

MADHURI PANDEY
Practicing Company Secretary

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
KOLKATA BENCH
C.A. (CAA) NO.1157/KB OF 2020

IN THE MATTER OF:
AN APPLICATION UNDER SECTION 230 AND 232
AND OTHER APPLICABLE PROVISIONS OF THE
COMPANIES (COMPROMISES, ARRANGEMENTS
AND AMALGAMATIONS) RULES, 2016;

AND

IN THE MATTER OF COMPOSITE SCHEME OF
ARRANGEMENT BETWEEN PHILIPS INDIA
LIMITED, PREETHI KITCHEN APPLIANCES
PRIVATE LIMITED AND PHILIPS DOMESTIC
APPLIANCES INDIA LIMITED AND THEIR
RESPECTIVE SHAREHOLDERS

AND

IN THE MATTER OF:

Philips India Limited, a company, incorporated under
the Companies Act, 1913, and existing under the
Companies Act, 2013, having its registered office at
3rd Floor, Tower A, DLF IT Park, 08 Block AF Major
Arterial Road, New Town (Rajarhat) Kolkata –
700156, West Bengal, India

CIN: U31902WB1930PLC006663

...Applicant Company No. 1/ Demerged Company

AND

Philips Domestic Appliances India Limited, a
company, incorporated under the Companies Act,
2013, having its registered office at 3rd Floor, Tower
A, DLF IT Park, 08 Block AF Major Arterial Road,
New Town, Kolkata – 700156, West Bengal, India

CIN: U29308WB2020PLC238116

...Applicant Company No. 2/ Resulting
Company

AND

Preethi Kitchen Appliances Private Limited, a
company, incorporated under the Companies Act,
1956, having its registered office at Raheja Platinum,
Sag Baug Road, Off, Andheri Kurla Road, Andheri
East, Mumbai – 400059, Maharashtra.

CIN: U36993MH2011PTC213827

...Amalgamating Company

AND

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In the matter of:

1. Philips India Limited
 2. Philips Domestic Appliances India Limited
- ...APPLICANTS

SCRUTINIZER'S REPORT

[Pursuant to Section 230(6) read with Section 109(5) of the Companies Act, 2013, Rule 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014]

To,
Shri Dharendra Nath Sharma,
Advocate
The Chairperson appointed by the Hon'ble NCLT, Bench at Kolkata for the meeting of Equity Shareholders of Philips India Limited

Dear Sir,

Re: Report on result of voting on resolution for approval of Scheme of Amalgamation

I, Madhuri Pandey, Company Secretary in whole time Practice (ACS: 55836, COP 20723), appointed as the Scrutinizer for the purpose of voting through remote e-voting as well as e-voting at the virtual meeting of the equity shareholders of Philips India Limited ("**Company**") held via Video Conferencing or Other Audio Visual Mode in terms of the order dated 05.01.2021 of the Hon'ble National Company Law Tribunal, Kolkata Bench ("**Tribunal**"), on Friday, the 19th day of February, 2021 at 11:00 A.M., do hereby submit my report as under:

1. Compliances with the provisions of the Companies Act, 2013 and order dated 05.01.2021 ("**Order**") of the Hon'ble Tribunal, relating to voting remote e-voting as well as e-voting at the virtual meeting by the Equity Shareholders of the Company on the Resolution contained in the Notice dated 12.01.2021 as sent by the Company on 15.01.2021/ 18.01.2021, are the responsibility of the Management of the Company. My responsibility as Scrutinizer is to ensure that voting process, in all applicable modes, is conducted in a fair and transparent manner and to make a Scrutinizer's Report being this Report, of the total votes cast "in favour" and "against" the said Resolution based on counting of votes cast by (i) remote e-voting between 9.00 A.M. on 15.02.2021 and 5.00 P.M. on 18.02.2021, as well as (ii) e-voting facility available during the meeting.

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2. In terms of the Order of the Hon'ble Tribunal, equity shareholders of the Company as at 12.02.2021 were given the option to vote on the Scheme by way of (i) remote e-voting between 9.00 A.M. on 15.02.2021 and 5.00 P.M. on 18.02.2021, as well as (ii) e-voting facility available during the meeting.
3. On completion of e-voting during the meeting, the results of the remote e-voting and e-voting at the meeting at the <https://evoting.kfintech.com> e-voting were unblocked and downloaded.
4. The results were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
5. I have relied on the information provided by the Company, in relation to the shareholders details.
6. Based on the details containing list of Equity shareholders who have cast their votes by way of remote e-voting as well as e-voting, the results of the voting on the Resolution, is given as under:

Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 230 - 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules, circulars and notifications made thereunder, as may be applicable, and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of Philips India Limited ("**Company**"), and subject to the approval of the Kolkata Bench of the National Company Law Tribunal, the Mumbai Bench of the National Company Law Tribunal and such other approvals, permissions and sanctions of regulatory or governmental and other authorities or tribunals, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Kolkata Bench of the National Company Law Tribunal, the Mumbai Bench of the National Company Law Tribunal, or by any regulatory or other authorities or tribunal, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this resolution), the proposed arrangement embodied in the composite scheme of arrangement amongst the Company, a public limited company, having its registered office at 3rd Floor, Tower A, DLF IT Park, 08 Block AF Major Arterial Road, New Town (Rajarhat) Kolkata – 700156, West Bengal, Preethi Kitchen Appliances Private Limited, a private limited company, having its registered office at Raheja Platinum, Sag Baug Road, Off, Andheri Kurla Road, Andheri East, Mumbai – 400059, Maharashtra, Philips Domestic Appliances India Limited, a public limited company, having its registered office at 3rd Floor, Tower A, DLF IT Park, 08 Block AF Major Arterial Road, New Town, Kolkata-700156, West Bengal and their

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respective shareholders ("**Scheme**"), as enclosed to the notice of this meeting of the equity shareholders of the Company and as placed before this meeting, be and is hereby approved with or without modification and for conditions, if any, which may be required and/or imposed and/or permitted by the Kolkata Bench of the National Company Law Tribunal or the Mumbai Bench of the National Company Law Tribunal while sanctioning the Scheme and/or by any other tribunal or governmental authority, without being required to seek any further consent or approval of the equity shareholders of the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the Kolkata Bench of the National Company Law Tribunal and/or the Mumbai Bench of the National Company Law Tribunal, while sanctioning the Scheme, or by any governmental authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/ or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, the relevant benches of the National Company Law Tribunal, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, without being required to seek any further consent or approval of the equity shareholders of the Company."



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VOTING:

Mode of Voting	In favour			Against			Invalid	Total Invalid Votes
	No. of Equity Shareholders	No. of Votes Cast	% of Total value of valid votes cast	No. of Equity Shareholders	No. of Votes Cast	% of Total value of valid votes cast	No. of Equity Shareholders	No. of Invalid Votes Cast
Remote E-Voting	11	55312639	99.97%	9	15333	0.03%	1	23075
E-Voting during the virtual meeting	2	42	0.00	1	102	0.00%	0	0
Total	13	55312681	99.97%	10	15435	0.03%	1	23075

7. The Resolution was duly passed by requisite majority, as aforesaid.
8. The electronic data and all other relevant records relating to e-voting were handed over to the Chairperson of the meeting.

Place : Kolkata
Date : 19.02.2021

Yours faithfully

Madhuri Pandey
(CS Madhuri Pandey)
Scrutinizer



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