DR. ASIM KUMAR CHATTOPADHYAY
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To
The Chairman,
SIGNIFY INNOVATIONS INDIA LIMITED
(Formerly known as 'Philips Lighting India Limited')
PS ARCADIA CENTRAL,
3A, 3rd floor, 4A, Abanindranath Thakur Sarani (Camac Street),
Kolkata – 700 017, West Bengal

SCRUTINIZER'S REPORT ON SALE AND TRANSFER OF " VLF LED BUSINESS UNDERTAKING"

(Pursuant to Section 110 & 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

I, Dr. Asim Kumar Chattopadhyay, Practising Company Secretary have been appointed as the Scrutinizer by the Board of Directors of the Company at their Meeting of the Board of Directors held on 18th June, 2025 pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct Remote E-Voting process in a fair and transparent manner and I had communicated my Consent to be appointed and subsequently accepted.

The resolution set out below was proposed for seeking approval by the Members of Signify Innovations India Limited (**"Company"**) postal ballot through remote e-voting process (**"Postal Ballot"**) being provided by the Company to cast their votes, pursuant to Section 110 of the Companies Act, 2013 (**"Act"**), the Companies (Management and Administration) Rules, 2014 (**"Rules"**) and other applicable provisions of the Act and the rules, Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

Pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the "Act", as amended from time to time) read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules", as amended from time to time), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), in each case, as amended from time to time, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding general meetings / conducting Postal Ballot process through e-voting vide General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, read with other relevant circulars, including General Circular No. 09/2024 dated 19th September, 2024, issued by the MCA from time to time (hereinafter collectively referred to as the "MCA Circulars"), and any other applicable laws and regulations, to transact the business mentioned in the Resolution appended below as Special Business as set out in this Notice as special resolution which was passed by the Members of Signify Innovations India Limited by way of postal ballot through remote electronic voting (e-voting) only.

ASIM KUMAR CHATTOPADHYAY

According to Section 180(1)(a) of the Act, sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of a company, or where a company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders by way of a special resolution.

Pursuant to Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof was annexed to the Postal Ballot Notice dated 25th June 2025.

In accordance with, the said circulars, the Postal Ballot of the Company was conducted through Electronically. **Kfin Technologies Limited ("Kfin") ("Registrar and Transfer Agent")** as the agency to provided facility for remote e-voting.

The facility for appointment of Proxy by the Members was not available for this Postal Ballot and hence the Proxy Forms were not annexed with the Postal Ballot Notice.

Postal Ballot Notice was sent to those Members whose names appear on the Register of Members/ List of Beneficial Owners as on 20th June, 2025 ("**Cut-Off Date**"). Voting rights of a Member / Beneficial Owner shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

This Postal Ballot Notice is also available on the Company's website at www.signify.com and on the website of Kfin Technologies Limited ('Kfin') at https://evoting.kfintech.com.

The voting period through Remote e-voting was commenced at 9.00 a.m. on Thursday, 26th June, 2025 and end at 5.00 p.m. on Friday, 25th July, 2025.

The Members were given Option to cast their votes electronically for exercising their voting rights by Assenting or Dissenting the concerned **Special Resolution under Special Business** in the Notice of the Postal Ballot Dated 25th June, 2025 of the company on the E-Voting platform provided by **Kfin Technologies Limited is given hereunder as a ready reference:**

SPECIAL BUSINESS:

TO APPROVE THE SALE AND TRANSFER OF 'VLF LED BUSINESS UNDERTAKING' OF THE COMPANY SITUATED AT THE IDENTIFIED PORTION OF THE FACTORY IN VADODARA, GUJARAT BY WAY OF SLUMP SALE AS A GOING CONCERN, PURSUANT TO UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 TO THE PROPOSED JOINT VENTURE COMPANY.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and other applicable laws, (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approvals as may be applicable and required under various statutes or regulations or any other law for the time being in force, the consent of the Members of Signify Innovations India Limited (hereinafter referred to as the "Company") be and is hereby accorded to sell / transfer / dispose its assets and liabilities (except land & building), along with the relevant plant and machinery, pertaining to the Company's business relating to LED lighting manufacturing operations at the identified portion of the manufacturing unit of the Company located at Block Nos. 108B and 148, Kural

ASIM KUMAR CHATTOPADHYAY

Village, Padra-Jambusar Road, Taluka Padra, Vadodara – 391403, Gujarat (hereinafter referred to as the 'VLF LED Business Undertaking') on the terms and conditions laid down in the business transfer agreement ('BTA') proposed to be executed by the Company with the proposed Joint Venture Company, as a going concern on a slump sale basis and on an 'as is where is' basis, or in any other manner as may be decided in the best interest of the Company, to the proposed Joint Venture Company whose shareholding is proposed to be held by the Company and Dixon Technologies (India) Limited (hereinafter referred to as 'Dixon') on a 50:50 equity shareholding basis, for a lump-sum consideration of Rs.140.30 Crore (Rupees One Hundred Forty Crore and Thirty Lakh) subject to certain adjustments after closing, as agreed in the BTA.

RESOLVED FURTHER THAT the Board of Directors of the Company, and Mr. Sumit Padmakar Joshi, Managing Director & CEO, Mr. Dibyendu Raychaudhury, Whole-time Director & CFO, and Mr. Nitin Mittal, Head of Legal & Company Secretary be and are hereby severally authorized to: (a) deal, negotiate, finalize, sign, execute and perform the BTA and/or any other applicable agreements or documents or papers as part of the definitive documentations in connection with the proposed joint venture company on behalf of the Company; (b) agree to necessary adjustments, amendments, modifications, variations or waivers (as may be required) in connection with the proposed joint venture with Dixon Technologies (India) Limited and the proposed Joint Venture Company on behalf of the Company; (c) file applications and make representations in respect thereof and seek necessary approvals from applicable authorities, as may be required; (d) settle any questions, difficulties or doubts that may arise in this regard and incidental thereto, in each case, without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution; (e) undertake all such other acts, deeds, filings (including with the Registrar of Companies, Ministry of Corporate Affairs) and things for, and on behalf of, the Company as may be considered necessary, desirable, appropriate, expedient or incidental (in their absolute discretion) to give effect to these resolutions; and (f) take all necessary steps and decisions which may be necessary to do so in regard to the above authority.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, as may be deemed necessary to give effect to this Resolution.

RESOLVED FURTHER THAT any of the Directors, Whole-time Directors, KMPs, Company Secretary and Dy Company Secretary be and are hereby severally authorized to file Form MGT-14 with the Registrar of Companies, to make necessary entries in the statutory registers of the company, if any, and to do all such acts, deeds, and things as may deem fit to give effect to this resolution.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to issue a certified true copy of these resolutions as and when required."

The votes cast under remote e-voting facilities were thereafter unblocked and were counted in the presence of Two Witnesses as signed below.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to the remote e-voting Special Resolution as mentioned hereinbefore.

ASIM KUMAR
CHATTOPADHYAY

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution.

Based on the results made available to me, 65 Members have cast their votes through Remote E-Voting platform. I submit herewith the consolidated report.

ASIM KUMAR CHATTOPADHYAY

Digitally signed by ASIM KUMAR CHATTOPADHYAY
DN: c=IN, o=Personal, title=2985, 2.5.4.20=fe0dfe6fa0da2be202d00e2a550c4aef9157ea4378202706b61109aafd605da6, postalCode=700035, st=West Bengal, serialNumber=b80699bf215c3a2303d7d8a51c94a2ca138b054451dd77b2a3be2a4a205a0ee9, cn=ASIM KUMAR CHATTOPADHYAY
Date: 2025.07.25 19:38:16 +05'30'

DR. ASIM KUMAR CHATTOPADHYAY
Practising Company Secretary
FCS 2303 , CP 880
Peer Review Certificate No. – 6375/2025
Unique Identification No. I1985WB015800
UDIN :: F002303G000866353
Date : 25/07/2025

1. Witness:	*2. Witness:*
Alhaup-Shyo	Chhabi Mukherjee.
DL.NO. WB1520130165346	PAN: AMTPM7588E

Consolidated Report

SIGNIFY INNOVATIONS INDIA LIMITED
(Formerly known as 'Philips Lighting India Limited')
PS ARCADIA CENTRAL,
3A, 3rd floor, 4A, Abanindranath Thakur Sarani (Camac Street),
Kolkata – 700 017, West Bengal

Resolution (Special Business) as Special Resolution :

TO APPROVE THE SALE AND TRANSFER OF 'VLF LED BUSINESS UNDERTAKING' OF THE COMPANY SITUATED AT THE IDENTIFIED PORTION OF THE FACTORY IN VADODARA, GUJARAT BY WAY OF SLUMP SALE AS A GOING CONCERN, PURSUANT TO SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 TO THE PROPOSED JOINT VENTURE COMPANY.

(i) Voted in **Favour** of the Resolution

Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
50	**55325314**	**99.9991**

(ii) Voted **Against** the Resolution

Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
15	**482**	**0.0009**

(iii) **Invalid** votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

The said Special Resolution is carried with Requisite Majority.

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Resolution : TO APPROVE THE SALE AND TRANSFER OF 'VLF LED BUSINESS UNDERTAKING' OF THE COMPANY SITUATED AT THE IDENTIFIED PORTION OF THE FACTORY IN VADODARA, GUJARAT BY WAY OF SLUMP SALE AS A GOING CONCERN, PURSUANT TO UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 TO THE PROPOSED JOINT VENTURE COMPANY

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Public – Institutional Holders	13494	0	0	0	0	0	0
Promoter and Promoter Group	55290242	55290242	100	55290242	0	100	0
Public-Others	2213506	35554	1.6062	35072	482	98.6443	1.3556
Total	57517242	55325796	96.1899	55325314	482	99.9991	0.0009

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