tax and other matters which has been allocated to the Company. Management has asked Philips India to share documentation in respect of such litigations along with the basis of allocation between both the companies.

Considering Philips India has not been able to share the relevant details and documentation along with the basis of allocation, the Company has not accepted such liabilities and therefore, presently being disclosed as a contingent liability as in the nature of claims against the Company not acknowledged as debts due to pending receipt of such information/documentation from Philips India.

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) ,(ii), (iii) and (iv) above, pending resolution of the legal proceedings.

(b) Contract Performance bank guarantees

The Company has given contract performance bank guarantees amounting to ₹ 3,413 million (Previous year - ₹ 2,891 million). No contract performance bank guarantees has been invoked in the past three years.

(c) Commitments

(i) Estimated amount of contracts remaining to be executed on capital account and not provided for - ₹ 39 million (As at 31 March 2019 - ₹ 38 million).

(d) Contingent assets

There are no contingent assets of the Company as at the year ended 31 March 2020 (As at 31 March 2019 - Nil).

41. Earnings per share

Calculation of earnings per share	For the year ended 31 March 2020	For the year ended 31 March 2019
Number of shares at the beginning of the year	57,517,242	57,517,242
Total number of equity shares outstanding at the end of the year	57,517,242	57,517,242
Weighted average number of equity shares outstanding during the year	57,517,242	57,517,242
Profit after tax attributable to equity share holders (Rupees in million)	1,817	1,975
Basic and diluted earnings per share (in Rupees)	**31.59**	**34.34**

Notes to the financial statements for the year ended 31 March 2020

42. 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 objective of in-house scientific research undertaken by the Company is to improve people's life through meaningful innovations. During the financial year 2019-20 and 2018-19, the Company has incurred following expenditure on in-house research and development in the said R&D facility:

(₹ in million)

Particulars	Year ended 31 March 2020	Period ended 31 March 2019
Research and development expenditure		
- Capital expenditure	53	9
- Revenue expenditure	310	321
Total	**363**	**330**

43. Dividend proposed

After the reporting date i.e. on 28 July 2020 (previous year 24 June 2019), the following dividends were proposed by directors at the board meeting.

(₹ in million)

	As at 31 March 2020	As at 31 March 2019
₹ 7.5 per share (previous year ₹ 30 per share on 57,517,242 equity shares of face value ₹ 10 each	431,379,315	1,725,517,260
Dividend distribution tax @ Nil (P.Y - 20.56%) on dividend to equity shareholders	-	354,766,349

44. Assets classified as held for sale :

Due to the phase out of CFL-I lamps in the Indian market and rapid shift to LED, the management has closed down it's mohali CFL plant and is in the process of finding the buyers for land and remaining assets. Accordingly, assets pertaining to mohali plant mentioned below, has been classified as 'held for sale'and has been recorded at lower of carrying value and fair value less cost to sell as per the requirement of IND AS 105. Sale of these assets are expected to be completed within next 12 months.

(₹ in million)

Particulars	Year ended 31 March 2020	Period ended 31 March 2019
Buildings	119	119
Land	66	38
Plant & Machinery and other assets	23	23
Total	**208**	**180**

Notes to the financial statements for the year ended 31 March 2020

45. Due to the nationwide lockdown in March 2020, the Company temporarily suspended its operations in compliance with lockdown instructions. Covid-19 has impacted the normal business operations of the Company by way of interruptions in production, supply chain and production facilities etc. during the lock down period extended till mid of May, 2020. However, productions and supply of goods has gradually commenced in months of May/June 2020 at the manufacturing locations after obtaining permissions from the appropriate government authorities.

    The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the liquidity position to continue operations for the next year and carrying amounts of property, plant and equipment, inventories, receivables and other current assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial results has used internal and external sources on the expected future performance of the Company. Based on current estimates the Company expects the carrying amount of these assets will get recovered. The impact of COVID-19 on the Company's financial results may differ from that estimated as at the date of approval of these financial results, given the nature of the pandemic, the Company will continue to monitor developments to identify and manage any significant uncertainties relating to its future economic outlook.

As per our report of even date attached

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

Per Amit Chugh
Partner
Membership No. 505224

Place : Gurugram
Date : 28 July, 2020

For and on behalf of Signify Innovations India Limited (Formerly Philips Ligting India Limited)

Sumit Padmakar Joshi
Vice-Chairman, Managing Director and CEO
(DIN: 07018906)

Sukanto Aich
Whole Time Director
(DIN: 02175058)

Dibyendu Raychaudhury
Chief Financial Officer
(PAN - AEFPR7095P)

Nitin Mittal
Head of Legal and Company Secretary
(Membership No. - FCS-7044)

Place : Gurugram
Date : 28 July, 2020

NOTES

Registered Office
Signify Innovations India Limited
Mangalam Business Center, Block B, 6th Floor,
22, Camac Street, Kolkata – 700016
Tel: +91 33 66297000

Corporate Office
Signify Innovations India Limited
9th Floor, DLF – 9B, DLF Cyber City,
DLF Phase – 3, Gurugram 122002
Tel: +91-124-460 6000,

Northern Region
Signify Innovations India Limited
9th Floor, DLF – 9B, DLF Cyber City,
DLF Phase – 3, Gurugram 122002
Tel: +91-124-460 6000

Eastern Region
Signify Innovations India Limited
Mangalam Business Center, Block B, 6th Floor,
22, Camac Street, Kolkata – 700016
Tel: +91 33 66297000

Western Region
Signify Innovations India Limited
Boomerang, B2 Wing, 5th Floor, Unit No. 506,
Chandivali Farm Road, Near Chandivali Studio,
Andheri (East) Mumbai-400 072.
Tel: +91 22 62443000

Southern Region
Philips Lighting India Ltd
3rd Floor, Block C, Shafee Mohammed Rd,
Off Greams Road, Chennai,
Tamil Nadu 600008, India
Tel: +91 44 6607 4000

Factory:
Vadodara:
Signify Innovations India Limited
Kural Village, Padra-Jambusar Road
Taluka Padra, Vadodara - 391403
Gujarat

Other Centers & Offices:
Ahmedabad:
Signify Innovations India Limited
Flexi Business Hub, 2 Floor, Mahdur Complex,
Opp. Gwalia Sweets, Stadium Six Road,
Navrangpura, Ahmedabad – 380009

Bangalore:
Signify Innovations India Limited
Signify Innovations Lab
5th Floor, Green Heart Building
MFAR Phase IV, Manyata Tech Park
Nagavara, Bangalore – 560045

Bangalore:
Signify Innovations India Limited
Unit D & E, 13th Floor, Madhavan
North Avenue, Block-M2,
Manyata Embassy Business park,
Nagavara, Bengaluru- 560045,

Hyderabad:
Signify Innovations India Limited
Level 1, MB Towers, Road No.10, Banjara Hills,
Hyderabad-500034, Telangana

Noida:
Signify Innovations India Limited
C-46/47, Sector-57, Noida- 201301, UP

Pune:
Signify Innovations India Limited
Division - "Cooper Lighting Solution"
'Quadra 1", 4th Floor, Survey No.
238/239, Hadapsar, Taluka Haveli,
Pune – 411028

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