

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 96th Annual General Meeting of PHILIPS INDIA LIMITED ("the Company") will be held on Tuesday, 22nd September 2026 through Video Conference / Other Audio Visual Means at 11:30 a.m. The venue of the meeting shall be deemed to be at the registered office of the Company at Rajarhat, 4A, 5th Floor, Ecospace Business Park, premises, AA II, Newtown, Chakpachuria, Kolkata, West Bengal 700156 India to transact the following businesses:

ORDINARY BUSINESS:

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolution:

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss for the year ended on that date, Cash Flow Statement and Statement of Change in Equity for the financial year ended March 31, 2026 and the reports of the Auditors and Directors thereon.
2. To appoint a Director in the place of Mr. Harish Chawla (DIN: 07958339), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To appoint M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration Number: 012754N/N500016), as Statutory Auditors of the Company and to fix their remuneration;

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and Board of Directors, M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration Number: 012754N/N500016), be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the One Hundred and First (101st) Annual General Meeting of the Company, at such remuneration plus applicable taxes, out-of-pocket, travelling and other expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Resolved further that the Board be and is hereby authorized to do all such deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. SUNIL SAYAL AS AN INDEPENDENT DIRECTOR (DIN: 00709793).

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and in accordance with the provisions of the Article of Association of Company, Mr. Sunil Sayal holding DIN: 00709793, who was appointed as an Additional Director (in the category of Non-Executive Independent Director) of the Company under Section 149 & 161 of the Companies Act, 2013, on the recommendation of the Nomination and Remuneration Committee, by the Board of Directors effective from May 25, 2026 and who holds office upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom Nomination and Remuneration Committee has recommended his candidature for the office of the Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of five years, with effect from May 25, 2026.

Resolved further that the Board be and is hereby authorized to do all such deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

5. REVISION IN REMUNERATION OF MR. BHARATH RAMRAMAN SESHA, MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

“Resolved that in partial modification of the resolution passed by the Shareholders in the 94th Annual General Meeting held on September 27, 2024 and the 95th Annual General Meeting held on September 23, 2025 and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and the provisions of Sections 196, 197, 198, 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 Company be and is hereby accorded for the revision in remuneration payable to Mr. Bharath RamRaman Sessa, Managing Director, having DIN 01983066, for the period beginning from April 01, 2026 to July 31, 2026 and with effect from August 01, 2026, onwards 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. Bharath RamRaman Sessa.

Resolved further that in the event of loss or inadequacy of profits in the Company in any financial year during the term of Mr. Bharath RamRaman Sessa holding office as Managing Director, the remuneration and perquisites set out in the Explanatory Statement 5 annexed hereto, be paid or granted to Mr. Bharath RamRaman Sessa 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 the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

6. REVISION IN REMUNERATION OF MR. DEV KUMAR TRIPATHY, WHOLE-TIME DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

“Resolved that in partial modification of the resolution passed by the Shareholders in the 94th Annual General Meeting held on September 27, 2024 and the 95th Annual General Meeting held on September 23, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of 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 Company be and is hereby accorded for the revision in remuneration payable to Mr. Dev Kumar Tripathy, having DIN 10373357, Whole-time Director and Chief Financial Officer, to take effect from April 01, 2026 to August 09, 2026, 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. Dev Kumar Tripathy.

Resolved further that in the event of loss or inadequacy of profits in the Company in any financial year during the term of Mr. Dev Kumar Tripathy holding office as Whole-time Director and Chief Financial Officer, the remuneration and perquisites set out in the Explanatory Statement 6 annexed hereto, be paid or granted to Mr. Dev Kumar Tripathy 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 the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

7. REVISION IN REMUNERATION OF MR. HARISH CHAWLA, WHOLE-TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

“Resolved that in partial modification of the resolution passed by the Shareholders in the 94th Annual General Meeting held on September 27, 2024 and the 95th Annual General Meeting held on September 23, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of 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 Company be and is hereby accorded for the revision in remuneration payable to Mr. Harish Chawla, Whole-time Director bearing DIN: 07958339, to take effect from April 1, 2026, 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. Harish Chawla.

Resolved further that in the event of loss or inadequacy of profits in the Company in any financial year during the term of Mr. Harish Chawla holding office as Whole-time Director, the remuneration and perquisites set out in the Explanatory Statement 7 annexed hereto, be paid or granted to Mr. Harish Chawla 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 the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

8. APPROVAL OF REMUNERATION OF COST AUDITORS OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“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 and on the recommendation of Audit Committee and approval by the Board, the Members of the Company hereby approves the remuneration/professional fee of INR 8,74,000/- (Rupees Eight Lacs and Seventy Four Thousand only) plus applicable taxes and out of pocket expenses incurred by them in connection with the cost audit for the year ending 31, March 2027, payable to M/s. R. Nanabhoy & Company, Cost Accountants, having registration number 7464 who are appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audit relating to cost records of the Company for the year ending March 31, 2027.

Resolved further that the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

By Order of the Board
For Philips India Limited

Swati Batra
Company Secretary
Membership No: A23592
Address: 4th Floor unit no-
402 Worldmark-3, Sector-65
Gurugram - 122018 Haryana.

Date : August 06, 2026
Place : Gurugram

EXPLANATORY STATEMENT

Under Section 102 of the Companies Act, 2013

ITEM NO. 4

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Mr. Sunil Sayal (DIN: 00709793) as an Additional Independent Director of the Company in its meeting held on May 25, 2026, up till the date of ensuing General Meeting.

The Nomination and Remuneration Committee has recommended the candidature of Mr. Sunil Sayal as Independent Director of the Company. Mr. Sunil Sayal is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

Further on the recommendation of Nomination and Remuneration Committee and in accordance with the provisions of the Articles of Association of the Company, the Board of Directors has recommended the appointment of Mr. Sunil Sayal as an Independent Director, for approval of the shareholders of the Company.

The brief profile of Mr. Sunil Sayal is given below:

Mr. Sunil Sayal is a finance veteran, with deep expertise in the telecom infrastructure sector. He has led finance functions, and has also served on the Boards of Nokia and Ericsson in India.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Sunil Sayal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

The matter regarding appointment of Mr. Sunil Sayal as Independent Director was placed before the Nomination and Remuneration Committee, which recommended his appointment as an Independent Director for a period of five years up to May 24, 2031.

In the opinion of the Board of Directors, Mr. Sunil Sayal proposed to be appointed as Independent Director, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder, and he is independent of the Management. Further, consequent to the appointment of Mr. Sunil Sayal there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

Your Directors recommend the resolution set forth in Item No. 4 for the approval of the members. Except Mr. Sunil Sayal, being the appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives is interested or concerned, financially or otherwise in the resolution as set out at Item No. 4.

ITEM NO. 5

The Board of Directors at their meeting held on August 7, 2024, pursuant to the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Bharath RamRaman Sesha as a Managing Director of the Company, for a period of 5 years, with effect from September 1, 2024, which was approved by the shareholders of the Company at the Ninety Fourth Annual General Meeting of the Company held on September 27, 2024. Subsequently, his remuneration was revised and approved by shareholders in the 95th Annual General Meeting based on his performance.

As per annual performance review process followed by the Company, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors accorded its approval on May 25, 2026, for revision in remuneration payable to Mr. Bharath RamRaman Sesha with effect from April 01, 2026, for the approval of the members.

The details of the present remuneration paid to Mr. Bharath RamRaman Sesha, along with the proposed remuneration effective from April 01, 2026, to July 31, 2026, are as below:

Particulars of Remuneration	Existing Remuneration	Revised Remuneration payable for the period beginning from April 01, 2026, to July 31, 2026
Salary	INR 2,907,857.33 per month aggregating to INR 34,894,288 or such higher amount as may be approved by the Board of Directors or any Committee thereof from time to time. The amount of INR 2,907,857.33/- per month includes: Basic Salary: 1,017,750.07 per month House Rent Allowance: 508,875.03 per month Flexible Benefit Plan: 1,210,148.45 per month Provident Fund: 122,130.01 per month Gratuity: 48,953.78 per month	INR 3,287,773.17 per month aggregating to INR 39,453,278.01 or such higher amount as may be approved by the Board of Directors or any Committee thereof from time to time. The amount of INR 3,287,773.17/- per month includes: Basic Salary: 1,150,720.61 per month House Rent Allowance: 575,360.30 per month Flexible Benefit Plan: 591,799.17 per month Conveyance: 747,968.40 per month Provident Fund: 138,086.47 per month Gratuity: 83,838.22 per month
Variable Performance Linked Bonus	40% of Base Pay (INR 13,957,715.2) or as may be reviewed by Nomination and Remuneration Committee and approved by Board of Director based on each year performance.	40% of Base Pay (INR 15,781,311.2) or as may be reviewed by Nomination and Remuneration Committee and approved by Board of Director based on each year performance.
Perquisites	Subject to the limits contained in Schedule V of the Companies Act, 2013, LTI and other perquisites including Shares (as per global LTI plan) continue to be paid as per appointment letter and Rules of the Company as amended from time to time. Mr. Bharath RamRaman Sesha shall not be paid sitting fee for attending meetings of the Board of Directors of the Company or any Committee thereof.	

Further, the Nomination and Remuneration Committee, at its meeting held on August 06, 2026, reviewed and reassessed the remuneration of Mr. Bharath RamRaman Sesha, having regard to market replacement cost and prevailing market standards and his contribution to Company's business growth. Thereafter, the Committee recommended an increase in Mr. Bharath RamRaman Sesha's remuneration, which was subsequently approved by the Board of Directors, at its meeting held on August 06, 2026, and is put before the Shareholders for approval.

The details of the revised remuneration payable to Mr. Bharath RamRaman Sesha with effect from August 01, 2026 are as below:

Particulars of Remuneration	Revised Remuneration payable w.e.f August 01, 2026
Salary	INR 36,16,550.48 per month aggregating to INR 4,33,98,605.80 or such higher amount as may be approved by the Board of Directors or any Committee thereof from time to time. The amount of INR 36,16,550.48/- per month includes: Basic Salary: 1,265,792.67 per month House Rent Allowance: 632,896.34 per month Flexible Benefit Plan: 650,979.09 per month Conveyance: 822,765.24 per month Provident Fund: 151,895.12 per month Gratuity: 92,222.04 per month

Particulars of Remuneration	Revised Remuneration payable w.e.f August 01, 2026
Variable Performance Linked Bonus	40% of Base Pay (INR 17,359,442.32) or as may be reviewed by Nomination and Remuneration Committee and approved by Board of Director based on each year performance.
Perquisites	Subject to the limits contained in Schedule V of the Companies Act, 2013, LTI and other perquisites including Shares (as per global LTI plan) continue to be paid as per appointment letter and Rules of the Company as amended from time to time. Mr. Bharath RamRaman Sesha shall not be paid sitting fee for attending meetings of the Board of Directors of the Company or any Committee thereof.

The resolution for revision in remuneration of Mr. Bharath RamRaman Sesha is appropriate and in the best interests of the Company.

Except Mr. Bharath RamRaman Sesha, none of the Directors or 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.

In view of the applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at Item no. 5 of the accompanying Notice for the approval of the Members.

ITEM NO. 6

The Board of Directors at their meeting held on October 31, 2023, appointed Mr. Dev Kumar Tripathy as Chief Financial Officer of the Company upon the recommendation of the Nomination and Remuneration Committee. The Board of Directors, at their meeting held on December 15, 2023, had appointed Mr. Dev Kumar Tripathy as a Whole-time Director of the Company, for a term of five years with effect from December 15, 2023, which was approved by the shareholders of the Company at the Ninety Fourth Annual General Meeting of the Company held on September 27, 2024. Subsequently, his remuneration was revised and approved by shareholders in the 95th Annual General Meeting based on his performance.

As per annual performance review process followed by the Company, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors accorded its approval on May 25, 2026, for revision in remuneration payable to Mr. Dev Kumar Tripathy with effect from April 01, 2026, for the approval of the members. Mr. Dev Kumar Tripathy has tendered his resignation from the office of Whole-time Director and Chief Financial Officer of the Company w.e.f. August 09, 2026.

The details of the present remuneration paid to Mr. Dev Kumar Tripathy along with the proposed remuneration are as below:

Particulars of Remuneration	Existing Remuneration	Revised Remuneration payable w.e.f April 01, 2026 to August 09, 2026
Salary	INR 1,200,288 per month aggregating to INR 14,403,452 or such higher amount as may be approved by the Board of Directors or any Committee thereof from time to time. The amount of INR 1,200,288 /- per month includes: Basic Salary: 420,101 per month House Rent Allowance: 210,050 per month Flexible Benefit Plan: 499,518 per month Provident Fund: 50,412 per month Gratuity: 20,207 per month	INR 1,260,302 per month aggregating to INR 15,123,625 or such higher amount as may be approved by the Board of Directors or any Committee thereof from time to time. The amount of INR 1,260,302/- per month includes: Basic Salary: 441,106 per month House Rent Allowance: 220,553 per month Flexible Benefit Plan: 226,854 per month Conveyance: 286,719 per month Provident Fund: 52,933 per month Gratuity: 32,138 per month

Particulars of Remuneration	Existing Remuneration	Revised Remuneration payable w.e.f April 01, 2026 to August 09, 2026
Variable Performance Linked Bonus	25% of Base Pay (INR 3,600,863) or as may be reviewed by Nomination and Remuneration Committee and approved by Board of Director based on each year performance.	25% of Base Pay (INR 3,780,906.25) or as may be reviewed by Nomination and Remuneration Committee and approved by Board of Director based on each year performance.
Perquisites	Subject to the limits contained in Schedule V of the Companies Act, 2013, LTI and other perquisites including Shares (as per global LTI plan) continue to be paid as per appointment letter and Rules of the Company as amended from time to time. Mr. Dev Kumar Tripathy shall not be paid sitting fee for attending meetings of the Board of Directors of the Company or any Committee thereof.	

The resolution for revision in remuneration of Mr. Dev Kumar Tripathy is appropriate and as per the policy of the Company.

Except Mr. Dev Kumar Tripathy, none of the Directors or 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.

In view of the applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at Item no. 6 of the accompanying Notice for the approval of the Members.

ITEM NO. 7

Mr. Harish Chawla was appointed as Whole-time Director with effect from July 18, 2024, for a term of five years which was approved by the shareholders of the Company at the Ninety Fourth Annual General Meeting of the Company held on September 27, 2024. Subsequently, his remuneration was revised and approved by shareholders in the 95th Annual General Meeting based on his performance.

As per annual performance review process followed by the Company, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors accorded its approval on May 25, 2026, for revision in remuneration payable to Mr. Harish Chawla with effect from April 01, 2026, for the approval of the members.

The details of the present remuneration paid to Mr. Harish Chawla along with the proposed remuneration are as below:

Particulars of Remuneration	Existing Remuneration	Revised Remuneration payable w.e.f April 01, 2026
Salary	INR 1,059,428.83 per month aggregating to INR 12,713,146.00 or such higher amount as may be approved by the Board of Directors or any Committee thereof from time to time. The amount of INR 1,059,428/- per month includes: Basic Salary: 370,800.09 per month House Rent Allowance: 185,400.05 per month Flexible Benefit Plan: 440,897.20 per month Provident Fund: 44,496.01 per month Gratuity: 17,835.48 per month	INR 1,117,697.42 per month aggregating to INR 13,412,369.01 or such higher amount as may be approved by the Board of Directors or any Committee thereof from time to time. The amount of INR 1,117,697.42/- per month includes: Basic Salary: 391,194.10 per month House Rent Allowance: 195,597.05 per month Flexible Benefit Plan: 201,185.54 per month Conveyance: 254,276.16 per month Provident Fund: 46,943.29 per month Gratuity: 28,501.28 per month

Particulars of Remuneration	Existing Remuneration	Revised Remuneration payable w.e.f April 01, 2026
Variable Performance Linked Bonus	20% of Base Pay (INR 2,542,629.2) or as may be reviewed by Nomination and Remuneration Committee and approved by Board of Director based on each year performance.	20% of Base Pay (INR 2,682,473.8) or as may be reviewed by Nomination and Remuneration Committee and approved by Board of Director based on each year performance.
Perquisites	Subject to the limits contained in Schedule V of the Companies Act, 2013, LTI and other perquisites including Shares (as per global LTI plan) continue to be paid as per appointment letter and Rules of the Company as amended from time to time. Mr. Harish Chawla shall not be paid sitting fee for attending meetings of the Board of Directors of the Company or any Committee thereof.	

The resolution for revision in remuneration of Mr. Harish Chawla is appropriate and in the best interests of the Company.

Except Mr. Harish Chawla, none of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

In view of the applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at Item no. 7 of the accompanying Notice for the approval of the Members.

ITEM NO. 8

The Company is required to get its cost records audited 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. R. Nanabhoy & Company, Cost Accountants, having registration number 7464, as the Cost Auditors, to conduct the audit of the cost records and accounts maintained by the Company for the financial year ending March 31, 2027.

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/shareholders is being sought for payment of remuneration to the Cost Auditors for conducting Cost Audit of the financial year ending March 31, 2027, as required under Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014.

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 except to the extent of shareholding in the Company, if any.

In view of the applicable provisions of the Companies Act, 2013, the Board recommends the Resolution as set out at Item no. 8 of the accompanying notice for approval of the members/shareholders.

The details of Directors seeking appointment/re-appointment/revision in remuneration payable to the Directors in item no 2, 4, 5, 6,7, as per requirements of Companies Act, 2013, and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, are provided below:

S. No.	Particulars	Mr. Dev Kumar Tripathy (DIN 10373357)	Mr. Bharath RamRaman Sesha (DIN: 01983066)	Mr. Harish Chawla (DIN: 07958339)	Mr. Sunil Sayal (DIN: 00709793)
1.	Date of Birth and Age	07/03/1977, 49 years	18/05/1972, 54 years	18/06/1969, 57 years	27/09/1961, 64 years
2.	Date of first Appointment	15.12.2023	01.09.2024	18.07.2024	25.05.2026
3.	Qualification	Chartered Accountant and MBA	MBA	Chartered Accountant	FCA/FCS/LLB
4.	Brief Resume	20+ years of experience in leading the operations of finance teams, collaborating closely with business units, clients, and commercial teams to foster solutions, drive sales growth, and uphold a resilient compliance culture.	Decades of experience in leading businesses in multiple sectors, including life sciences, speciality chemicals and material sciences.	31+ years of experience in taxation and Finance.	Finance veteran with deep expertise in the telecom infrastructure sector. He has led finance functions, and has also served on the Boards of Nokia and Ericsson in India.
5.	Experience and expertise in specific functional area	Strategy and Finance	Business Administration	Taxation	Finance
6.	Directorships held in Other Companies in India	Philips Vitalhealth Software India Private Limited	NA	NA	Kestrelsec India Private Limited
7.	Chairman/ Member of the Committee of the Board of other Companies in which they are director	No	No	No	No
8.	Shareholding in "Philips India Limited"	1 (one)	NIL	NIL	NIL
9.	Inter-se Relationship between Directors/ Mangers/Key Managerial Personnel ("KMP")	NIL	NIL	NIL	NIL
10.	Terms and Conditions of Appointment/ Re-appointment and Remuneration	Key terms and conditions of appointment/Re-Appointment and Remuneration is as mentioned in the explanatory statement item of No. 6 of this notice	Key terms and conditions of appointment/Re-Appointment and Remuneration is as mentioned in the explanatory statement item of No. 5 of this notice	Key terms and conditions of appointment/Re-Appointment and Remuneration is as mentioned in the explanatory statement item of No. 7 of this notice	Key terms and conditions of appointment as mentioned in the explanatory statement item of No. 4 of this notice
11.	Remuneration Last Drawn	As per Annual Report	As per Annual Report	As per Annual Report	NA
12.	Number of Board Meetings attended during the Financial Year 2025-26	Five of Five	Five of Five	Five of Five	NA

NOTES:

1. Pursuant to Ministry of Corporate Affair ('MCA') Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 read with Circular No. 3/2025 dated September 22, 2025 and other applicable circulars ("MCA Circulars"), if any, has allowed the Companies to conduct the AGM/ EGM or passing of Ordinary/ Special Resolution through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till 30th September of the respective financial year in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 and physical attendance of the Members to the AGM venue is not required. In accordance with the said circulars, the 96th AGM of the Company will be conducted through VC / OAVM on Tuesday, 22nd September 2026. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. Kfin Technologies 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 in Notes below and is also available on the website of the Company at <https://www.philips.co.in/a-w/about/philips-india-limited>.
3. As per the General Circular No.20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item No. 4 to 8 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. 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.
5. Institutional / Corporate shareholders are requested to send a scanned copy (PDF / JPEG format) of the certified Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the RTA at evoting@kfintech.com and read the other instruction given in point no. 12.
6. 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.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Ordinary & Special Businesses from Item no. 4 to 8 of the Notice and the relevant details of the Directors seeking appointment and revision of remuneration under Item No. 4 to 7 above as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are annexed hereto.
9. Members are requested to contact the Registrar and Share Transfer Agent, M/s Kfin Technologies Ltd., for all matters connected with Company's shares at:

Kfin Technologies Ltd, Selenium, Tower-B, Plot no.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032. Toll Free no. 18 00 3094 001 Telephone: +91 - 40 - 6716 1636 Email id: einward.ris@kfintech.com	Kfin Technologies Ltd, Kankaria centre. 2/1 Russel Street 4 th Floor Kolkata - 700071 Telephone: +91 033 66285939
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10. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH-13). If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in form SH-14, as the case may be.

Members holding shares in physical mode are requested to update KYC details by submitting self-attested copies of PAN Card, Aadhaar Card, Bank account cancelled cheque leaf and duly completed ISR-1, ISR-2 forms. Please note that ISR forms can be downloaded from <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>, Kfin Technologies Ltd. Investor Support Center | Kfintech. Duly complete documents need to be sent at below address for updation.

Kfin Technologies Ltd,
Selenium, Tower-B, Plot no.31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad-500 032.
Toll Free no. 18 00 3094 001
Telephone: +91 - 40 -6716 1636
Email id: einward.ris@kfintech.com

11. 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. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 read with Circular No. 03/2025 dated September 22, 2025 and other applicable circulars ("MCA Circulars"), if any, issued by MCA, physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), including the Notice of the 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 register/update the contact details by submitting the requisite Form ISR-I along with the supporting documents. Form ISR-I can be obtained by clicking on the link <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. Form ISR-I duly filled and signed along with the supporting documents can be submitted to KFIN TECHNOLOGIES LTD.
- III. Members holding shares in dematerialized 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 is available on the website of the Company at <https://www.philips.co.in/a-w/about/philips-india-limited>, and on the website of Kfintech at <https://evoting.kfintech.com> or <https://emeetings.kfintech.com>.

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

- I. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Kfintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- II. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- III. The remote e-voting period commences at 09.00 A.M. on Saturday, September 19, 2026, and end at 05.00 P.M. on Monday, September 21, 2026. The remote e-voting module will be disabled by Kfintech for voting thereafter.
- IV. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date.
- V. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com or einward.ris@kfintech.com. However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- VI. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- VII. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
 1. **Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 2. **Step 2:** Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
 3. **Step 3:** Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders Holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users: - Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. - On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. - After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. - Click on Company name i.e. PHILIPS INDIA LTD or ESP i.e. KFin. - Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period. 3. Those not registered under IDeAS: - Visit https://eservices.nsdl.com for registering. - Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-voting website of NSDL https://www.evoting.nsdl.com. - Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. - Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. - After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. - Click on Company name i.e PHILIPS INDIA LTD or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. - Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Electronic Access To Securities Information (“EASI / Easiest”) facility: - Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com - Click on New System Myeasi. - Login to MyEasi option under quick login. - Login with the registered user ID and password. - Members will be able to view the e-voting Menu. - The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. 2. User not registered for EASI / Easiest - Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration. - Proceed to complete registration using the DP ID, Client ID (BO ID), etc. - After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL - Visit www.cdslindia.com - Provide demat Account Number and PAN - System will authenticate users by sending OTP on registered mobile and email as recorded in the demat Account. - After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Philips India Limited' or select KFin. - Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual Shareholder login through their demat accounts / Website of Depository Participant	- Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. - Once logged-in, Members will be able to view e-voting option. - Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. - Click on options available against 'Philips India Limited' or KFin. - Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

I. Details on #Step I are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A.** Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. 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.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., "Philips India Limited - AGM" and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to Scrutinizer at asimsecy@gmail.com and the RTA at evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."

B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

2. Details on Step 2 are mentioned below:

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i) Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/Kfintech.
- ii) After logging in, click on the Video Conference tab and select the EVEN(EVENT) of the Company.
- iii) Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

13. OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will open from September 20, 2026 (9:00 a.m.) to September 21, 2026 (5.00 p.m.) Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will open from September 20, 2026 (9:00 a.m.) to September 21, 2026 (5.00 p.m.).
- III. The Company reserves the right to restrict the number of questions and number of speakers.

Facility for joining AGM through VC/ OAVM shall open atleast thirty (30) minutes before the scheduled time for the commencement of the Meeting and shall be allowed till 15 minutes from the commencement of the meeting. The Members will be able to view the proceedings on <https://emeetings.kfintech.com>.
- IV. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- V. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
- VI. 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 <https://emeetings.kfintech.com/Questions> / queries received by the Company till September 21, 2026 shall only be considered and responded during the AGM.

- VII. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- VIII. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- IX. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members 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.
- X. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.
- XI. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
- XII. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- XIII. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 15, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- XIV. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - (i) 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
 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> I402345612345678
 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - (ii) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - (iii) Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- XV. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

XVI. KPRISM- Mobile service application by KFin:

Members are requested to note that our Registrar and Share Transfer Agents have launched a mobile application - KPRISM and a website <https://kprism.kfintech.com/> for our investors. Now you can download the mobile app and see your portfolios serviced by KFINTECH. Check Dividend status, request for annual reports, change of address, change/update Bank mandate and download standard forms. The android mobile application can be downloaded from Play Store by searching for "KPRISM". Alternatively, you can also scan the QR code given below and download the android application.

Website - <https://kprism.kfintech.com/>

Play Store - <https://play.google.com/store/apps/details?id=com.kfintech.kprismv3> (Android mobile application).



14. 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.kfintech.com> or contact KFin at the email ID evoting@kfintech.com or call KFin's toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.

15. Members are requested to note the following contact details for addressing e-voting grievances:

Mr. Anil Dalvi (Senior Manager) / Mr. Lokesh Erravelli (Manager)

KFin Technologies Limited

Selenium Tower B, Plot 31 - 32, Gachibowli, Financial District,

Nanakramguda, Hyderabad - 500 032

Telephone: +91 - 40 - 6716 1636

E-mail: einward.ris@kfintech.com

16. 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 <https://evoting.kfintech.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 and will be available for inspection by the Members electronically during the AGM.

17. DIVIDEND RELATED INFORMATION:

- I. The directors do not recommend any dividend for the period ended March 31, 2026
- II. Members are requested to contact KFinTech / Investor Service Department of the Company for encashing the unclaimed dividends standing to the credit of their account.

- III. Pursuant to Section 123 of the Companies Act 2013 (previously Section 205A (5) of the Companies Act, 1956), the unpaid dividend that are due for transfer to the Investor Education and Protection Fund (IEPF) are as follows:

Dividend No.	Date of Declaration	For the year ended	Tentative date for Transfer to IEPF
72.	20.09.2019	31.03.2019	27.10.2026
73.	24.09.2020	31.03.2020	01.11.2027
74.	24.09.2021	31.03.2021	01.11.2028
75.	23.09.2022	31.03.2022	01.11.2029
76.	24.11.2022	31.03.2023	02.01.2030

Pursuant to the provisions of the Companies Act, 2013 and the rules notified thereunder, the Ministry of Corporate Affairs had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which have not been 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 new 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. The details of the unpaid / unclaimed amounts lying with the Company as on September 23, 2025 (date of last Annual General Meeting) are available on the website of the Company www.philips.co.in

Members are requested to contact Kfin Technologies Ltd. for encashing the unclaimed dividends standing to the credit of their account.

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company/ Registrar and Share Transfer Agent, for obtaining payments thereof at least 30 days before they are due for transfer the said fund.

18. Scrutinizer for AGM through VC/OAVM:

- I. Dr. Asim Kumar Chattopadhyay 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 Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, submit to the Chairman or a person authorised by the Chairperson in writing, who shall countersign the same and declare the result of the voting forthwith.
- III. 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.

19. 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 September 15, 2026, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date