

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

U31902WB1930PLC006663

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2026

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	PHILIPS INDIA LIMITED	PHILIPS INDIA LIMITED
Registered office address	Rajarhat. 4A, 5th Floor, Ecospace Business Park,Premises, AA II, Newtown, Chakpachuria, Kolkata, West Bengal - 700156,New Town,New Town,North 24 Parganas,West Bengal,India,700156	Rajarhat. 4A, 5th Floor, Ecospace Business Park,Premises, AA II, Newtown, Chakpachuria, Kolkata, West Bengal - 700156,New Town,New Town,North 24 Parganas,West Bengal,India,700156
Latitude details	88.490701	88.490701
Longitude details	22.586145	22.586145

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Register office_PIL.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****7A

(c) *e-mail ID of the company

*****hilipslegal@philips.com

(d) *Telephone number with STD code

01*****00

(e) Website	https://www.philips.co.in/									
iv *Date of Incorporation (DD/MM/YYYY)	31/01/1930									
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	Public company									
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	Company limited by shares									
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)</i>	Indian Non-Government company									
vi *Whether company is having share capital (as on the financial year end date)	☒ Yes ☐ No									
vii (a) Whether shares listed on recognized Stock Exchange(s)	☐ Yes ☒ No									
(b) Details of stock exchanges where shares are listed										
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 15%;">S. No.</th> <th style="width: 55%;">Stock Exchange Name</th> <th style="width: 30%;">Code</th> </tr> </thead> <tbody> <tr> <td style="height: 30px;"></td> <td></td> <td></td> </tr> </tbody> </table>			S. No.	Stock Exchange Name	Code					
S. No.	Stock Exchange Name	Code								
viii Number of Registrar and Transfer Agent	1									
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 25%;">Name of the Registrar and Transfer Agent</th> <th style="width: 25%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 25%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">L72400TG2017PLC117649</td> <td style="text-align: center;">KFIN TECHNOLOGIES LIMITED</td> <td>301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Maharashtra, India,40007</td> <td style="text-align: center;">117649</td> </tr> </tbody> </table>			CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	L72400TG2017PLC117649	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Maharashtra, India,40007	117649
CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent							
L72400TG2017PLC117649	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Maharashtra, India,40007	117649							
ix * (a) Whether Annual General Meeting (AGM) held	☐ Yes ☒ No									
(b) If yes, date of AGM (DD/MM/YYYY)										
(c) Due date of AGM (DD/MM/YYYY)	30/09/2026									
(d) Whether any extension for AGM granted	☐ Yes ☒ No									
(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension										

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

Due date not approached

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

2

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Wholesale and retail trade; repair of motor vehicles and motorcycles	47	Retail trade, except of motor vehicles and motorcycles	45.93
2	J	Information and communication	62	Computer programming, consultancy and related activities	54.07

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1		000006060609	KONINKLIJKE PHILIPS N.V (KPNV)	Holding	96.13

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
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Total number of equity shares	92000000.00	57517242.00	57517242.00	57517242.00
Total amount of equity shares (in rupees)	920000000.00	575172420.00	575172420.00	575172420.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	92000000	57517242	57517242	57517242
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	920000000.00	575172420.00	575172420	575172420

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	20000000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	200000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference				
Number of preference shares	20000000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	200000000.00	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	55893918	1623324	57517242.00	575172420	575172420	
Increase during the year	0.00	24089.00	24089.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Dematerialization	0	24089	24089.00	0	0	
Decrease during the year	24089.00	0.00	24089.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Dematerialization	24089	0	24089.00	0		

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the end of the year	55869829.00	1647413.00	57517242.00	575172420.00	575172420.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE319A01016

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

71691389537

ii * Net worth of the Company

21681476417

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00

5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	55290242	96.13	0	0.00
10	Others 	0	0.00	0	0.00
	Total	55290242.00	96.13	0.00	0

Total number of shareholders (promoters)

9

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	1587692	2.76	0	0.00
	(ii) Non-resident Indian (NRI)	47667	0.08	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	8568	0.01	0	0.00

5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	1249	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	51632	0.09	0	0.00
10	Others	530192	0.92	0	0.00
	Trust, IEPF, Cleari				
	Total	2227000.00	3.86	0.00	0

Total number of shareholders (other than promoters)

22479

Total number of shareholders (Promoters + Public/Other than promoters)

22488.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	1333
2	Individual - Male	2841
3	Individual - Transgender	0
4	Other than individuals	18314
	Total	22488.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members (other than promoters)	22818	22479
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	0	0	0	0	0
B Non-Promoter	3	3	3	2	0.00	0.00
i Non-Independent	3	0	3	0	0	0
ii Independent	0	3	0	2	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	3	3	3	2	0.00	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
ANGARAI DORAIRAJAN ADITYA RATNAM	05296020	Director	0	
INDU RANJIT SHAHANI	00112289	Director	0	
BHARATH RAMRAMAN SESAHA	01983066	Managing Director	0	
HARISH CHAWLA	07958339	Whole-time director	0	
DEV KUMAR TRIPATHY	10373357	Whole-time director	0	09/08/2026
DEV KUMAR TRIPATHY	10373357	CFO	0	09/08/2026
SWATI BATRA	ATTPK7127J	Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
GEETU GIDWANI VERMA	00696047	Director	30/09/2025	Cessation
INDU RANJIT SHAHANI	00112289	Director	23/09/2025	Change in designation

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	23/09/2025	22845	45	96.14
Extra-Ordinary General Meeting	11/03/2026	22821	39	86.93

B BOARD MEETINGS

*Number of meetings held

5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2025	6	6	100
2	05/08/2025	6	6	100
3	13/11/2025	5	5	100
4	27/01/2026	5	5	100
5	11/03/2026	5	5	100

C COMMITTEE MEETINGS

Number of meetings held

25

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	23/05/2025	3	3	100
2	Audit Committee	05/08/2025	3	3	100
3	Audit Committee	13/11/2025	3	3	100
4	Audit Committee	27/01/2026	3	3	100
5	Audit Committee	11/03/2026	3	3	100
6	Corporate Social Responsibility Committee	05/08/2025	3	3	100
7	Corporate Social Responsibility Committee	13/11/2025	3	3	100
8	Nomination and Remuneration Committee	23/05/2025	5	5	100

9	Nomination and Remuneration Committee	05/08/2025	5	5	100
10	Nomination and Remuneration Committee	11/03/2026	3	3	100
11	Stakeholders Relationship Committee	23/05/2025	4	4	100
12	Stakeholders Relationship Committee	05/08/2025	3	3	100
13	Stakeholders Relationship Committee	13/11/2025	3	3	100
14	Stakeholders Relationship Committee	11/03/2026	3	3	100
15	Banking and Other Operations Committee	15/04/2025	3	3	100
16	Banking and Other Operations Committee	12/05/2025	3	3	100
17	Banking and Other Operations Committee	23/05/2025	3	3	100
18	Banking and Other Operations Committee	05/08/2025	3	3	100
19	Banking and Other Operations Committee	24/09/2025	3	3	100
20	Banking and Other Operations Committee	19/11/2025	3	3	100
21	Banking and Other Operations Committee	30/12/2025	3	3	100
22	Banking and Other Operations Committee	14/01/2026	3	3	100
23	Banking and Other Operations Committee	11/02/2026	3	3	100
24	Banking and Other Operations Committee	06/03/2026	3	3	100
25	Banking and Other Operations Committee	23/03/2026	3	3	100

D ATTENDANCE OF DIRECTORS

S. N o	Name of the Director	Board Meetings	Committee Meetings	Whether attended AGM held on
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		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	 (Y/N/NA)
1	ANGARAI DORAIRAJAN ADITYA RATNAM	5	5	100	12	12	100	
2	INDU RANJIT SHAHANI	5	5	100	7	7	100	
3	BHARATH RAMRAMAN SESHA	5	5	100	14	14	100	
4	HARISH CHAWLA	5	5	100	17	17	100	
5	DEV KUMAR TRIPATHY	5	5	100	24	24	100	

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Dev Kumar Tripathy	Whole-time director	18400924	0	0	0	18400924.00
2	Bharath Ram Raman Sessa	Managing Director	62497612.75	0	0	0	62497612.75
3	Harish Chawla	Whole-time director	13437359.86	0	0	0	13437359.86
	Total		94335896.61	0.00	0.00	0.00	94335896.61

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Dev Kumar Tripathy	CFO	18400924	0	0	0	18400924.00
2	Swati Batra	Company Secretary	4942155.56	0	0	0	4942155.56
	Total		23343079.56	0.00	0.00	0.00	23343079.56

C *Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	ANGARAI DORAIRAJAN ADITYA RATNAM	Director	0	1300000	0	340000	1640000.00
2	INDU RANJIT SHAHANI	Director	0	1000000	0	240000	1240000.00
3	GEETU GIDWANI VERMA	Director	0	500000	0	140000	640000.00
	Total		0.00	2800000.00	0.00	720000.00	3520000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

☒ Yes

☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

22488

XIV Attachments

(a) List of share holders, debenture holders

PHIL_Details of Shareholder or
Debenture holder_MGT-7.xlsm

(b) Optional Attachment(s), if any

Philips-2025-26-MGT 8.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of **PHILIPS INDIA LIMITED** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) **31/03/2026**

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;

8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Date (DD/MM/YYYY)

Place

Whether associate or fellow:

☒ Associate ☐ Fellow

Certificate of practice number

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

*(b) Name of the Designated Person

Declaration

I am authorised by the Board of Directors of the Company vide resolution number*

06

dated*

(DD/MM/YYYY)

22/11/2024

to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*9*8*3*

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

2*5*2

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC6162901

eForm filing date (DD/MM/YYYY)

21/09/2026

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

SUSHANT DHAWAN & CO.
(Company Secretaries in Practice)

Address: A 2/23-A, Kameshwar Mahadev Machhodari,
Near Raja Baldev Das Birla Hospital, Varanasi, Uttar Pradesh- 221101

Mobile No.: 9307940224; **Email ID:** csdhawansushant@gmail.com

ICSI Unique Code: S2023UP917000; **Peer Review Certificate No.:** 6077/2024

FORM NO. MGT-8

***[Pursuant to Section 92(2) of the Companies Act, 2013 and
Rule 11(2) of Companies (Management and Administration) Rules, 2014]***

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records, books and papers of **Philips India Limited ('the Company')**, having **CIN: U31902WB1930PLC006663**, as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended as on 31st March 2026 ('the Financial Year'/ 'the Year'). In our opinion and to the best of our information and according to the physical records as shown to us, examinations carried out by us, and oral representations and explanations furnished to us by the Company, its Officers and Authorised Representatives, we certify that:

- A.** The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately generally.
- B.** During the aforesaid financial year, the Company had generally complied with provisions of the Act & Rules made thereunder in respect of:
- 1.** The Company had maintained its status under the Act;
 - 2.** The Company had maintained registers/records & made entries to the extent possible therein within the prescribed time;
 - 3.** The Company had filed applicable forms and returns as stated in the Annual Return with the Registrar of Companies within/beyond the prescribed time, as prescribed under the Act and the rules made there under.

Further, as per the information provided to us, during the financial year ended on 31.03.2026, the Company was not required to file any forms and returns with the Regional Director, Central Government, Tribunal and Court under the Act;

- 4.** The Company had called/convened/held meetings of Board of Directors and its Committees, and the meetings of the Members of the Company, on the dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, had been properly recorded in the Minute Book/Registers maintained for the purpose and the same had been signed.

Further, as per the information provided to us and during the aforesaid financial year circular resolution(s) of the Board and/or its Committees, as applicable and resolutions passed by postal ballot, if any, were passed as per the applicable provisions of the Act and have been recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

- 5.** The Company was not required to close its Register of Members/ Security Holders as the case may be during the financial year ended on 31.03.2026, as the Company is not a Listed Company;
 - 6.** During the financial year ended on 31.03.2026, the Company had not advanced any loan to its directors and/or persons or firms or companies in terms of Section 185 of the Act read with rules thereto except as otherwise mentioned in the Board Report/Financials of the Company;
-

SUSHANT DHAWAN & CO.
(Company Secretaries in Practice)

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7. During the financial year ended on 31.03.2026, the Company has entered into transactions with related parties and all arrangements/transactions as entered by the Company with its related parties during the financial year were in the ordinary course of the business and at arm's length basis. Further, the detailed information of related party transactions has been provided in Note No. 29 of the audited financials of the Company;
8. During the financial year ended on 31.03.2026, the Company has not issued or made any allotment or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/securities and has not received any request for transfer/transmission of shares;
9. During the financial year ended on 31.03.2026, the Company was not required to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. During the financial year ended on 31.03.2026, the Company had not declared/paid any dividend. Thus, the Company was not required to comply with the applicable provisions of the Act and Rules made thereunder with respect to declaration and payment of dividend, transfer of unpaid/ unclaimed dividend to the Investor Education and Protection Fund in accordance with the Act;
11. The Company had complied the provisions of Section 134 of the Act for signing of Audited Financial Statement and had also complied with the provisions of sub-sections (3), (4) and (5) of Section 134 for report of Directors, subject to other disclosures as made in other points of this certificate/statutory audit report, if any;
12. During the financial year under review, the Board of Directors of the Company is constituted with the combination of Independent and Non- Independent Directors, and the Company has complied with the provisions regarding constitution / appointment / re-appointment / change in designation/filling up casual vacancy/ regularisation / disclosures of interest of the Directors and Key Managerial Personnel of the Company and the remuneration paid to them, as applicable;
13. During the financial year under review, the Company has complied with the provisions of Section 139 of the Act, subject to other disclosures as made in other points of this certificate/statutory audit report, if any;
14. As per the information given to us, during the financial year ended on 31.03.2026, the Company was not required to obtain approvals from the Central Government, Tribunal, Regional Director, Registrar and Court under the various provisions of the Act;
15. During the financial year ended on 31.03.2026, the Company had not invited and accepted any deposits;
16. During the financial year ended as on 31.03.2026, the Company had not borrowed from its directors, members, public financial institutions, banks and others and ~~creation/ modification/satisfaction of charges in that respect, wherever applicable~~ during the financial year ending as on 31st March, 2026 except as otherwise mentioned in the Audited Financial Statements as on 31st March, 2026.

Further, as per notes of the Balance Sheet, during the financial year ended 31.03.2026, the Company has availed non fund based borrowings from banks the detailed information of which has been provided in the audited financials of the Company;

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- 17.** During the financials year ended 31.03.2026, the Company has not given has not granted any loans or made any investments or provided any guarantees or security except otherwise provided in the audited financials of the Company for the period ended March 31, 2026.
- 18.** During the financial year ended on 31.03.2026 and as per the information provided to us, there were no alteration in Memorandum of Association and Articles of Association of the Company.

For and on behalf of
M/s. Sushant Dhawan & Co.
(Company Secretaries in Practice)
ICSI Unique Code – S2023UP917000
Peer Review Certificate No. – 6077/2024

Place: Varanasi
Date: XX/08/2026

CS Sushant Dhawan
(Proprietor)
ACS No. - 70008
COP No. - 26566
UDIN - XXXXXXXXXXXX

This certificate is to be read with our letter of even date which is annexed as an "Annexure-A" to Form MGT-8 and forms an integral part of this certificate

SUSHANT DHAWAN & CO.
(Company Secretaries in Practice)

Address: A 2/23-A, Kameshwar Mahadev Machhodari,
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Mobile No.: 9307940224; **Email ID:** csdhawansushant@gmail.com

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Annexure A

To,

Philips India Limited,

Our Certificate on the Annual Return (Form MGT-8) 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 review;
2. We have followed the secretarial practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records for issuance of above certificate. The verification was done on a test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). 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. Due to inherent limitations of internal, financials and operating controls, discrepancy in records and filings, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the verification/examination was properly made and performed in accordance with the records and data provided to us; and
5. Certificate in Form MGT-8 is neither an assurance as to future viability of the Company nor of the efficacy and effectiveness with which the management has conducted the affairs of the Company. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of records on test basis.

For and on behalf of
M/s. Sushant Dhawan & Co.
(Company Secretaries in Practice)
ICSI Unique Code – S2023UP917000
Peer Review Certificate No. – 6077/2024

Place: Varanasi
Date: XX/09/2026

CS Sushant Dhawan
(Proprietor)
ACS No. - 70008
COP No. - 26566
UDIN - XXXXXXXXXXXX